

RENEGADE PUB FOOTBALL LEAGUE INCORPORATED

CONSTITUTION

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2. Name

2.1 The name of the incorporated association is "Renegade Pub Football League Incorporated" (in this constitution, "the RPFL").

2.2 Under section 23 of the Associations Incorporation Reform Act (in this constitution, "the Act"), the name and registration number of the RPFL must appear in legible characters in all notices, advertisements and other official publications of the RPFL, and in all its business documents

3. Statement of Purposes

3.1 The purposes of the RPFL are:

- (a) To facilitate friendly competition between members of our local community in the form of a social Australia Rules Football ("AFL") competition;
- (b) To provide a formal structure for all clubs in the RPFL to play a modified version of AFL where the atmosphere is always co-operative, inclusive and accessible for people of all abilities;
- (c) To provide a safe and inclusive environment for all members of our local community regardless of their age, gender, sexual orientation, race, culture or religion to play, participate in and watch AFL;

- (d) To make financial donations to local charitable organisations which are deemed to be in line with the values of the RPFL as determined from time to time by the members.

4. Legal Capacity and Powers

- 4.1 The RPFL has the legal capacity of an incorporated body, as provided by section 29 of the Act
- 4.2 The RPFL has power to do all things incidental or conducive to the attainment of its purpose.
- 4.3 The RPFL may only
 - (a) exercise its powers; and
 - (b) use its income and assets (including any surplus);for its purpose.

5. Not For Profit

- 5.1 The RPFL must not distribute any surplus, income or assets directly or indirectly to its members.
- 5.2 Clause 5.1 does not prevent the RPFL from paying its members:
 - (a) reimbursement for expenses properly incurred by them, and
 - (b) for goods supplied and services provided by them,if this is done in good faith on terms no more favourable than if the member were not a member.

6. RPFL Clubs

- 6.1 The RPFL has the following clubs:
 - (a) the Unicorns,

- (b) the Tote,
- (c) the Pain,
- (d) the Barracudas,
- (e) the Easybeats,
- (f) the Eye Gougers,
- (g) the Bats,
- (h) the Lions, and
- (i) the Galahs,

7. Membership

- 7.1 The RPFL has the following categories of membership:
 - (a) governing members
- 7.2 Governing members of the RPFL are those members who:
 - (a) are nominated by one of the RPFL Clubs;
 - (b) pay the subscription fee; and
 - (c) are admittedin accordance with the regulations
- 7.3 Each RPFL Club must nominate 4 people associated with that club to be governing members of the RPFL in accordance with cl. 7.2 (a).
- 7.4 A person must not be nominated to be a governing member by more than 1 RPFL Club.
- 7.5 Of the 4 people nominated by each RPFL Club, at least 2 must be either women, non-binary, transgender or intersex

8 Applications and Admission

- 8.1 The Committee must make regulations for:

- 8.2 the form of applications for membership,
- 8.3 the approval of applications for membership, and
- 8.4 the admission of members.

9 Subscriptions

- 9.1 The Committee must set the annual subscription for members
- 9.2 The amount of the subscription and the date for payment may vary according to criteria set by the Committee.
- 9.3 The rights of members who have not paid the subscription by the date for payment are suspended until the subscription is paid.
- 9.4 Except for the subscription, there are no entrance fees or other amounts to be paid in respect of membership of the RPFL.

10 Rights, Obligations and Liability

- 10.1 The rights of members are not transferable, and end when the members ceases to be a member.
- 10.2 All members must comply with the constitution and regulations.
- 10.3 Under section 46 of the Act, this constitution is an enforceable contract between the RPFL and each member.
- 10.4 Under section 52 of the Act, members are not liable to contribute to the debts and liabilities of the RPFL by reason only of their membership.

11 Discipline

- 11.1 The Committee must make regulations for the disciplining of members.
- 11.2 The discipline regulations:

- (a) must require procedural fairness to be applied; and
- (b) may include the suspension and expulsion of members for serious misconduct.

12 Resignation and Cessation

- 12.1 Members may resign by writing to the Secretary of the RPFL.
- 12.2 Members cease to be members on resignation, expulsion or ceasing to have legal capacity.

13 Register of Members

- 13.1 The RPFL must keep a register containing:
 - (a) the name of each member,
 - (b) the date of becoming a member in that category, and
 - (c) in the case of former members – the date of ceasing to be a member

14 Grievance Procedure

- 14.1 The grievance procedure in this clause applies to disputes under the constitution between:
 - (a) a member and another member, and
 - (b) a member and the Committee or the RPFL
- 14.2 The parties must first attempt to resolve the dispute themselves.
- 14.3 If the parties are unable to resolve the dispute, the Committee must appoint a conciliator.
- 14.4 The conciliator:

- (a) must not have a personal interest in the dispute;
- (b) must not be biased in favour of or against any party;
- (c) may be a member or former member of the RPFL; and
- (d) if possible, must be appointed with the agreement of all the parties

14.5 The conciliator must conduct a conciliation at which each party is given a reasonable opportunity to be heard

14.6 The parties must in good faith attempt to resolve the dispute during conciliation.

14.7 Under section 55 (2) of the Act, a party may appoint another person to act on its behalf in the grievance procedure.

15 Annual General Meeting

15.1 The RPFL must convene an annual general meeting of the members of the RPFL each year, to be held following the conclusion of the cricket season

15.2 The ordinary business of the annual general meeting is:

- a) to consider the annual report of the RPFL on the activities of the RPFL during its last financial year,
- b) to confirm the minutes of the last annual general meeting,
- c) to consider the statement submitted by the RPFL to members in accordance with section 94 of the Act containing particulars of:

15.2.1.c.1 the income and expenditure of the RPFL during the last financial year, and

15.2.1.c.2 the assets and liabilities of the RPFL at the end of its last financial year,

- d) to elect the members of the Committee and the office-bearers,
- e) the only other business that the annual general meeting may consider is special resolutions passed in accordance with this constitution.

15.3 Under section 102 of the Act, the RPFL must submit a statement of the annual general meeting to the Registrar within 1 month of the annual general meeting.

15.4 At least 21 days' notice of:

- (a) the date, time and place for the annual general meeting; and
- (b) the agenda of the annual general meeting; and
- (c) the reports to be considered by the annual general meeting; and
- (d) any special resolutions, stated in full along with the intention to propose the resolution as a special resolution, to be considered by the annual general meeting,

must be given to members by:

- (e) email; or
- (f) the RPFL's social media platforms; or
- (g) post.

15.5 Voting at annual general meetings must be conducted as specified in Clause 21 of this constitution.

16 Special General Meetings

16.1 Any general meeting of members other than the annual general meeting is a special general meeting.

16.2 A special general meeting can only be held to consider special resolutions.

16.3 Special general meetings can be called following:

- (a) a resolution passed by two thirds of committee members voting at a committee meeting; or
- (b) a petition by 30 or more members to the Secretary.

16.4 At least 21 days' notice of:

- (a) the date, time and place for the special general meeting; and
- (b) the agenda of the special general meeting; and
- (c) any special resolutions, stated in full along with the intention to propose the resolution as a special resolution, to be considered by the special general meeting,

must be given to members by:

- (d) email; or
- (e) the RPFL's social media platforms; or
- (f) post.

16.5 Quorum for a special general meeting is 10 members.

16.6 Voting at special general meetings must be conducted as specified in Clause 21 of this constitution.

17 Special Resolutions

17.1 A special resolution is a resolution to:

- (a) amend this constitution;

- (b) to change the name of the RPFL;

- (c) to amalgamate the RPFL with another association incorporated under the Act; or

- (d) to wind up the RPFL

17.2 Under section 64 of the Act, a special resolution may only be passed at a general meeting of the members of the RPFL where:

- (a) at least 21 days' notice of the proposed resolution has been given to all members entitled to vote; and
- (b) the notice specifies that it is intended that the resolution be proposed as a special resolution; and
- (c) at least three-quarters of those members who vote at the meeting, vote in favour.

18 Committee

18.1 The Committee is the governing body of the RPFL. The Committee is responsible for both the governance and the management of the RPFL.

19 Membership of Committee

19.1 The voting members of the Committee are:

- a) the President (chair),
- b) the Secretary,
- c) the Treasurer,
- d) the Vice-President,
- e) the Community Liaison Officer, and
- f) the general members

19.2 The General Manager is a member of the Committee *ex officio*

20 Meetings of Committee

20.1 The Committee must meet at least 4 times per calendar year

20.2 The President is entitled to chair Committee Meetings.

20.3 Quorum for a Committee meeting is the presence in person of at least 6 voting members.

20.4 Meetings may be convened by:

- a) the President (chair),
- b) the Secretary, or
- c) one-third or more of the voting members of the Committee at the time.

21 Notice

21.1 At least 7 days' notice in writing of meetings must be given to each member of the Committee.

21.2 The notice must state the date, time and place of the meeting.

21.3 The notice need not include the business to be considered.

21.4 Notice may be given of more than 1 meeting at the same time.

21.5 Notices sent by email or electronic message are taken to have been given on the first day after sending that is not a Saturday, Sunday or Public Holiday.

22 Voting

22.1 Each voting member present has 1 vote.

22.2 Members may only vote in person, and not by proxy.

22.3 Voting is by show of hands.

22.4 If an equal number of votes are cast for and against a motion or amendment, the chair of the meeting must declare the motion or amendment lost.

22.5 The declaration by the chair of the meeting of the result of a vote is conclusive evidence of that result.

23 Minutes

23.1 The Committee must ensure that minutes are taken and kept of all general meetings and Committee meetings.

23.2 The minutes of annual general meetings must include a copy of:

- (a) the financial statements submitted to members, and
- (b) the statement submitted to the Registrar.

23.3 Members may inspect and obtain copies of the minutes of general meetings.

23.4 Members may inspect and obtain copies of the minutes of Committee meetings, except where those minutes relate to confidential, personal, employment, commercial or legal matters.

24 Regulations

24.1 The Committee may by resolution passed by an absolute majority make regulations to give effect to this constitution.

24.2 At least 7 days' notice in writing of the proposed making of regulations must be given to each member of the Committee.

24.3 The notice must state the proposed regulations or change to the regulations.

24.4 Members must at all times comply with the regulations as if they formed part of this constitution.

25 Office-Bearers:

25.1 The RPFL has the following office-bearers:

- a) the President,
- b) the Secretary,
- c) the Treasurer,
- d) the Vice-President, and
- e) the Community Liaison Officer,

25.2 The Committee may establish other office-bearer positions as appropriate.

25.3 A member may not hold more than one office bearing position at any one time.

25.4 If an office-bearing position is held by a member nominated by one RPFL Club, no other member nominated by that RPFL Club may hold any other office-bearing position.

26 Elections

26.1 The following positions are elected at the annual general meeting:

- (a) the office-bearers, and
- (b) the general members of the Committee

26.2 The Secretary is the returning officer in respect of all elections.

26.3 If a member is nominated for a position by another member, the Secretary must seek the consent of the nominee before accepting the nomination.

26.4 The general members of the Committee are made up of 1 member from each RPFL Club,

27 Term of Office

27.1 Office-bearers and members of the Committee elected at the annual general meeting hold office from the date of the annual general meeting until their successors take office.

27.2 Officer-bearers and members of the Committee not elected at the annual general meeting hold office from the time of their election or appointment until their successors take office.

27.3 Office-bearers and members of the Committee filling vacancies hold office for the remainder of the term of office of the position being filled.

28 Vacancies

28.1 The position of an office-bearer or elected member of the Committee becomes vacant if the office-bearer or Committee member:

- (a) resigns in writing to the Secretary (or in the case of the Secretary, to the President);
- (b) ceases to be a member of the RPFL; or
- (c) is removed by resolution of the Committee passed by an absolute majority on the ground that the office-bearer or Committee member has breached the discipline regulations.

28.2 Vacancies must be filled within 30 days:

- (a) in the case of office-bearer positions – by a resolution of the Committee passed by an absolute majority;
- (b) in the case of general members of the Committee – by a resolution of the Committee passed by a simple majority.

- (c) the vacancy of a general member of the Committee must be filled by another nominee from the same RPFL Club as the vacating member,

29 Sharing of Positions

- 29.1 2 members who are each eligible may together stand for and hold any office-bearer position, except President, Vice-President, Secretary and Treasurer.

30 Duties

- 30.1 Office-bearers and governing members owe the RPFL duties in their relevant capacities:

- (a) to act honestly and in good faith;
- (b) to exercise reasonable care and diligence; and
- (c) to act in the best interests of the RPFL as a whole.

- 30.2 Office-bearers and governing members must not knowingly or recklessly make improper use of:

- (a) their position, or
 - (b) information acquired by virtue of their position,
- so as
- (c) to gain, directly or indirectly, any financial benefit or material advantage for themselves or any other person, or
 - (d) to cause a detriment to the RPFL.

31 Responsibilities and Direction

- 31.1 All office-bearers are subject to direction by the Committee.

32 Board

- 32.1 The Board is a sub-committee of the Committee, exercising delegated powers from the Committee under clause 32.3

- 32.2 The Board must meet at least 8 times per year.

- 32.3 The Board is responsible on behalf of the Committee for:

- a) the governance of the RPFL between meetings of the Committee,
- b) the delivery of services by the RPFL,
- c) monitoring the finances of the RPFL,
- d) all legal, contractual and media matters on behalf of the RPFL,
- e) the delivery of RPFL game days, and
- f) any other matters delegated by the Committee.

33 Board Membership

- 33.1 The members of the board are:

- a) the President (Chair),
- b) the Vice-President,
- c) the Secretary,
- d) the Treasurer,
- e) the Community Liaison Officer, and
- f) the General Manager (*ex officio*)

34 Indemnity

34.1 The RPFL indemnifies office-bearers and governing members against any liability incurred in good faith by them in that capacity.

35 Sources of Funds

35.1 The RPFL may derive funds from:

- a) subscriptions, sales, interest and any other sources approved by the Committee,
- b) grants from local, state and commonwealth government bodies,
- c) grants from non-government organisations, and
- d) sponsorship

36 Financial Year

The financial year of the RPFL is 1 January 31 December.

37 Management of Funds

37.1 The Committee is responsible for the management of the funds of the RPFL.

37.2 The Committee may delegate the responsibility for the management of funds to the Treasurer.

37.3 The RPFL must maintain adequate and accurate accounting records of its financial transactions.

37.4 All money received by or on behalf of the RPFL must be deposited without delay into a bank account in the name of the RPFL.

37.5 All payments must be:

- a) specifically authorised in writing, and
- b) in the case of cheques and electronic payments – signed or

authorised by at least 2 persons nominated by the Committee by regulation or resolution.

37.6 The Committee may nominate a list of individuals or positions for the purposes of clause 33.5 (b).

38 Records

38.1 The Committee must by regulation provide for the safe keeping of records of the RPFL.

38.2 Members may inspect and obtain copies of the register of members at any reasonable time.

38.3 Members may inspect the other records of the RPFL at any reasonable time.

38.4 The Committee must ensure that copies of the constitution and regulations and freely available to members.

39 Common Seal

39.1 The RPFL may have a common seal.

39.2 The name of the RPFL must appear in legible characters on the common seal.

39.3 A document may only be sealed with the common seal if authorised by resolution of the Committee.

39.4 The sealing must be witnessed by the signatures of at least 2 of the voting members of the Committee.

39.5 The Committee must provide for the safe keeping of the common seal.

40 Winding Up

40.1 The RPFL may be wound up voluntarily by special resolution in accordance with the Act.

40.2 If the RPFL is wound up, or its incorporation is cancelled, surplus

assets of the RPFL must not be distributed to any member.

- 40.3 The surplus assets must be given to an entity that:
- (a) has a similar purpose to the RPFL; and
 - (b) also prohibits the distribution of any surplus, income and assets to its members to at least as great an extent as the RPFL.
- 40.4 If the RPFL is wound up voluntarily, the Committee must be resolution passed by an absolute majority decide the entity to which its surplus assets are to be given.

41 Interpretation.

- 41.1 In this constitution, unless the contrary intention appears:
- (a) “absolute majority” means a majority of the votes of all members of the body entitled to vote at the time, whether or not those members are present and whether or not they vote;
 - (b) “the Act” means the *Associations Incorporation Reform Act 2012* (Vic);
 - (c) “the Registrar” means the Registrar of Incorporated Associations under section 187 of the Act;
 - (d) “regulations” means regulations of the RPFL made under this constitution and “regulation” has a corresponding meaning.”;
 - (e) “simple majority” means a majority of the votes of members of a body present at the time of voting.

- 41.2 In this constitution a period of notice of an event expressed in days does not include the day on which notice is given but includes the day on which the event takes place.