

**CONSTITUTION
OF
THE MIDWEST REGIONAL FOOTBALL DEVELOPMENT COUNCIL (INCORPORATED)**

1. NAME

- 1.1 The name of the Association shall be the **MIDWEST REGIONAL FOOTBALL DEVELOPMENT COUNCIL (INCORPORATED)**.

2. DEFINITIONS

- 2.1 In this Constitution unless the context requires otherwise:

- 2.1.1. **"the Act"** means the Associations Incorporation Act 1987;
- 2.1.2. **"the Council"** means the Midwest Regional Football Development Council (Incorporated);
- 2.1.3. **"the Executive"** means the Executive Members of the Council;
- 2.1.4. **"the Midwest Regional Football Development Programme"** means the programme which will be prepared and which will cover, amongst other things, programmes in the Midwest Region for the junior competition, schools and schools competition, umpiring, coaching, administration, and promotional activities;
- 2.1.5. **"Football"** means Australian Football as conducted under the auspices of the Australian Football League (AFL);
- 2.1.6. **"WAFC"** means the West Australian Football Commission Inc.;
- 2.1.7. **"West Australian Football Development"** means, the division of the WAFC responsible for the development of Football in Western Australia;
- 2.1.8. **"Regional Development Officer"** means the Development Officer who is an employee of the WAFC and whose role is to increase the quantity and quality of football in the Midwest Region primarily towards the 5 – 17 years, talent development and community football.
- 2.1.9. **"RFDC"** is the abbreviated term for the Council as described in 2.1.2 above.
- 2.1.10. **"WACFL"** means the West Australian Country Football League.

3. **OBJECTS**

3.1 The objects for which the Council is established will be:

- 3.1.1. To administer the Midwest Regional Football Development Programme within the Midwest Region as determined by the WAFC in consultation with the Council.
- 3.1.2. To promote, manage, develop, control and encourage the playing of football within the Midwest Region.
- 3.1.3. To promote the education of coaches, administrators and umpires of football within the Midwest Region.
- 3.1.4. To prepare an annual plan for the development of football in the Midwest Region for submission to and endorsement by the WAFC.
- 3.1.5. To increase and sustain the number of football players within the Midwest Region at all levels.
- 3.1.6. To build and maintain Football's profile within the Midwest Region as a popular and successful sport.
- 3.1.7. To promote all competitions within the Midwest Region conducted under the auspices of the Council and complying with the WAFC Health and Safety Policy
- 3.1.8. To encourage its members to actively participate in the attainment of the above objects.
- 3.1.9. To optimise relationships between all football stakeholders within the Midwest Region.

4. **POWERS**

- 4.1 The powers conferred on the Council are the same as those conferred by section 13 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below the Council may do all things necessary or convenient for carrying out its objects and purposes, and in particular may.
 - 4.1.1. To take such steps as may from time to time be deemed expedient to raise funds by subscriptions, affiliation fees, registration fees, levies, loans, other receipts or accepting donations of real or personal property, or to seek and accept sponsorships in money and/or kind and conduct or organise other fund raising ventures not

inconsistent with the objects of this Constitution or agreements in place by the WAFC

- 4.1.2. To purchase, take on lease or in exchange, hire any lands, building, easements or property real and personal and any rights or privileges which may be requisite for the purpose of or capable of being used in connection with any of the objects of the Council.
- 4.1.3. To enter into any agreements or arrangements with any government or authority, statutory, municipal, local or otherwise or any other person or body of persons whether incorporated or not that may seem conducive to the objects of the Council or any of them and to obtain from such government, authority, person or body of persons any grants, rights, privileges and concessions which the Executive might think it desirable to obtain and to carry out, exercise and comply with any such agreements, rights, privileges or concessions.
- 4.1.4. To appoint, employ, remove or suspend such managers, clerks, secretaries and other persons as deemed necessary to carry out duties required by the Council at salaries or remunerations for such period of time as the Executive deems necessary;
- 4.1.5. To delegate to such appropriate person or persons such powers or responsibilities it considers appropriate.
- 4.1.6. To invest and deal with the money of the Council not immediately required in such manner as may be permitted by law for the investment of trust funds.
- 4.1.7. To borrow or raise or secure the payment of money in such manner as the Council 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 by the Council in any way.
- 4.1.8. To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable instruments.
- 4.1.9. 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 the Council.
- 4.1.10. To make any gift of property whether subject to any special trust or not for any one or more of the objects of the Council.

- 4.1.11. To print and publish any newspapers, periodicals, books, leaflets or other literature that the Council may think desirable for the promotion of its objects.
- 4.1.12 To adjudicate on all matters brought before it, which in any way affects Football in the Midwest Region;

- 4.2 To administer the rules contained in the AFL's National Junior Policy (or equivalent document), and regulations for the conduct of junior football within the Midwest Region as approved or amended by the WAFC. All decisions of the Council are subject to the right of the WAFC to veto such decision and to substitute a different decision in place of the original decision.
- 4.3 The infliction of penalties by the imposition of reprimands, suspensions or fines on any member or Association for transgressions against the rules contained in the AFL National Junior Policy (or equivalent document) and regulations for the conduct of junior football.
- 4.4 For the purposes of cl. 4.2 of this Constitution, the secretary shall notify the Country Development Manager of West Australian Football Development of any decision made by the Council within 7 days of the making of that decision.

5. **INCOME AND PROPERTY OF THE COUNCIL**

- 5.1 The income and property of the Council shall be applied solely towards the promotion of the objects or purposes of the Council and no part of that property or income are to be paid or otherwise distributed, directly or indirectly, to members of the Association, except in good faith in the promotion of the Council's objects and in the exercise of its powers.
- 5.2 Nothing herein contained shall prevent the payment in good faith of interest to any member in respect of moneys advanced by such member or, remuneration to any officers and servants of the Council or to any member of the Council in return for any services actually rendered to the Council.
- 5.3 Nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper rent for premises, let to the Council.
- 5.4 All revenue, moneys, or funds of the Council shall be deposited in the name of the Council at such bank or recognised financial institution as may be determined by the Executive,

although the Executive will give preference to the financial institution preferred by the WAFC.

- 5.5 Any sponsorship obtained by the Council must not conflict with sponsorships obtained by the WAFC.

6. **MEMBERSHIP**

- 6.1 The membership of the Council shall consist of the WAFC and:

Executive Members

- 6.1.1. The Chairman.
- 6.1.2. The Deputy Chairman.
- 6.1.3 A representative from each junior and senior association within the Midwest region.

Ordinary Members

- 6.1.4 A representative of the WACFL.
- 6.1.5 The umpires' representative.
- 6.1.6 The coaching co-ordinator.
- 6.1.7 A representative of the schools located within the Midwest Region.
- 6.1.8 A representative from the Department of Sport and Recreation.
- 6.1.9 A representative from Local Government and or Shire Departments

Administration Members

- 6.1.10 The secretary.
- 6.1.11 The treasurer.
- 6.1.12 The Regional Development Officer employed by the WAFC from time to time. The Regional Development Officer shall be the Executive Officer of the Council.

6.2 Life Membership

The RFDC may appoint Life Members at the Annual General Meeting.

- 6.2.1 Life membership of the Council may be granted to persons who have made an outstanding contribution to the Council or to football in the Region over a long period of time.

SPECIAL NOTE 1

As Life Membership is the highest honour that the Council can bestow on its members, it is important that, in assessing nominations received, the following points are considered before recommendations are submitted to an Annual General Meeting for confirmation.

- i. The length of service given to the Council and to football.
- ii. The value of the service given to the Council and to football.
- iii. The manner in which the service given has benefited and furthered the objects of the Council.

SPECIAL NOTE 2

Life Membership of, or service to, organisations such as the Regional Development Council and the Junior Football Association which previously operated in the Region shall be recognised by the Council.

- 6.2.2 All nominations for Life Membership shall be endorsed by two members as listed in 6.1 above and shall be lodged with the Secretary at least fourteen days prior to the Annual General Meeting.
- 6.2.3 An Awards Committee may be established and charged with the responsibility of reviewing all nominations received and forwarding their recommendations for acceptance or otherwise to the Executive prior to the Annual General Meeting.
- 6.2.4 A person shall be appointed a Life Member if he/she receives the support of at least 75% of the members at the Annual General Meeting.
- 6.2.5 A Life Member shall be entitled to all of the privileges of membership of the RFDC and shall not be required to pay any membership fees or subscriptions, but shall have no voting rights.

- 6.3 It is a condition of membership with the RFDC that each Junior Association agrees to subscribe to and be bound by the Council's By-Laws of the Midwest Region.

7. **REGISTER OF MEMBERS**

- 7.1 The Secretary shall establish and maintain a register of members of the Council specifying the name and address of each person who is a member of the Council together with the date on which the person became a member in accordance with section 27 of the Act.
- 7.2 The register of members shall be kept at the principal place of administration of the Council and shall be open for inspection, free of charge, by any member of the Council at any reasonable hour.

8. **AFFILIATION FEE**

- 8.1 An affiliated junior and senior association of the Council shall, upon admission to membership, pay to the Council a fee of \$1.00 or, where **some other amount** is determined by the Council, that other amount.

9. **APPOINTMENT OF MEMBERS**

- 9.1 Members shall be appointed in the following manner:
- 9.1.1 The chairman shall be appointed for a period of 2 years, commencing on 1 December of the appropriate year and may be reappointed.
- 9.1.2 The chairman will be selected from nominations received at the Annual General Meeting by a panel comprising the retiring chairman, the General Manager of West Australian Football Development, the General Manager of WA Country Football League and the **Country Development** Manager.
- 9.1.3 The Deputy Chairperson shall be appointed by the executive
- 9.1.4 The deputy chairperson shall be appointed for a period of 1 year and shall be eligible for re-appointment
- 9.1.5 The junior and senior association representatives shall be nominated by their own individual associations and be appointed in consultation with the RFDC Chairperson.
- 9.1.6 The junior and senior association representatives shall be appointed for a period of 1 year and shall be eligible for re-appointment.

- 9.1.7 The secretary will be appointed by the Executive.
- 9.1.8 The secretary will be appointed for a period of 1 year and shall be eligible for reappointment.
- 9.1.9 The treasurer shall be appointed by the Executive.
- 9.1.10 The treasurer shall be appointed for a term of 1 year and shall be eligible for reappointment.
- 9.1.11 The WACFL representative shall be appointed by the Executive who will consult with the General Manager of the WACFL.
- 9.1.12 The WACFL representative shall be appointed for a term of 1 year and shall be eligible for reappointment.
- 9.1.13 The umpires' representative shall be appointed by the Executive, who shall consult with the WAFC Umpire Development Manager.
- 9.1.14 The umpires' representative shall be appointed for a term of 1 year and shall be eligible for reappointment.
- 9.1.15 The coaching co-ordinator shall be appointed by the Executive, who shall consult with the West Australian Football Development Manager - Coaching.
- 9.1.16 The coaching co-ordinator shall be appointed for a term of 1 year and shall be eligible for reappointment.
- 9.1.17 The Regional Development Officer shall be appointed by and will be employed by the WAFC.
- 9.1.18 The Regional Development Officer shall be appointed for a term determined by the WAFC.
- 9.1.19 The schools' representative shall be appointed by the Executive.
- 9.1.20 The schools' representative shall be appointed for a term of 1 year and shall be eligible for reappointment.
- 9.1.21 The Department of Sport & Recreation representative shall be appointed by the executive who will consult the Department of Sport & Recreation.

- 9.1.22 The Department of Sport & Recreation representative shall be appointed for a term of 1 year and shall be eligible for reappointment.
- 9.1.23 The Local Government representative shall be appointed for a term of 1 year and shall be eligible for reappointment.
- 9.1.24 If a casual vacancy arose on the committee then the committee will have the power to appoint a person to fill the vacancy and hold office up until the next election of office bearers.

10. EXECUTIVE

- 10.1 The Executive of the Council shall consist of Chairman, Deputy Chairman and a representative from each junior and senior association as voting members. Where a specific need arises such other persons as deemed necessary by the Executive may be coopted as **non-voting** members of the Executive. The Regional Development Officer is to act as an executive officer to the Executive.
- 10.2 The Executive may from time to time appoint committees and may delegate any of its powers to such committees as the Executive deems appropriate. Any such committee shall abide by any rules, regulations or directions as determined by the Executive. Members of such committees may not need to be Council Members.

The Executive shall, by 1 February each year, cause to be prepared and submitted to the WAFC for approval the Midwest Regional Football Development Programme.

11. MEETINGS

- 11.1 The Chairman shall preside as chairman at every meeting of the Council and in his/her absence or unwillingness to act, the Deputy Chair shall preside as Chairman. In the event of the absence or unwillingness of the Deputy Chair to preside at such meeting, the members present shall elect one of them to be chairman of the meeting.
- 11.2 At any meeting, only Chairman, Deputy Chairman and junior and senior association representatives are entitled to vote. In the event of a tie, the Chairman shall have a casting vote.

11.3 Voting shall be by show of hands or by secret ballot as determined from time to time by the Executive.

11.4 All persons present and entitled to vote at a meeting may vote on all questions. A member may abstain and be so recorded.

11.5 At any Annual, General Meeting, Special or Committee Meeting, 7 members, including 4 voting members, shall form a quorum. Should a quorum not be present at the time for the Annual or General Meeting the meeting shall be deferred to a date 14 days later. Notice of the new date of the Annual or General Meeting shall be give by the secretary to the members orally, by letter, facsimile or e-mail as soon as possible after the deferred meeting.

11.6 Notice of any motion to be proposed at the Annual or General Meeting must be given to the secretary at least 28 days prior to the Annual or General Meeting, who shall forthwith forward a copy of such notice of motion to the members by letter, facsimile or e-mail.

12 **GENERAL MEETINGS**

12.1 General Meetings of the Council shall be held at least quarterly (although the Annual General Meeting will suffice for the last quarter of the calendar year) at a date, time and place to be advised by the Council. The business to be transacted at every General Meeting shall include:-

- Receiving of minutes and business arising therefore and the adoption of same;
- The receiving of reports and adoption of same;
- The receiving of financial statements and adoption of same;
- Correspondence; and
- General business.

12.2 Notice of General Meetings shall be given by the Secretary to members by letter, facsimile or e-mail at least 14 days in advance of the meeting date.

13 **ANNUAL GENERAL MEETING**

13.1 The Annual General Meeting of the Council shall be held in the second half of November of each year, at a date, time and place to be advised by the Council. The business to be transacted at every Annual General Meeting shall include:

- The receiving of minutes and business arising therefore and the adoption of same;

- Correspondence;
- Reports:
 - Executive
 - Chairman
 - Regional Development Officer
 - Treasurer
- Appointment of the auditor and receipt of the auditor's report
- Endorsement of the following members – WACFL representative, Schools representative, Regional Coach co-ordinator and umpires representative.
- Election of life members;
- Motions on notice;
- General business; and

Closure.

14 **SPECIAL MEETING**

- 14.1 A Special General Meeting may be called by the Executive on requisition of not less than 3 members. The requisition must state the object of the meeting and must be signed by those three members and deposited with the secretary.
- 14.2 On receipt of such request, the secretary shall within 28 days forward a notice of the meeting to all members stating the purpose of the meeting and the date, time and venue. Should the secretary fail to convene such meeting then the requisitionists may convene the meeting on giving a minimum of 14 days notice to all members.
- 14.3 The business to be transacted at a Special General meeting shall be only the business for which the meeting has been convened.

15 **REMOVAL OF MEMBERS**

- 15.1 Any member of the Council may be removed from office, suspended or incur a financial penalty by a vote carried by at least 75% of the majority of the whole of the Executive at a Special Meeting of the Council called for that purpose.
- 15.2 Any member who is fined, removed or suspended from office may lodge a written appeal with the Secretary within seven (7) days of such decision, and such appeal shall be considered by

the Council at a Special Meeting called for the purpose and shall require the approval of at least 75% of the members present and voting, in order to be successful.

16 **MINUTES**

- 16.1 Detailed minutes of proceedings of every Annual General Meeting, General Meeting, and any other meeting shall be entered and kept in a book which when signed by the chairman of the meeting in question shall be conclusive evidence of the proceedings and shall be binding on members. A copy of such minutes shall be forwarded to the Country Development Manager within 14 days of the conduct of the meeting.

17. **MANAGEMENT OF FUNDS**

- 17.1 Subject to any resolution passed by the Council in general meeting, the funds of the Council shall be used in pursuance of the objects of the Council in such manner as the Executive determines.
- 17.2 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be by any 2 of the following Officers:
- Chairman;
 - Deputy Chairman;
 - Secretary;
 - Treasurer;
 - Regional Development Officer

or in such other manner as the Executive may determine from time to time.

18 **CUSTODY**

- 18.1 The custody of books, documents and securities, the property of the Council shall, in the absence of any other delegation, be with the chairman.

19 **INSPECTION**

- 19.1 All books and documents of the Council shall be available for inspection by any member of the Council on reasonable notice to the Secretary. Such documents may be photocopied but not removed from the Council's office.

20 **SEAL**

- 20.1 The Council shall provide for the safe custody of its seal which shall only be used by the authority of the Executive, and every instrument to which the seal is affixed shall be signed by the chairman and shall be countersigned by a second member of the Executive.

21 **ACCOUNTS**

- 21.1 The Council shall cause proper accounting and other records to be kept and shall cause to be made out and laid before each Annual General Meeting after the first Annual General Meeting a duly audited statement of receipts and payments made up to a date not more than 2 months before the date of the meeting.

22 **PECUNIARY INTEREST**

- 22.1 Where a member of the Council has a pecuniary interest in a matter which is before a General Meeting or a meeting of the Executive for discussion, that member shall declare the nature of that interest and shall not take part in any deliberation or decisions of the Council or the Executive in respect of that matter.

23 **AMENDMENTS TO THE CONSTITUTION**

- 23.1 Subject to the provisions of the Act, this Constitution may be amended, rescinded or, added to from time to time by special resolution carried at any general meeting. Provided that no such amendment, rescission or addition shall be valid unless the same shall have been approved by the WAFC.
- 23.2 At the general meeting held to discuss any proposed changes to the Constitution, the resolution must be passed by at least 75% of the members voting in person at the meeting

- 23.3 The Council must lodge with the Chief Executive of the Department administering the Act, notice of the special resolution altering the Constitution of the Council within one month of the meeting before such alterations can take effect.
- 23.4 Notice of any such motion shall be signed by the Chairman or by 2 members of the Council.
- 23.5 Notices of motion shall be forwarded in writing to the secretary to reach the secretary in the ordinary course of the post, at least 6 weeks prior to the meeting at which the motion will be addressed.
- 23.6 The secretary shall forthwith on receipt of such notice forward a copy to each member.

24 **INDEMNITY**

- 24.1 Every member and other officer for the time being of the Council shall be indemnified out of the assets of the Council against any liability incurred in such capacity in defending any proceedings, whether civil or criminal in which judgment is given in his or her favour or in which he or she is acquitted or in which relief is granted by the Court in respect of any negligence, default, breach of duty or breach of trust. Any of such persons acting in relation to the affairs of the Council shall likewise be indemnified out of the assets of the Council from and against all actions, claims, demands, costs and expenses which they or any of them shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty with or for the Council except such (if any) by or through their own wilful neglect or default.

25 **LIABILITY**

- 25.1 No officer or member of the Council shall as such upon and after the incorporation of the Council be under any personal liability to any creditor of the Council beyond the property of the Council in his or her hands.

26 **INTERPRETATION OF THE CONSTITUTION**

- 26.1 Should any question arise as to the interpretation of this Constitution, such questions shall be decided at an Executive meeting of the Council which decision shall be final and binding.

27 **WINDING UP OF COUNCIL**

- 27.1 The Council may be dissolved by a resolution carried by not less than 75% of the members of the Council at a general meeting called for that purpose.
- 27.2 Any property remaining after satisfaction of debts and liabilities of the Council and after deduction of costs, charges and expenses associated with the winding up shall be distributed:

27.2.1 to an incorporated association having objects similar to those of the Council, or

27.2.2 for charitable purposes or other purpose, as shall be determined by resolution of the members when directing the Executive under s.33(3) of the Act for the distribution of surplus property of the Council.

(As Amended 25 October 2005)

Signed: _____

Name:

Position

CHAIRMAN

SECRETARY

Date: _____