SOUTH AUSTRALIAN AMATEUR SOCCER LEAGUE INC.

CONSTITUTION

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SOUTH AUSTRALIAN AMATEUR SOCCER LEAGUE INCORPORATED

PREAMBLE

The South Australian Amateur Soccer League (SAASL) is the major organisational body for non-professional soccer in South Australia and is recognised as the senior body for the management of amateur soccer.

The League (SAASL) is an autonomous body, comprised of its member clubs each of which has equal voting rights in the affairs of the League. The responsibility for the overall control and management of the League, and its competitions, is vested in the hands of the Board, elected by the member clubs.

The League was founded in 1965 when eight factory-based teams gathered to establish a competition called the “Sunday Industrial League”. The name was changed in the following year to the South Australian Amateur Soccer League with a focus on the community and growth of the Sport as new clubs joined to create an inclusive and culturally diverse structure.

The League prides itself on the core values of providing opportunities for community clubs, participants and volunteers to engage in an environment which is respectful, inclusive and equitable and aims to be the competition of choice for amateur soccer in South Australia.

This Constitution shall direct the League in the management, administration, and stewardship of amateur soccer in South Australia. The League will be bound by this Constitution and any and all rules, policies and regulations implemented by the League from time to time.

***ASSOCIATIONS INCORPORATION ACT 1985* (SA)**

CONSTITUTION

of

SOUTH AUSTRALIAN AMATEUR SOCCER LEAGUE INCORPORATED

1. NAME OF LEAGUE

The name of the association is South Australian Amateur Soccer League (SAASL) (**Association**).

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this Constitution, unless the contrary intention appears:

Act means the *Associations Incorporation Act 1985 (SA)*.

Affiliate Club means a Club that is admitted as an Affiliate Club under **clause 7**.

Annual General Meeting means a meeting of the kind described in **clause 7**.

Appointed Board Member means a Board Member appointed under **clause 8.11**.

By-Laws means any of the by-laws made by the Board under **clause 10.4.**

Club means a Club that enters teams in a competition in the Sport which is a member of, or is otherwise affiliated with, the League.

Competition means any competition organised under the SAASL and otherwise defined under **clause 11**.

Board Member means a member of The Board under **clause 8.2.**

Constituent Documents means that Member's governing documents, including but not limited to, that Member's constitution and regulations and any other governing documents.

Constitution means this constitution of the League.

Delegate means the person(s) appointed from time to time to act for and on behalf of an Affiliate Club and to represent the Affiliate Club at General Meetings.

Board Member means a member of the Board and includes Elected Board Members and Appointed Board Members and any person acting in that capacity from time to time appointed in accordance with this Constitution.

EDJSA means the Elizabeth & Districts Junior Soccer Association Incorporated.

Elected Board Member means a Board Member elected under **clause 8.9**.

FIFA means Football Internationale de Football Association.

FFA means Football Federation Australia.

Financial year of the League shall commence on the first day of November and end on the 31st of October of the following year.

FSA means Football South Australia.

General Meeting means any general meeting of Affiliate Clubs and the League and includes the Annual General Meeting or any Special General Meeting.

Intellectual Property means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment (including computer software), images (including photographs, videos or films) or service marks relating to the League or any activity of or conducted, promoted or administered by the League in the Region.

League means the South Australian Amateur Soccer League Incorporated and all of the competitions that operate under the League's control.

Life Member means an person appointed by the Board as a life member of the League under **clause 5.7.**

Member means an Affiliate Club for the time being of the League under **clause 5**.

Objects means the objects of the League in **clause 3**.

Participants means the players, staff, volunteers and coaches of Affiliate Clubs.

Policies means any of the policies made by the Board under **clause 10.4.**

Public Officer means a public officer in line with section 56 of the Act.

Regulations means any regulations made by the Board under **clause 10.4**.

Region means the geographical area for which the League is responsible and as recognised by the League, being within the confines of South Australia and the wider Adelaide region.

Rules means any of the rules made by the Board under **clause 10.4.**

Seal means the common seal of the League.

Special Resolution means a special resolution defined in the Act.

Sport means the sport of Football/Soccer.

The Board means the body consisting of the Board Members.

2.2 Interpretation

In this Constitution:

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

(b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;

(c) words importing the singular include the plural and vice versa;

(d) words importing any gender include other genders;

(e) references to persons include corporations and bodies politic;

(f) references to a person include the personal representatives, successors and permitted assigns of that person;

(g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction);

(h) a reference to 'writing' shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail; and

(i) any doubt arising as to the application or meaning of any clause or wording therein shall be determined at the sole discretion of the Board, which decision shall be final and conclusive.

2.3 Severance

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

2.4 The Act

Except where the contrary intention appears, in this Constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act. Model rules under the Act are expressly displaced by this Constitution.

3. OBJECTS OF THE LEAGUE

The objects of the League are, within the Region and South Australia generally (where applicable), to:

(a) Establish and apply all competition rules, regulations and by-laws for the proper control of the League and its competitions, and abide by, promulgate, enforce and secure uniformity in the application of the laws of the game, as may be necessary for the management and control of the League and related activities.

(b) Do all things as the League may consider are for the benefit, or in the interest of, the League, Affiliated Clubs and players.

(c) Act at all times on behalf of, and in the interest of, the Affiliate Clubs, the League, and the Sport, and have regard to the public interest in its operations.

(d) Promote, arrange, conduct and regulate competitions in the League on the basis that the players are non-professional.

(e) Maintain and enhance the reputation of the League and the standards of play and behaviour of participants in the Sport.

(f) Affiliate with the FSA and develop affiliations with any other like-minded associations and sporting bodies that, in the opinion of the League, have aims beneficial to the interest of the League and the Sport.

(g) Co-operate, support and promote the EDJSA, and any other affiliate competitions, including the administration and management structure.

(h) Strive for government, commercial and public recognition of the League and pursue such commercial arrangements, including sponsorship and marketing opportunities, as are appropriate to further the interests of the League.

(i) Use and protect the intellectual property of the League appropriately.

(j) Purchase, hire, or otherwise acquire, for the purpose of the League, property and buildings and to manage, develop or sell such assets and to invest and deal with

the monies of the League in such a manner as may from time to time be determined by the Board, for the benefit of the League.

(k) Act as an arbiter (as required) on all matters pertaining to the conduct of the League, including disciplinary matters.

(l) Do all that is reasonably necessary to enable these Objects to be achieved and enable Members to receive the benefits which these Objects are intended to achieve.

(m) Promote the health and safety of Affiliate Clubs and Participants in the Sport.

4. POWERS OF THE LEAGUE

Solely for furthering the Objects, the League has the rights, powers and privileges conferred on it under section 25 of the Act, namely to:

(a) acquire, hold, deal with and dispose of, any real or personal property;

(b) administer any property on trust;

(c) open and operate financial accounts with any sensible financial institution the Board sees fit;

(d) invest its moneys —

(i) in any security in which trust moneys may, by Act of Parliament, be invested; or

(ii) in any other manner authorised by the rules of the League;

(e) borrow money upon such terms and conditions as the League thinks fit;

(f) give such security for the discharge of liabilities incurred by the League as the League thinks fit;

(g) appoint agents to transact any business of the League on its behalf; and

(h) enter into any other contract it considers necessary or desirable;

(i) employ any administrative staff to assist the Board.

5. MEMBERSHIP

5.1 Categories of Membership

The Members of the League shall consist of:

(a) **Affiliate Clubs**, which, subject to this Constitution, shall be represented by a Delegate, and which shall have the right to receive notice of General Meetings and to be present, debate and vote on behalf of their respective Club at General Meetings.

(b) **Life Members**, who, subject to this Constitution, shall have the right to receive notice of General Meetings and to be present and to debate at General Meetings, but shall have no voting rights at General Meetings.

(c) **Board Members**, who shall have the right to be present and to debate at General Meetings, but have no voting rights at General Meetings.

(d) The Board may create any such new categories of Members from time to time as the Board sees fit. Any new category of Member created by the Board cannot be granted voting rights without the approval of the League in a General Meeting.

5.2 Affiliate Clubs

(a) A Club may apply to the Board for admission to Membership as an Affiliate Club.

(b) To be, or remain, eligible for Membership, a Club must be incorporated or be in the process of incorporation as detailed in the Regulations:

(i) If a current or potential Affiliate Club is not incorporated, the League can and will assist those clubs with the process of incorporation in a guiding and advisory manner if so required.

(c) Each Affiliate Club is taken, by virtue of that membership, to have agreed:

(i) that it recognises the League as the authority for the Sport in the Region and the competition;

(ii) that it will provide up-to-date copy of its Constituent Documents to the Board when requested by the Board;

(iii) that it will conscientiously attend General Meetings by way of a Delegate under **clause 8.3(b)**;

(iv) that it will maintain, in a form acceptable to the League, a register of its Participants and provide a copy of the register to the Board on request by the Board; and

(v) that, if requested by the League, it will also provide the League with copies of its audited accounts, annual financial reports and other associated documents as soon as practicable following the Affiliate Club's Annual General Meeting.

(d) If an Affiliate Club is not incorporated at the time of applying for membership, the process of incorporation must be completed within one year of applying for membership. If that process is not completed within that time, the Affiliate Club's membership will lapse but it may reapply on becoming incorporated.

(e) Each Affiliate Club's Constituent Documents must be consistent with the Objects and conform with this Constitution, and the Rules Regulations and Policies of the League.

5.3 Responsibilities of Affiliate Clubs

(a) Affiliate Clubs shall submit to the League, in writing, the names of those officials authorised to sign documents on behalf of the club and specimens of their signature.

(b) Affiliate Clubs shall submit to the League, in writing, the names of all office bearers within seven (7) days of the club Annual General Meeting.

(c) Affiliate Clubs shall submit to the League, in writing, any changes in the method of communication, address, team colours, ground locations or signature authority within seven (7) days of occurrence.

(d) Affiliate Clubs who resign, withdraw or are expelled from the League, shall, upon reapplication to join the League, be subject to the rules and conditions applicable to new applicant clubs wishing to join the League.

(e) Affiliate Clubs who are suspended from competition shall, on the completion of that suspension, retain their original standing in the competition subject to the rules applicable to promotion and relegation.

5.4 Players of Affiliate Club

(a) All players participating in official games of the League shall be registered with the League.

(b) The League shall at all times retain the right to refuse or cancel the registration of or the renewal of registration of a player.

(c) All players registered with the League shall abide by and conform with the League's Constitution, Competition Rules, Disciplinary Procedures and Laws of the Game.

(d) Player registration will lapse at the end of October each year. Affiliate Clubs wishing to retain the registration of a player may seek to apply for renewal of that registration.

5.5 Player Transfers

(a) A player may transfer from one Affiliate Club to another Affiliate Club provided that:

(i) No transfer into the League or between Affiliate Clubs within the League shall occur or be effected from the first day of July to the end of October in each year, except as may be provided by the Board from time to time, in respect of former players of defunct League clubs.

(ii) No transfer out of League shall be permitted or effected during the closed transfer period of the respective receiving League or Federation, and providing further that transfers out of or within the League shall be requested on the League's official transfer document.

(iii) No player whether transferring within the League or to or from any other League or Federation shall be permitted more than two (2) transfers within any one transfer period, and any second transfer shall be permitted only with the prior written consent of the player's current club.

(b) Players transferring into the League from another league must have clearance from that league and submit the appropriate transfer document to the League.

5.6 The Membership Process

a) Affiliate Club Membership shall be open to all clubs subscribing to the Objects of the League and paying the prescribed fees. No restriction shall be imposed on any club by virtue of religion, race or political beliefs, but the League shall have the right to refuse membership to any club without assigning any reason therefore.

b) The League may, at any time, impose conditions upon an Affiliate Club as they see fit and as deemed necessary by the League.

c) All applications to become an Affiliate Club must be made on or before 31 January of each year.

d) All applications for Affiliate Club Membership shall be made in writing to the Board.

e) An Affiliate Club shall become a member of the League upon payment of the prescribed entrance and membership fee and the approval of the Board.

f) The voting privileges of a member of an Affiliate Club shall not be transferable.

g) The Board shall consider all applications for Affiliate Club Membership and take into account:

i. the general reputation, background and potential of the applicant;

ii. the playing standard of the applicant;

iii. the financial means and standing of the applicant;

iv. the ground and changing facilities of the applicant;

v. the district in which the applicant intends to play the game; and

vi. any such other matters as the League may consider relevant.

h) The name of each Affiliate Club shall be subject to approval and registration by the Board, and the Board may reject the name of any club without giving reason.

i) The Board shall:

i. prepare and administer a register of players and all players shall and must be registered with the League; and

ii. issue identification documents of players, where the Board deems necessary.

j) Membership of the League shall be subject to annual renewal, with membership and affiliation fees to be reviewed and determined from time to time pursuant to **clause 5.23.**

k) All Affiliate Clubs shall be bound by and shall observe and enforce these rules and regulations, and each Affiliate Club shall be responsible for the actions of its Participants and shall enforce these rules and regulations on its Participants.

5.7 Life Members

(a) Life membership is the highest honour that can be bestowed by the League for longstanding and valued service to the League.

(b) The Board may recommend such individuals as it considers merit the award of Life Member of the SAASL.

(c) Persons eligible for Life Membership shall be:

(i) Members of the Board or any sub-committee of the SAASL with a minimum of ten years of service to the League.

(ii) Any other person who during their association with the League made outstanding contributions to and for the well-being and success of the League and who does not fall into the category (i) above.

(A) Not more than one Life Membership falling into this category shall be awarded in one year.

(d) A person may be appointed a Life Member only by Special Resolution put to an Annual General Meeting by the Board.

(e) A Life Member cannot be required to pay fees or subscriptions (other than fees that are required to be paid by a participant in the Sport in his or her capacity as a participant in the Sport).

(f) Life Members shall be entitled to free admission to all matches conducted by and under the auspices of the League.

(g) Life Members shall be entitled to attend all General Meetings of the League and participate in discussion at those meetings but shall not be entitled to vote.

5.8 Discretion to Accept or Reject Application by Affiliate Club

(a) The League may accept or reject an application for Affiliate Club membership whether or not the applicant has complied with the requirements in this **clause 5**. The League shall not be required or compelled to provide a reason for accepting or rejecting the Application.

(b) Where the League accepts an application, the applicant shall become an Affiliate Club. Affiliate Club membership shall be deemed to commence upon acceptance of the application by the League. The Board shall amend the register accordingly as soon as practicable.

(c) Where the League rejects an application, any fees forwarded with the application will be refunded to the applicant and the application shall be deemed rejected.

5.9 Re-Affiliation of Affiliate Clubs

(a) Affiliate Clubs cease to be affiliated at 5:00 PM (ACDT) on 31 January of each year.

(b) Affiliate Clubs must re-affiliate annually, at a time on or before 31 January of each respective year.

(c) Affiliate Clubs must re-affiliate annually with the League in accordance with the procedures set down by the League in the Rules, Regulations and Policies from time to time.

(d) Upon re-affiliation, when requested by the Board, Affiliate Clubs must provide the League with an updated copy of their own Constituent Documents (including all amendments) and they must provide details of any change in its Delegate and any other information reasonably required by the League. Each Affiliate Club is to ensure that its own constitution is amended to conform to any amendments made to this Constitution.

5.10 Deemed Membership

(a) All Affiliate Clubs which or who are, prior to the commencement and operation of this Constitution, Affiliate Clubs of the League, shall be deemed Affiliate Clubs from the time of the operation of this Constitution, subject to the provisions contained within **clause 5.9 herein.**

(b) Affiliate Clubs shall provide the League with any such details as are reasonably required by the League under this Constitution within one month of the operation of this Constitution.

5.11 Obligations of Affiliate Clubs

(a) Each Affiliate Club and its Participants must:

(i) treat all staff, contractors, representatives of the League, and all those involved with the Sport with respect, decency and courtesy at all times;

(ii) maintain and enhance the standards, quality and reputation of the League and the Sport;

(iii) not act in a manner:

(A) unbecoming of an Affiliate Club or prejudicial to the Objects or the interests or reputation of the League or the Sport; or

(B) that is likely to bring the League or the Sport into disrepute or which might adversely affect or derogate from the standards,

quality and reputation of the League or the Sport and its maintenance and development.

(b) An Affiliate Club must:

(i) take reasonable steps to prevent any of its own Participants from acting in a manner:

(A) unbecoming or prejudicial to the Objects of the interests or reputation of the League or the Sport; or

(B) that is likely to bring the League or the Sport into disrepute or which might adversely affect or derogate from the standards, quality and reputation of the League or the Sport and its maintenance and development; and

(ii) take reasonable steps to discipline appropriately any of its own Participants if that member or Participant acts in such a way;

(ii) be or remain incorporated in the Region;

(iii) nominate an appropriate Delegate annually to attend General Meetings, and shall inform the League of the details of that person accordingly;

(iv) provide the League with copies of its audited accounts, annual financial reports and other associated documents when required by the Board;

(v) recognise the League as the authority for the Sport in the Region;

(vi) adopt and implement such Rules, Regulations and Policies as may be developed by the League;

(vii) have regard to the Objects in any way pertaining to the League; and

(viii) ensure the Constituent Documents of the Affiliate Club shall, at the earliest available opportunity, but within one year of the commencement of this Constitution, recognise the League as the authority for the Sport in the Region.

5.12 League to Keep Register

Subject to the Act, confidentiality considerations and privacy laws:

(a) The League must keep and maintain a register of Affiliate Clubs, which shall contain, at least:

(i) the full name, address, category of membership and date of entry to membership of each Affiliate Club and Board Member; and

(ii) where applicable, the date of termination of membership of each previous Affiliate Club.

(b) The Register may contain such other information as the Board considers appropriate.

(c) Affiliate Clubs must provide the League with the details required by the League to keep the register complete and up to date.

(d) Affiliate Clubs shall provide notice of any change and required details to the League within one month of such change.

5.13 Inspection of Register

Subject to the Act, confidentiality considerations and privacy laws, an extract of the register, excluding the address or other direct contact details of any Affiliate Club, shall be available for inspection (but not copying) by Affiliate Clubs who make a reasonable request for a proper purpose.

5.14 Use of Register

Subject to the Act, confidentiality considerations and privacy laws, the register may be used to further the Objects, in such manner as the Board considers appropriate.

5.15 Effect of Membership

Affiliate Clubs acknowledge and agree that:

(a) this Constitution forms a contract between each of them and the League and that they are bound by this Constitution and the Regulations and Policies of the League;

(b) they shall comply with and observe this Constitution and the Regulations and policies of the League and also any determination, resolution or decision, which may be made or passed by the Board or other entity with delegated authority on behalf of the League;

(c) by submitting to this Constitution and the Regulations and policies of the League, they are subject to the jurisdiction of the League;

(d) the Constitution and the Regulations and policies of the League are necessary and reasonable for promoting the Objects and particularly the advancement and protection of the Sport in the Region; and

(e) they are entitled to all benefits, advantages, privileges and services of being a Affiliate Club of the League.

5.16 Resignation of Membership

(a) An Affiliate Club who or which has paid all arrears of fees payable to the League may resign or withdraw from membership of the League by giving one month's notice in writing to the League, subject to the clauses below.

(b) An Affiliate Club may not resign, disaffiliate or otherwise seek to withdraw from the League without approval by Special Resolution of the Affiliate Club. A copy of the relevant minutes of the Affiliate Club's meeting showing that the Special Resolution has been passed by the Affiliate Club must be provided to the League.

(c) If an Affiliate Club ceases to be a Member under this Constitution, the League membership of all Participants affiliated or registered with or through the Affiliate Club shall not automatically cease at that time but shall be dealt with in accordance with the Regulations and the circumstances pertaining to each Affiliate Club.

(d) Once the League receives notice of resignation of membership given under this **clause 5.16**, it must make an entry in the register that records the date on which the Affiliate Club who or which gave notice ceased to be an Affiliate Club.

5.17 Termination of Membership for Breach

(a) Membership of the League may be terminated by the Board upon breach of any clause of this Constitution or the Regulations or the policies of the League. This includes, but is not limited to, the failure to pay any monies owed to the League, disciplinary matters, and the failure to comply with the Rules, Regulations or Policies or any resolutions or determinations made or passed by the Board or any duly authorised committee.

(b) Membership shall not be terminated by the Board under **clause 5.17(a)** without the Board first giving the relevant Affiliate Club sufficient opportunity to explain the breach and/or remedy the breach.

(c) An Affiliate Club may not be expelled unless the Affiliate Club has been afforded natural justice in accordance with the Act and procedural fairness generally.

(d) Where an Affiliate Club fails, in the Board's view, to adequately explain or remedy the breach, that Affiliate Club's membership shall be terminated under **clause 5.17(a)**. The League shall give written notice of the termination to the Affiliate Club. The register shall be amended to reflect any discontinuance of membership under this **clause 5.17** as soon as practicable.

(e) Where an Affiliate Club has been terminated as a member by the Board under **clause 5.17(a)**, and where sufficient notice has been given in line with **clause 5.17(b)**, that decision is final and has no right of appeal.

(f) Following a termination of membership under **clause 5.17**, any fees paid by the terminated Affiliate Club in the current Financial Year are not refundable and will not be returned to the terminated Affiliate Club.

5.18 Member to Re-Apply for Membership

An Affiliate Club whose membership has been terminated under **clauses 5.16 or 5.17**:

(a) may seek renewal or re-apply for membership in accordance with this Constitution; and

(b) may be re-admitted as an Affiliate Club at the discretion of the Board.

5.19 Forfeiture of Rights

(a) An Affiliate Club who or which ceases to be a Member, for whatever reason, shall forfeit all rights in and claims upon the League and its property and shall not use any property of the League including Intellectual Property.

(b) Any League documents, records or other property in the possession, custody or control of that Affiliate Club shall be returned to the League immediately.

(c) Where an Affiliated Club ceases to be a Member, it shall also forfeit all representation rights on the Board and at General Meetings effective immediately.

5.20 Delegate Position Lapses

The position of Delegate shall lapse immediately on cessation of membership of an Affiliate Club.

5.21 Membership May be Reinstated

Membership which has been discontinued under this Constitution may be reinstated at the discretion of the Board, with such conditions of membership as the Board deems appropriate.

5.22 Refund of Membership Fees

Membership fees or subscriptions paid by the terminated Member are not refundable by the Board.

5.23 Subscriptions and Fees

(a) The Board will:

(i) fix annual membership subscriptions;

(ii) fix such other fees or levies as the Board considers prudent for the effective and sustainable management of the affairs of the League; and

(iii) determine the time for and manner of payment of the subscriptions, fees and levies by Members to the League.

(b) The Board may fix subscriptions, fees or levies at different rates for different categories of membership from time to time as they see fit.

(c) On admission to membership, a new Affiliate Club must pay the current full year's subscription in full and prior to the commencement of the season.

6. DISCIPLINE AND DISPUTE RESOLUTION

6.1 Regulations

(a) The Board will resolve any dispute or disciplinary matter in accordance with any Rules, Regulations and Policies it may implement from time to time.

(b) The Board may also make any Rules, Regulations or Policies governing the consideration and determination of disputes, protests or complaints made by or against Affiliate Clubs or Participants and/or the League, or disciplinary matters generally, or any other matter involving the enforcement of this Constitution or the Rules, Regulations or Policies of the League against Affiliate Clubs or Participants or the League.

6.2 Disciplinary and Appeals Committee

(a) The Board shall appoint a Disciplinary and Appeals Committee to determine, oversee and manage matters in accordance with any Rules, Regulations or Policies it may implement from time to time.

7. GENERAL MEETINGS

7.1 Types

There are two (2) General Meetings that can be convened where Affiliate Clubs have the opportunity to express opinions and vote on various matters. They are:

(a) **Annual General Meetings**: Annual General Meetings of the League must be held in accordance with the Act and this Constitution and are to be held on a date to be determined by the Board, that is no later than the 15th of December each year and at a venue to be determined by the Board.

(b) **Special General Meetings**: Special General Meetings of the League are special meetings that are convened to discuss extraordinary issues.

7.2 Form of General Meeting

(a) General Meetings will be held in a form to be determined by the Board, namely:

(i) in person General meetings held in the typical manner; or

(ii) electronic General meetings:

(A) the Board will be responsible for the organisation of, hosting of, and dissemination of access to the electronic meeting;

(B) the Board will determine the hosting service by which the Electronic General Meeting is to be held;

(C) if a General Meeting is to be held electronically, the Board will provide sufficient notice of this to all affiliate clubs in line with the notice requirements under **clauses 7.4 and 10.5** herein; and

(D) a General Meeting held electronically remains subject to the provisions contained under **clauses 7.3 to 7.14** herein.

7.3 Attendance

(a) Unless this Constitution expressly provides otherwise, Members and the auditor are entitled to attend General Meetings but only Affiliate Clubs are entitled to vote at General meetings.

(b) Each Affiliate Club, by notice to the League, may appoint a natural person to act as its Delegate in all matters connected with the Affiliate Club, including for voting purposes at General Meetings.

(c) Attendance at General Meetings is limited to Members entitled to attend and the Delegates appointed by each Affiliate Club under **clause 7.3(b).**

(d) An Affiliate Club may, by notice under **clause 10.5** to the League, revoke an appointment made under **clause 7.3(b)**.

(e) For all the purposes of this Constitution, an Affiliate Club represented at a General Meeting by a Delegate is to be taken to be present in person at the General Meeting.

(f) Affiliate Clubs that have outstanding accounts with the League shall not be entitled to vote at any General Meeting.

(g) Affiliate Clubs failing to be represented at any General Meeting of the League shall be liable to pay a fine as may be determined by the Board.

7.4 Notice

(a) Notice of General Meetings must be given to Members and the auditor by the means authorised in **clause 10.5**.

(b) A notice of a General Meeting must specify the place, day and hour of the General Meeting.

(c) At least twenty-eight (28) days' notice of a General Meeting must be given to those Members entitled to receive notice.

(d) Fourteen (14) days prior to the General Meeting, the Board must give notice to all Members entitled to receive notice of:

(i) the agenda for the General Meeting; and

(ii) any notice of motion received from Members entitled to vote under **clause 7.6 herein.**

7.5 Business

(a) The ordinary business to be discussed at the Annual General Meeting (AGM) includes, but is not limited to:

(i) Minutes of the previous annual or any other General Meeting.

(ii) Accounts, balance sheet and auditor's report.

(iii) Other reports as deemed appropriate by the Board.

(iv) Election of officers.

(v) Special and/or other business.

(b) All business that is discussed at a Special General Meeting or an Annual General Meeting, other than those matters referred to in **clause 7.5(a)**, is special business.

(c) No business other than that stated on the notice for a General Meeting may be discussed at that General Meeting.

7.6 Notices of Motion

(a) Affiliate Clubs entitled to vote may submit notices of motion for inclusion as special business at a General Meeting.

(b) All notices of motion must be submitted in writing to the Secretary no later than seven (7) days after receiving notice of the General Meeting in line with **clause 7.4(c)**

(c) Affiliate Clubs entitled to vote may submit notices of motion for inclusion as special business at an AGM. All notices of motion for special business must be submitted in writing to the Secretary no less than twenty-one (21) days prior to the AGM.

(d) A copy of the agenda together with any notice of special business shall be sent to each Affiliate Club at least fourteen (14) days before the Annual General Meeting.

7.7 Quorum

No business may be discussed or transacted at a General Meeting unless a quorum is present at the time when the General Meeting proceeds to business. Subject to **clause 7.10(b)(ii)**, a quorum for General Meetings is fifty percent (50%) of Affiliate Clubs plus 1.

7.8 President to Preside

(a) The President of the Board will, subject to this Constitution, preside as chairperson at every General Meeting except:

(i) in relation to any election for which the President of the Board is a nominee; or

(ii) where the President of the Board has a conflict of interest.

(b) If the President of the Board is not present or is unwilling or unable to preside, the Board must appoint another Board Member to preside as chair for that General Meeting only.

7.9 Returning Officer

(a) At each Annual General Meeting the most senior administrative staff member employed by the League will act as returning officer and declare nominations received pursuant to **clauses 8.8 and 8.9** of this Constitution.

7.10 Adjournment

(a) If within an hour from the time appointed for the General Meeting, a quorum is not present, the General Meeting must be adjourned until the same day in the next week at the same time and place or to such other day, time and place as the chairperson determines.

(b) If at the adjourned General Meeting a quorum is not present within half an hour from the time appointed for the adjourned General Meeting:

(i) if the General Meeting was convened on the requisition of Affiliate Clubs under **clause 7.14(b)**, the General Meeting will lapse and will not be adjourned or reconvened; and

(ii) in any other case, those Affiliate Clubs present will constitute a quorum.

(c) The President may, with the consent of any General Meeting at which a quorum is present, and must, if directed by the General Meeting, adjourn the General Meeting from time to time and from place to place but no business may be transacted at any adjourned General Meeting other than the business left unfinished at the General Meeting from which the adjournment took place.

(d) When a General Meeting is adjourned for thirty (30) days or more, notice of the adjourned General Meeting must be given as in the case of an original General Meeting.

(e) Except as provided in **clause 7.10(c)**, it is not necessary to give any notice of an adjournment or the business to be discussed or transacted at any adjourned General Meeting.

7.11 Voting Procedure

(a) At any Meeting a resolution put to the vote of the Meeting will be decided on a show of hands unless a poll is (before the show of hands) demanded by:

(i) the President; or

(ii) a simple majority of Affiliate Clubs present at the General Meeting.

(b) Each Affiliate Club is entitled to one (1) vote at Meetings.

(c) The President may not exercise a casting vote at Meetings.

7.12 Recording of Determinations

A declaration by the chairperson that a resolution has, on a show of hands, been carried (either unanimously or by a particular majority) or lost, and an entry to that effect in the minutes of the proceedings of the League, are conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

7.13 Special General Meetings

(a) The Board may, whenever it thinks fit, convene a Special General Meeting of the League.

7.14 Requisition of Special General Meetings by Affiliate Clubs

(a) On the requisition in writing of 25% of the total number of Affiliate Members, the Board must, within one month after the receipt of the requisition (and provided notice is given in accordance with **clauses 7.4 and 10.5**), convene a Special General Meeting for the purpose specified in the requisition.

(b) Every requisition for a Special General Meeting must be signed by requisitioning Affiliate Clubs, state the purpose of the meeting and be sent to the League. The requisition may consist of several documents in a like form, each signed by one or more of the Affiliate Clubs making the requisitions.

(c) If the Board does not cause a Special General Meeting to be held within one month after the receipt of the requisition, the Affiliate Clubs making the requisition may convene a Special General Meeting to be held not later than three (3) months after the receipt of the requisition.

(d) A Special General Meeting convened by the Affiliate Clubs under this Constitution must be convened in the same manner, or as nearly as practical to the same manner, as a meeting convened by the Board and for this purpose the Board must ensure that the Affiliate Clubs making the requisition are supplied free of charge with particulars of the Affiliate Clubs entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting must be borne by the League.

8. MANAGEMENT

The Board constitutes the Committee for the purposes of the Act.

8.1 General powers of Board

(a) Subject to the Act and this Constitution, the business and affairs of the League must be managed by the Board, which may exercise the powers of the League for that purpose.

(b) The Board must perform its functions in the pursuit of the Objects and in the interests of the League as a whole, having regard to the League's position and role in the structure and reputation of the Sport in the Region.

(c) The Board may not cause the League to disaffiliate from the FSA or FFA or the Sport in any way unless decided by resolution of the Members at a General Meeting.

8.2 Composition of the Board

(a) The Board will comprise of:

(i) up to eight (8) Elected Board Members elected under **clause 8.9**;

(ii) up to two (2) Appointed Board Members appointed under **clause 8.11**;

(iii) the Board will appoint an Elected Board Member to the role of President;

(iv) the Board will appoint an Elected Board Member to the role of Vice-President;

(v) the Board will appoint an Elected Board Member to the role the Treasurer; and

(vi) the Board will appoint an Elected Board Member to the role of Secretary.

(b) A Board Member cannot also be a Delegate.

8.3 Appointment of President and Vice-President

(a) The positions of President and Vice-President will be held by two Elected Board Members, to be appointed by way of a majority, at least fifty percent (50%), vote of the Board.

(i) At the conclusion of the Annual General Meeting, the newly elected Board will convene a Board Meeting, whereby a vote to appoint the positions of President and Vice-President will occur.

(ii) During this Board Meeting, and prior to the vote occurring, Elected Board Members elected under **clause 8.9** will nominate for the positions of President and Vice-President.

(A) Nominations for President and Vice-President can only be made by Board Members who have served on the Board for a period of no less than two (2) years.

(iii) The voting process to appoint the President and Vice-President will occur by any method of vote taking the Board deems appropriate.

(A) In the event of a tied vote under **clause 8.3(a) herein**, the Board will adjourn for a period of thirty (30) minutes, following which the vote will be retaken.

(B) If the vote remains tied after the votes have been retaken following an adjournment under **clause 8.3(a)(iii)(A)**, then the Board may further adjourn the vote to appoint the President and Vice President for a period of seven (7) days, where the Board will convene a Board Meeting in line with **clause 8.18(b).**

(C) In circumstances where the vote remains deadlocked in a tie, the Board will convene a Special General Meeting in line with the requirements of **clause 7.13, 7.4, 7.5, 7.6 and 10.5 herein,** at which the appointment of President and Vice-President is to be voted on by the Affiliate Clubs pursuant to **clause 7.11.**

(iv) Only Elected Board Members have voting rights for the appointment of the position of President and Vice-President, except in the event that the appointment of President and Vice-President is to be determined in line with **clause 8.3(a)(iii)(C)**.

(b) Following the appointment of the President and Vice-President, the Board will inform all Affiliate Clubs and delegates of the appointments in line with the notice requirements under **clause 10.5**.

(c) Subject to **clause 8.17,** the President must serve for a minimum of two (2) years.

(d) The President will be the registered Public Officer of the League.

8.4 Role of the Board

(a) The Board shall conduct the business of the League in all matters and may appoint a sub-committee with such powers and authorities as are specified and the president shall be ex officio a member of all such sub-committees.

(i) Any sub-committee shall:

(A) be chaired by a person approved by the Board; and

(B) function and operate under their terms of reference.

(b) All officers of the League shall be insured against accident whilst acting on official business. Such insurance premiums are to be borne by the League.

(c) The Board shall:

(i) Cause proper minutes to be taken of all meetings of the Committee and all business transacted at such meetings

(ii) Cause proper books of accounts to be kept. The book of accounts shall be kept at the League's office or at such other place as the Board thinks fit.

(iii) Provide for the safe custody of the Seal. The Seal shall be used only by the authority of the Board in line with **clause 8.28 herein**.

(iv) Shall have the power to make whatever Rules, Regulations, Policies and by-laws that may be deemed necessary.

8.5 Board Voting

(a) Any decisions made or action taken shall be by the majority vote of the Board. In the event of a deadlock, the President will have the casting vote.

(b) In order to hold a vote, a quorum of the Board must present, in line with **clause 8.22 herein**. If no quorum is present within 30 minutes of the specified time the meeting shall be adjourned.

(c) A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the Constitution and Competition Rules for the time being invested in the Board generally.

8.6 Portfolios

The Board may allocate portfolios to Board Members.

8.7 Nominations for Elected Board Members

(a) The Board must call for nominations for Elected Board Members at least one month, or thirty (30) days prior to the Annual General Meeting.

(b) The Board may, when it calls for nominations, indicate which portfolios on the Board it wishes to fill, and the qualifications or experience it considers desirable for those portfolios.

8.8 Nominations

(a) Nominations for the Board must:

(i) be in writing;

(ii) be in the prescribed form (if any) provided for that purpose;

(iii) be signed by both the nominee and the nominator club;

(iv) be seconded by another club;

(v) disclose any position the nominee holds in a Club, including as an officer, a participant, a Delegate or an employee; and

(vi) be delivered to the League not less than fourteen (14) days before the date fixed for the Annual General Meeting.

(b) For each of the positions of the Board, each Affiliate Club is entitled to nominate one (1) person only, or act as seconder to the nomination of one (1) other person only. No Affiliate Club shall have more than one of its members elected to serve on the Board.

(c) A person is ineligible to nominate for a position on the Board if that person currently holds a position on the board or committee of an Affiliate Club.

8.9 Elections

(a) If the number of nominations received for the Board is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board, then those nominated shall be declared elected only if approved by the majority of Members entitled to vote at the Annual General Meeting.

(b) If the number of nominations exceeds the number of vacancies to be filled, an election must be conducted at the Annual General Meeting.

(c) Voting shall be conducted by secret ballot, or in such a manner and by such a method as determined by the Board from time to time.

(d) If at the close of the Annual General Meeting, vacancies on the Board remain unfilled, the vacant position(s) will be deemed casual vacancies under **clause 8.15**.

(e) If a person nominated at the Annual General Meeting is not approved by the majority of Members under **clause 8.9(a)**, he or she will not be entitled to take office until approved by the Members at an Annual General Meeting.

(f) Retiring members of the Board shall be eligible for re-election.

(g) Candidates seeking election shall be declared as elected upon obtaining a majority of the votes of those present.

8.10 Term of Appointment for Elected Board Members

(a) Board Members elected under **clause 8.9** shall be elected for a term of two (2) years. Subject to provisions in this Constitution relating to early retirement or removal of Board Members, Elected Board Members shall remain in office from the conclusion of the Annual General Meeting at which their relevant election occurred until the conclusion of the second Annual General Meeting following.

(b) At least half of the Elected Board Members shall retire in each odd year and the balance of the Elected Board Members shall retire in each even year until, after two (2) years the original elected Board Members have all retired.

(c) The sequence of retirements under **clause 8.10(b)**, which is designed to ensure rotational and staggered terms, shall be determined by the Board.

(d) If the law requires the Elected Board Member to have a particular qualification or clearance (for example, police clearance), the Elected Board Member's term will not begin until the qualification or clearance has been established.

8.11 Appointment of Appointed Board Members

The Elected Board Members may appoint up to two (2) Appointed Board Members, at their sole discretion.

8.12 Qualifications for Appointed Board Members

In appointing Appointed Board Members, the Elected Committee should have regard to the personal skills, diversity (including, but not limited to gender, ethnicity and age) and experience the Elected Board Members believe will complement the Board composition.

8.13 Term of Appointment

The term of office of each Appointed Board Member must be fixed by the Elected Board Member at the time of the Appointed Board Members' appointment but it cannot exceed one (1) year.

(a) The Elected Board Members may, prior to the expiry of the current term and upon unanimous decision, extend the term of existing Appointed Board Members by a period of one (1) year if they so wish.

8.14 Chairperson

(a) The President of the League shall act as chairperson of the Board. The Vice-President shall act as the vice-chairperson of the Board. If the President is not present or is unwilling to preside at a Board meeting, the Vice-Chairperson shall preside. If the President and Vice-President are both not present or are unwilling to

preside at a Board Meeting, the remaining Board Members shall appoint another Board Member to preside as chairperson for that meeting only.

8.15 Casual Vacancies

Subject to **clause 8.7** any casual vacancy occurring in the position of Board Members may be filled by the remaining Board Members, from among appropriately qualified persons. Any casual vacancy may only be filled for the remainder of the Board Member's term under this Constitution.

8.16 Duties of Board Members

In accordance with Division 3A of the Act, Board Members must:

(a) not, in the exercise of their powers or the discharge of their duties, commit an act with intent to deceive or defraud the League, Members or creditors of the League or creditors of any other person or for any fraudulent purpose;

(b) not make improper use of information acquired by virtue of their position in the League so as to gain, directly or indirectly, any pecuniary benefit or material advantage themselves or for any other person, or so as to cause a detriment to the League;

(c) not make improper use of their position as such an officer or employee so as to gain, directly or indirectly, any pecuniary benefit or material advantage for themselves or for any other person, or so as to cause a detriment to the League; and

(d) at all times act with reasonable care and diligence in the exercise of their powers and the discharge of the duties of their office.

8.17 Grounds for Termination of Board Member

(a) The office of a Board Member becomes vacant if the Board Member:

(i) dies;

(ii) becomes bankrupt or makes any arrangement or composition with his or her creditors generally;

(iii) suffers from mental or physical incapacity;

(iv) cannot obtain or retain office under section 30 of the Act;

(v) resigns his or her office by notice in writing to the League;

(vi) is absent from three consecutive meetings without leave of absence or acceptable excuse;

(vii) holds any office of employment with the League;

(viii) is directly or indirectly interested in any contract or proposed contract with the League and fails to declare the nature of his or her interest (and which amounts to a conflict of interest);

(ix) in the case of an Appointed Board Member, is removed from office by the Elected Board Members; or

(x) is removed by the Members in General Meeting.

(b) If a Board Member is removed by resolution of the Affiliate Clubs, the Board Member cannot be reappointed to the Board as an Appointed Board Member without a further resolution of Board Members authorising the appointment.

(c) The other Board Members of the Board shall attend all meetings of the Board and General Meetings and shall carry out duties on behalf of the League which may be delegated from time to time.

8.18 Board May Act

(a) If there are any vacancies on the Board, the remaining Board Members may act but, if the number of remaining Board Members is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Board Members to a number sufficient to constitute a quorum.

(b) Board to Meet:

(i) The Board must meet as often as it considers necessary in every calendar year for the dispatch of business (and must meet at least as often as is required under the Act) and in accordance with principles of good governance. Subject to this Constitution, the Board may adjourn and otherwise regulate its meetings as it thinks fit.

(ii) Any Board Member may at any time convene a meeting of the Board on reasonable notice to the other Board Members.

8.19 Decisions of Board

Subject to this Constitution, questions arising at any meeting of the Board may be decided by **r**esolution of the Board Members. Each Board Member has one (1) vote on any question. If the vote is tied, the chairperson has the casting vote.

8.20 Circulatory Resolutions

(a) A resolution in writing, signed or assented to by email, facsimile or other form of visible or other electronic communication by all the Board Members for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of Board Members duly convened and held. Any such resolution may consist of several documents in like form each signed or assented by one (1) or more of the Board Members.

(b) A resolution may not be passed under **clause 8.20(a)** if, before it is circulated for voting under **clause 8.20(a)**, the Board resolves that it can only be put at a meeting of the Board.

(c) A resolution passed under this clause must be recorded in the minute book.

8.21 Resolutions not in Meeting

(a) Without limiting the power of the Board to regulate its meetings as it thinks fit, and subject to **clause 8.22**, a meeting of the Board may be held where one or more of the Board Members is not physically present at the meeting, provided that:

(i) All persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication.

(ii) Notice of the meeting is given to all the Board Members entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board or this Constitution. The notice will specify that Board Members are not required to be present in person.

(iii) If a failure in communications prevents **clause 8.22(a)(i)** from being satisfied by the number of Board Members which constitutes a quorum, and none of such Board Members are present at the place where the meeting is deemed by virtue of the further provisions of this rule to be held,

then the meeting shall be suspended until **clause 8.22(a)(i)** is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption, the meeting shall be deemed to have been terminated or adjourned.

(iv) Any meeting held where one or more of the Board Members is not physically present shall be deemed to be held at the place specified in the notice of the meeting, provided a Board Member is there in person. If no Board Member is there in person, the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

8.22 Quorum

(a) At meetings of the Board the number of Elected Board Members whose presence is required to constitute a quorum is:

(i) if the number of Elected Board Members then in office is an even number, fifty percent (50%) or half of the number of Elected Board Members; or

(ii) if the number of Elected Board Members then in office is an odd number, half of the number of Elected Board Members rounded up to the next whole number.

8.23 Conflict of Interest

(a) The Board Members must comply with sections 31 and 32 of the Act regarding disclosure of interests and voting on contracts in which a Board Member has an interest.

(b) A Board Member shall declare his or her interest in any contractual, selection, disciplinary, or financial matter in which a conflict of interest arises or may arise and shall, unless otherwise determined by the Board, absent themselves from discussions of such matters and shall not be entitled to vote in respect of such matters. If the Board Member casts a vote, the vote shall not be counted.

(c) In the event of any uncertainty as to whether it is necessary for a Board Member to absent themselves from discussions and refrain from voting, the issue should be immediately determined by vote of the Board. If this is not possible, the matter shall be adjourned or deferred.

8.24 Disclosure of Interests

(a) The nature of the interest of a Board Member must be declared at the meeting of the Board at which the relevant matter is first taken into consideration, if the interest then exists. In any other case, the interest should be revealed to the Board at the next meeting of the Board. If a Board Member becomes interested in a matter after it is made or entered into, the declaration of the interest must be made at the first meeting of the Board held after the Board Member becomes interested.

(b) All disclosed interests must also be disclosed to each Annual General Meeting in accordance with the Act.

8.25 General Disclosure

A general notice stating that a Board Member is a member of, or associated with, any entity and that he or she is 'interested' in all transactions with that entity is sufficient declaration under **clause 8.24.** After the distribution of the general notice, it is not necessary for the Board Member to give a special notice regarding any particular transaction with that firm or company.

8.26 Recording Disclosures

Any declaration made, any disclosure or any general notice given by a Board Member in accordance with **clauses 8.23, 8.24** and/or **8.25** must be recorded in the minutes of the relevant Meeting.

8.27 Delegations

(a) **Board May Delegate Functions**

The Board may, by instrument in writing, create or establish or appoint special committees, individual officers, and consultants to carry out such duties and functions. The Board will also determine what powers these entities are given.

(b) **Delegation by Instrument**

The Board may, in the establishing instrument, delegate such functions as are specified in the instrument, other than:

(i) this power of delegation; and

(ii) a function imposed on the Board or the Public Officer by the Act or any other law, or this Constitution or by resolution of the League in a General Meeting.

(c) **Delegated Function Exercised in Accordance with Terms**

A function, the exercise of which has been delegated under this clause, may, while the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

(d) **Procedure of Delegated Entity**

The procedures for any entity exercising delegated power shall, subject to this Constitution and with any necessary or incidental amendment, be the same as that applicable to meetings of the Board. The entity exercising delegated powers shall make decisions in accordance with the Objects. It shall promptly provide the Board with details of all material decisions and shall provide any other reports, minutes and information as the Board may require from time to time.

(e) **Delegation May be Conditional**

A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function. These may be specified in the delegation.

(f) **Revocation of Delegation**

By instrument in writing, the Board may at any time revoke wholly or in part any delegation made under this clause. It may amend or repeal any decision made by such body or person under this clause.

8.28 Seal

(a) The League will have a Seal on which its corporate name appears in legible characters.

(b) The Seal may not be used without the express authorisation of the Board and every use of the Seal must be recorded in the minute books of the League. The affixing of the Seal must be witnessed by two (2) Board Members or by one Board Member and another person authorised by the Board for that purpose.

8.29 Appointment of Secretary

(a) The Secretary will be appointed by the Board for such term and on such conditions as the Board thinks fit.

(b) The Board may appoint a current Board Member to the role of Secretary if they so wish.

(c) The Board may suspend or remove a Secretary from that office.

(d) The Secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities delegated to them by the Board.

8.30 Appointment of Treasurer

(a) The Treasurer will be appointed by the Board for such term and on such conditions as the Board thinks fit.

(b) The Board may appoint a current Board Member to the role of Treasurer if they so wish.

(c) The Board may suspend or remove a Treasurer from that office.

(d) The Treasurer holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities delegated to them by the Board.

(e) The Treasurer shall:

(i) Keep and have the custody of such current books of accounts as may, from time to time, be required by the Board.

(ii) As soon as practicable after receipt deposit to the credit of the League's bank account or accounts of all League monies received by them.

(iii) Prepare the annual statement in sufficient time to allow them to have them audited before presentation to the Board

9. RECORDS AND ACCOUNTS

9.1 Accounts to be Kept and Distributed

(a) The League must keep such accounting records as correctly record and explain the transactions and financial position of the League.

(b) The accounts of the League shall be examined and the correctness or otherwise of those accounts and balance sheets shall be certified by the appointed auditor. The League shall provide documentation and comply with all the auditors' legitimate requirements.

(c) The Board Members will cause proper accounting and other records to be audited and distributed in accordance with Division 2 of the Act, including all documents required to be distributed to the Members for the purpose of the Annual General Meeting.

(d) The League must lodge with the Corporate Affairs Commission such periodic returns, containing accounts and other information relevant to the affairs of the League, as the Act and associated regulations (Leagues Incorporation Regulations 2008) may require.

9.2 Transaction Accounts

(a) The League shall open and keep at least one transaction account as the Board may from time to time determine, and all monies belonging to the League shall, as soon as practicable after the same shall be received, be paid and deposited to the credit of those account(s) of the League.

(b) No withdrawal shall be made from, and no cheques shall be drawn on, any transaction account in the name of the League unless the withdrawal form, cheques or electronic transfer is signed or password-activated, as appropriate, by any two of the persons appointed by the Board for such purposes. All extraordinary and capital expenditure must be unequivocally ratified by the Board.

9.3 Auditor

(a) A properly qualified auditor or auditors shall be appointed by the Board Members and the remuneration of such auditor or auditors fixed and duties regulated in accordance with the Act.

(b) The Auditor will be appointed by the Board for a period of up to three (3) years:

(i) Following the expiry of each period, the Board may choose to renew the appointment existing Auditor for a further period of up to three (3) years.

(c) The following people may not be appointed as an auditor:

(i) an officer of the League, including a Board Member (and any partners, employers or employees of officers); or

(ii) an employee of the League, (and any partners, employers or employees of employees).

(d) The Board will announce the appointed Auditor at the Annual General Meeting.

(e) The Auditor may be removed by the Board, at a Board Meeting or by resolution:

(i) If the Auditor is removed by the Board, the Board will provide notice of this to all Affiliate Clubs in line with **clause 10.5** herein.

(ii) Upon removal of an Auditor by the Board, the Board will appoint a new Auditor within one (1) month of the removal.

(f) The Auditor has a right of access at all reasonable times to the accounting records and other records of the League and is entitled to require from any officer of the League such information and explanations as he or she desires for the purpose of an audit.

(g) The Auditor must provide the Board with reports that comply with the Act with sufficient time for the Board to lay such material before the Members as and when required (including for the Annual General Meeting).

(h) The reasonable fees and expenses of the Auditor are payable by the League.

9.4 Application of Income

(a) The income and property of the League shall be applied solely towards the promotion of the Objects.

(b) Except as prescribed in this Constitution or the Act:

(i) no portion of the income or property of the League shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to any Affiliate Club, Participant or otherwise; and

(ii) no remuneration or other benefit in money or money's worth shall be paid or given by the League to any Member who holds any office of the League.

(c) Nothing in **clauses 9.4(a)** or **9.4(b)** shall prevent payment to any Member for:

(iii) any services actually rendered to the League whether as an employee, Board Member or otherwise;

(iv) goods supplied to the League in the ordinary and usual course of operation;

(v) interest on money borrowed from any Affiliate Club;

(vi) honorariums, as deemed appropriate by the Board from time to time;

(vii) rent for premises demised or let by any Member to the League; or

(viii) any out-of-pocket expenses incurred by a Board Member, an Affiliate Club, or Participants on behalf of the League:

(A) In order to receive payment for out-of-pocket expenses incurred under **clause 9.4(c)(viii)** the League must be provided with a receipt for the expense incurred.

(d) Payments made in accordance with **clause 9.4(c)** shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction and there is no conflict of interest in making the payment.

(e) The sources from which the funds of the League are to be or may be derived shall include the sources described in **clause 9.4(e)** and donations, borrowings, proceeds from raffles, functions and the like.

(f) The Board shall establish and publish a list of standard fees and fines. The list shall include entrance fees for new members to the League, subscription, membership fees for existing members and any other fees, fines, expenses, contributions and amounts to be paid by the Affiliate Clubs of the League.

10. ADMINISTRATION

10.1 Dissolution or Winding Up

(a) The League shall not be dissolved except by a resolution to that effect passed by a three quarter (3/4) majority of votes received from Affiliate Clubs at a Special General Meeting.

10.2 Distribution of Assets and Property on Winding Up

(a) If upon winding up or dissolution of the League, there remains, after satisfaction of all its debts and liabilities, any assets or property, the same shall not be paid to or distributed to its Members, but instead, those assets or property must be given or transferred to another organisation/s that has objects similar to the Objects of the League.

(b) Those organisation/s must prohibit the distribution of income and property among its members to an extent at least as great as that imposed on the League by this Constitution.

(c) The organisation/s is to be determined by the Members in a Meeting at or before the time of dissolution. If this does not occur, the decision will be made by a judge of the Supreme Court of South Australia or other court as may have or acquire jurisdiction in the matter.

10.3 Amendment of Constitution

This Constitution shall not be amended, altered, or added to unless that amendment, alteration or addition is carried by a two third (2/3) majority of all votes of eligible Affiliate Clubs present at an Annual General Meeting.

10.4 Rules, Regulations and Policies

(a) **Board to Formulate Rules, Regulations and Policies and By-Laws**

The Board may formulate, issue, adopt, interpret and amend such Rules, Regulations and Policies and By-Laws, for the proper advancement, management and administration of the League and the advancement of the purposes of the League and the Sport in the Region as it thinks necessary or desirable.

(b) **Regulations Binding**

All Rules, Regulations and Policies are binding on the League and all Affiliate Clubs, Members and Participants.

(c) **Bulletins Binding on Members**

Amendments, alterations, interpretations or other changes to Rules, Regulations and Policies shall be advised to Members by means of bulletins approved by the Board and prepared and issued by the Board. Clubs shall take reasonable steps to distribute information in the bulletins to their Individual Members. The matters in the bulletins are binding on all Affiliate Clubs, Members and Participants.

10.5 Notice

(a) Notices may be given by the League to any person entitled under this Constitution to receive any notice. Notices will be sent by pre-paid post or facsimile transmission or, where available, by electronic mail (email) to the Affiliate Club's registered address or facsimile number or email address. Notices to Delegates will be sent to the last notified address, facsimile number or email address.

(b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected six (6) days after posting.

(c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.

(d) Where a notice is sent by email, service of the notice shall be deemed to be effected the next business day after it was sent.

(e) Notices given to the League are subject to **clauses 10.5(a), (b), (c)** and **(d)**.

10.6 Patrons and Vice Patrons

At a General Meeting, the League, on the recommendation of the Board, may annually appoint a chief patron and the number of patrons, as it considers necessary. This is subject to approval of that person or persons.

10.7 Indemnity

(a) Board Members shall be indemnified out of the property and assets of the League against any liability incurred by them in their bona fide execution of their duties and in their capacity as a Board Member in defending any proceedings, whether civil or criminal.

(b) The League shall indemnify its Board Members and employees against all damages and losses (including legal costs) for which any such Board Members or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:

(i) in the case of a Board Member, performed or made while acting on behalf of and with the authority, express or implied, of the League;

(ii) in the case of an employee, performed or made in the course of, and within the scope of, their employment by the League.

10.8 Authority to Trade

The League is authorised to trade in accordance with the Act.

10.9 Colours of The League

The colours of the League are red, blue and gold.

10.10 Transitional Provisions

(a) **Continuing Membership**

(i) Each Affiliate Club that is a Member of the League on the day on which this Constitution is adopted will automatically be admitted to membership as an Affiliate Club.

(ii) Each other person who is a Member on the day on which this Constitution is adopted, will automatically be admitted to membership in the category that, in the reasonable opinion of the Board, is the category most appropriate for that Member.

(b) **Board Members**

For the purpose of determining when the term ends for each Board Member in office on the day on which this Constitution is adopted, time served in the Board Member's current term will be counted as if this Constitution had been in place at the commencement of that term.

(c) **Regulations deemed applicable**

All clauses, By-Laws, Rules, Regulations and Policies of the League in force at the date of the approval of this Constitution (as long as such clauses, rules, by-laws and Regulations are not inconsistent with, or have been replaced by, this Constitution) shall be deemed to be Rules, Regulations and Policies and shall continue to apply.

10.11 Status and Compliance of League.

(a) **Recognition of League**

The League is a member of the FSA and is recognised by the FSA as the autonomous entity responsible for the delivery of the Sport in the Region. Subject to compliance with this Constitution, the League shall continue to be so recognised and it shall administer the Sport autonomously in accordance with the Objects.

11. COMPETITIONS

11.1 Governing Rules and Laws of the Game

(a) The League shall adopt the Laws of the Game as laid down by the International Football League Board in its competition except for those competitions where the number of players stipulated is less than 11.

(b) In competition where the number of players stipulated is less than 11 clubs shall abide by the rules of the competition as specified by the League.

(c) The League shall conduct such competitions as it deems desirable and shall manage and exercise control over those competitions and the rules governing them.

(d) The League may make such rules as it considers appropriate for the regulation of any competitions it conducts.

11.2 Other Matches

(a) Affiliate Clubs wishing to participate in other organised competitions or non-competitive matches which do not fall under the jurisdiction of the League shall obtain permission from the League prior to participation in such matches.

12. TROPHIES

Perpetual trophies awarded by the League shall be returned to the League by the Affiliate Club or individual concerned upon directions of the League. Affiliate Clubs and individuals shall give a written undertaking for the safekeeping of perpetual trophies whilst in their possession.

13. RESERVED RIGHTS

(a) The emblem and official badge of the League is the property of the League, and no Affiliate Club or other person may use the logo without the written consent of the Board.

(b) The fixture results and league tables are the property of the League and shall not be reproduced without the written permission of the Board.

(c) All video and photographic images taken or recorded prior to, during, or following the conclusion of any fixture under the jurisdiction of the League, are the property of the League and shall not be reproduced, published, disseminated, or shared without the written permission of the Board.

CONSTITUTION VERSION CONTROL

Date	Clauses amended	Description of change	General Meeting Date
07/12/2022	Entire Constitution		07/12/2022