



CONSTITUTION

February

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PORT LINCOLN FOOTBALL LEAGUE INCORPORATED CONSTITUTION

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1. Definitions

In this Constitution the following terms have a particular meaning:

‘AGM’ means the Annual General Meeting of the League;

‘Board’ means collectively the Board Members of the League;

‘Board Member’ means the individual members of the Board;

‘Business Day’ means a day that banks are open for business in South Australia;

‘By-Laws’ means any by-law made by the League pursuant to this Constitution;

‘Clubs’ means the clubs who are members of the League;

‘Committee’ means the committees of the League established by the Board;

'Constitution' means this constitution as amended from time to time;

'Eyre Peninsula Zone' means those Leagues as defined in the Community Football League, namely Port Lincoln, Great Flinders, Far West, Eastern Eyre and Mid West;

'Football' means the game of Australian Rules Football;

'League' means The Port Lincoln Football League Inc;

'Official' means any person appointed by a Club in an official capacity (i.e. coach, runner, trainers, manager, secretary, president, treasurer, steward, sprigger etc.)

'Players' means players that are registered to play for a Club;

'President' means the President of a Club at a particular time;

'Rules' means the rules adopted by the Board as the rules of the League;

'SACFL' means the South Australian National Football League Incorporated;

'Special Resolution' means a resolution approved by at least 75% of Board Members eligible to vote on the resolution;

'Tribunal' means the disciplinary tribunal established by the Board to adjudicate breaches by Players of the Rules;

'Umpires' means Port Lincoln Football League Umpires Committee.

2 Interpretation

- 2.1 Headings are part of this constitution but if there is any conflict or inconsistency between a heading and other text of this constitution then the heading does not alter the meaning of the other text.
- 2.2 Singular words include the plural and the plural words include the singular.
- 2.3 Words of one gender include both genders.
- 2.5 Words indicating a person include a company, a corporation or an incorporated association and any other legal entity, and a partnership or other association.
- 2.6 Cognate words and expressions, and grammatical variations, or words and expressions which are defined, have corresponding meanings.
- 2.7 A reference to an Act or other legislation includes regulations or other subordinate legislation and includes all amendments and substituted legislation from time to time.

- 2.8 A reference to a party includes the successors and assigns of that party but this does not permit an assignment except in accordance with the terms of this constitution.
- 2.9 If a party referred to in this constitution includes more than one person then each person is both jointly and severally liable for the obligations under this constitution.
- 2.10 Where the day on or by which anything is to be done is not a Business Day that thing must be done on or by the preceding Business Day.

3. Name

The name of the association unless otherwise decided will be "The Port Lincoln Football League Inc."

4. Districts

The districts of the League will comprise all the counties on Eyre Peninsula south of a boundary between the Great Flinders Football League comprising the Hundreds of Sleaford, Uley, Lincoln, Flinders, Louth, Wanilla, Lake Wangary and Warrow.

5. Objectives

- a. The objects of the League will be undertaken by the Board and include the following:
- i. To promote, encourage and participate in all forms of sporting activity and particularly Football.
 - ii. To arrange, control and manage League matches and competitions between Clubs and other football leagues in accordance with the rules defined in this Constitution.
 - iii. To arrange the time and place and conditions under which all matches promoted by the League will be played.
 - iv. To raise money by subscription, percentage or otherwise from Clubs and/or Players as the Board may from time to time determine.
 - v. To hear and determine upon any allegation, complaint or dispute involving any breach of the Rules or laws of Football adopted by the League, or in respect of any matter affecting the interests of the League, Clubs or Players with power to impose fines, suspension, expulsion or otherwise.
 - vi. To purchase, rent, have on lease or in exchange, hire or otherwise acquire, construct, provide, make hold, improve and maintain real and personal property of every description for the purposes of carrying out the objectives of the League.
 - vii. To borrow, raise upon such terms and conditions and upon such securities if any as may be determined.
 - viii. To invest and deal with the monies of the League not immediately required in such manner as may be from time to time determined.

- ix. To sell, assign, transfer, exchange, mortgage, lease or grant options in respect of let, hire, dispose of or turn to account all or any part of the real or personal property of the League or any estate or interest therein upon such conditions in all respects as may seem expedient.
 - x. To co-operate with other sporting associations or clubs in the promotion and encouragement of sporting and associated activities.
 - xi. To raise funds by any lawful means for any purpose consistent with these objects.
 - xii. To do all such acts and things as may be incidental, subsidiary or conducive to any of the above objects.
- b. The income and property of the League must be applied solely towards the promotion of the objects of the League, and no portion may be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise to any person associated with the League or their relatives, provided that nothing will prevent the payment in good faith of remuneration to any officer or servant of the League or to any person for any service actually rendered to the League, or reasonable and proper rental for premises let by any person to the League.

6. Membership

- a. The membership of the League will consist of each Club.
- b. The Board in the Board's absolute discretion will determine which Football clubs will be members of the League.
- c. The Board will maintain a register of Clubs who are members of the League which will include a person nominated by each Club as that Club's contact person.
- d. The Board may remove any Club as a member of the League in accordance with this Constitution.
- e. The Board may admit such other Football clubs to be members of the League as the Board determines.
- f. The Board will determine the eligibility criteria for joining the League, the criteria for remaining a member and the sanctions imposed on any Club that fails meet this criteria.

7. Board

7.1. *Functions and powers of the Board*

- 7.1.1. The Board is the governing body of the League and as such exercises all of the functions and powers of the League except to the extent that those powers have been delegated.
- 7.1.2. Subject to rule 7.1.4, the Board may delegate any of its powers to a Committee or to the Operations Manager or other staff of the League.
- 7.1.3. All current delegations must be recorded in a register of delegations which must be made available to Clubs at the AGM.
- 7.1.4. The Board does not have the power to delegate:
 - (a) the appointment or removal of the Operations Manager;
 - (b) the cancellation of the membership of a Club; or
 - (c) the imposition of a levy.
- 7.1.5. The Board will undertake the following specific functions:
 - (a) facilitate the Club's annual compulsory contributions;
 - (b) develop a strategic plan for the League to maintain strategic direction;
 - (c) develop an annual operational plan for presentation at the AGM which seeks to maximize investment, achieve the greatest possible return and to establish efficient processes;
 - (d) access resources to achieve the League's objectives;
 - (e) encourage collaboration between stakeholders;
 - (f) identify and utilize appropriate funding resources for the development of special projects;
 - (g) develop policies, processes, Rules, By-Laws and procedures;
 - (h) communicate and extend the achievements of League;
 - (i) develop progress reports to Clubs and other stakeholders;
 - (j) make decisions on operations, financial levies and expenditures and other relevant matters based on advice and recommendations received from the Committees who report to the Board.

7.2. *Composition of Board*

7.2.1. The Board will comprise 5 Board Members appointed for two years at a time.

7.2.2. The Board must appoint a Chairperson and a Vice-Chairperson.

7.3. *Appointing the Board*

The appointment of the Board will be undertaken by the Presidents Committee with procedural assistance from the Operations Manager.

7.4. *Elections*

7.4.1. In July each year the Board must approve and publish a date and time by which nominations for the Board and notice of any business to be brought forward at the AGM are to be delivered to the Operations Manager.

7.4.2. A candidate for election as a Board Member must before the due date for nomination deliver to the Operations Manager a nomination in writing.

7.4.3. A nomination may be withdrawn in writing, signed by the person nominated and delivered to the Operations Manager at any time before the ballot papers are delivered to the Presidents Committee.

7.4.4. If the number of nominated candidates for election exceeds the number of vacancies there must be an election.

7.4.5. If the number of nominated candidates for election is the same as the number of vacancies, the Operations Manager must report accordingly to the Presidents Committee and the Chairperson of the Presidents Committee must declare at the AGM that those nominees are duly elected.

7.4.6. If the number of nominated candidates for election is fewer than the number of vacancies the Chairperson of the Presidents Committee must declare at the AGM those nominees to be elected and declare a casual vacancy in respect of any position not filled.

7.5. *Election of Board Members*

7.5.1. All Board Members, except those appointed to fill a casual vacancy, must be elected.

7.5.2. The Presidents Committee must develop and approve a Board election procedure which sets out how Board Members are elected.

7.5.3. Election of Board Members must occur annually at the AGM and elected Board Members will, subject to this Constitution, hold office until the AGM two years following their election.

7.5.4. Board Members whose terms have expired must retire from office but are eligible to stand for re-election.

7.5.5. The Operations Manager must determine:

- (a) the necessity for an election;
- (b) which candidates are validly nominated; and
- (c) generally the conduct of the election.

7.6. *Vacation of Board Members*

7.6.1. The office of a Board Member will be vacated in the following circumstances:

- (a) if the Board Member resigns by notice in writing;
- (b) at the discretion of Board, if the Board Member is absent, without leave of the Board, from three consecutive meetings of the Board;
- (c) if a resolution of the Board determines that the Board Member has become ineffective of carrying out the duties of a Board Member;
- (d) if the Board Member voluntarily stands aside, whereupon the office must be vacated during the period for which they stand aside;
- (e) if the Board Member ceases to reside in the Eyre Peninsula Zone; or
- (f) if the Board Member is convicted of an indictable offence.

7.7. *Casual vacancies*

7.7.1. If the office of any Board Member is vacant, other than as a consequence of the term of the Board Member expiring, a casual vacancy will be created.

7.7.2. Board Members, appointed to fill a vacancy, must be elected by the Presidents Committee.

7.7.3. A person appointed to fill a casual vacancy will serve until the next AGM, but if appointed to replace a Board Member who has voluntarily stood aside then they will hold office until either that Board Member resumes as a Board Member or until that Board Member's term of office expires.

7.7.4. A casual vacancy that still exists at the time of an AGM must be included as part of the election processes described above.

7.8. *Meetings of the Board*

- 7.8.1. Meetings of the Board must be held at least 10 times per calendar year.
- 7.8.2. Notice will be deemed to have been given when the schedule of meetings for the year is sent to each Board Member. In the event of a change from the times published, one week's notice is required.
- 7.8.3. There will be no proxies or alternates for Board Members absent from any meeting.
- 7.8.4. Meetings of the Board will be open to members of Clubs to attend, except when consideration is being given to items identified in the agenda for the meeting as confidential or ruled to be confidential by the Chairperson during the course of the meeting.
- 7.8.5. The Operations Manager may convene a meeting of the Board to consider urgent business that requires resolution prior to the next scheduled meeting, or to consider a major item of business that could not practically be dealt with at the next scheduled meeting.
- 7.8.6. Notwithstanding rule 7.8.5, in circumstances determined by the Operations Manager to be urgent and exceptional, the required period of notice will be at the discretion of the Operations Manager provided it exceeds 24 hours or such shorter time as unanimously agreed by the Board.
- 7.8.7. The Operations Manager must keep minutes of all resolutions and proceedings of meetings of the Board.
- 7.8.8. All meetings of the Board must be held at a convenient place or as otherwise decided by the Board from time to time.
- 7.8.9. Meetings of the Board must be chaired by the Chairperson. If the Chairperson is unable to chair a meeting, in whole or in part, the Vice-Chairperson must take the chair or any other Board Member nominated by the Board Members at the meeting to be the acting Chairperson for that meeting.

7.9. *Quorum*

- 7.9.1. The quorum for all meetings of the Board will be three.
- 7.9.2. If a quorum is not present and the Chairperson determines that a quorum is required to properly attend to the business of the meeting, the Chairperson may permit a Board Member to attend the meeting via telephone.
- 7.9.3. If a quorum is not present the Operations Manager must re-schedule the meeting to a place and time that will enable a quorum to be present.

7.10. *Resolutions*

- 7.10.1. Voting on resolutions must be by show of hands, except where the Board Member is attending via telephone, in which case the Board Member must state whether they are voting for or against the resolution.
- 7.10.2. In cases where it is necessary to seek a resolution of the Board before the next scheduled meeting, the Operations Manager may determine that the proposed resolution and any supporting papers be circulated to Board Members and request that Board Members record their vote for or against the resolution in an email to the Operations Manager. Any resolution put in this manner will be deemed to be a valid resolution of the Board.
- 7.10.3. The Chairperson will have a deliberative as well as a casting vote.

7.11. *Eligibility*

- 7.11.1. Board Members must be residents of the Eyre Peninsula Zone.
- 7.11.2. When considering the suitability of a person who has nominated to be a Board Member, the Presidents Committee must have regard to the nominee's personal attributes with experience in one or more of the following areas being considerable favourable:
 - (a) business management;
 - (b) corporate governance;
 - (c) sporting administration;
 - (d) legal competencies;
 - (e) accounting competencies
 - (f) planning;
 - (g) Local Government; and
 - (h) Indigenous community administration and understanding.

7.12. *Conflicts of interest*

Board Members must declare any conflict of interest to the Operations Manager before appointment and through the Chairman of the Board at any time a conflict may arise while a sitting Board Member.

7.13. *Rescission of Resolutions*

A motion to rescind or vary a resolution which has been carried by the Board may be carried out subject to the following conditions:

- 7.13.1. If the motion which is sought to rescind or vary has been passed in the then current year, notice of intention to move such variation or rescission must be given at a previous meeting of the Board and such motion to rescind or vary shall not be carried unless by Special Resolution.
- 7.13.2. If the motion which it is sought to rescind or vary has been passed or adopted in any previous year, notice of intention to move such rescission or variation must be given at a previous Board meeting, but such motion may be carried by a majority of Board Members.
- 7.13.3. No motion the effect of which if carried would be to rescind or vary any previous motion, shall if negated be again brought forward during the current year unless a motion giving leave to bring such matter forward be carried by Special Resolution.

8 **Operations Manager**

- a The Board may appoint an Operations Manager who will hold office in accordance with the requirements of the Board and on such employment terms as the Board thinks fit.
- b The Board will develop an employment position description which defines the role and responsibilities of the Operations Manager and the tasks that are delegated to the Operations Manager from the Board.
- c The duties of the Operations Manager may include:
 - i. the day to day running of the League;
 - ii. writing and receiving correspondence in the name of the League and distribute and/or acquaint the officers responsible;
 - iii. writing up minutes and agenda of the Board and of the Committees;
 - iv. attend meetings of the Board and it's Committees as designated;
 - v. represent the League at meetings of any affiliated body as designated;
 - vi. act as custodian and recorder of all keys to facilities for which the League is responsible;
 - vii. conduct and determine the date and time of the Tribunal;
 - viii. attend and keep a transcript of proceedings Tribunal hearings;
 - ix. manage all aspects of Sporting Pulse including clearances, registrations, goal kickers, results and tables;

- x. ensure the proper function of the League office during matches, making necessary announcements where possible, or by designation;
 - xi. ensure the proper function of programmed matches during the season, whether by attendance or designation;
 - xii. submit results of all matches including scores and best players to the local media;
 - xiii. prepare and present business plans and action reports for the Board;
 - xiv. source and increase sponsorship, market and promote the League and develop partnerships with community and business providers.
- d The Board may, if it thinks fit, appoint an acting Operations Manager to perform all or any of the duties of the Operations Manager either temporarily or otherwise.
- e Unless the Board otherwise determines, the Operations Manager will be the Public Officer of the League.

9 Committees

- a The Board may, from time to time, by resolution at any meeting, delegate any of its powers to a Committee consisting of one or more such persons as it thinks fit to appoint and may recall or revoke any such delegation or appointment.
- b Each year at the AGM the Board must advise each Club of the positions that are required to be filled by nominees from each Club on the various Committees established by the Board from time to time.
- c The names of all persons nominated by each Club as Committee members must be submitted to the Operations Manager in writing by a date nominated by the Board at the AGM.
- d Any Club wishing to alter or revise its Committee member nominee must give the Operations Manager notice in writing prior to the next Committee meeting.
- e The Board may refuse to accept any person nominated by a Club as a Committee member and if so rejected the relevant Club must appoint an alternative person acceptable to the Board.
- f Any Committee member who is unable to attend a Committee meeting may nominate an alternative person to represent that Committee member at any meeting.
- g. The nomination of Committee members by each Club is a condition of membership of the League and any Club who fails to nominate the required number of nominees will face disciplinary action by the Board.

- h. A Committee member who fails to attend 3 consecutive Committee meetings without leave of that Committee will cause that Committee member's Club (if relevant) to be subject to whatever disciplinary or restorative action that the Board deems appropriate.

10 President's Committee

- a Each Club and the Umpires will be represented by their President at the Presidents Committee.
- b The President's Committee will meet at least monthly during the football season and provide advice to the Board.
- c The Secretary of each Club and the Umpires must notify the Operations Manager in writing prior to the AGM of the appointment of its President for the next football season.
- d No President will have the right to vote at any meeting of the Presidents Committee unless a notification of his or her appointment, signed by the Secretary of the Club which he or she represents, has been served on the Operations Manager.
- e Each Club and the Umpires must nominate an alternative person who may perform the role of the President if the President is unable to attend any meeting and that nominee will have all the powers of a President.
- f In the event of a Club or the Umpires cancelling a President's appointment for any reason whatsoever, that Club or the Umpires must make an application to the Operations Manager to declare the office vacant and must immediately elect or appoint another person to act as President for the balance of the then current year.
- g Each President will receive from the Operations Manager a yearly membership ticket, which on presentation will admit each President to all matches arranged by the League with exception, as decided from time to time, while the holder is a President.

11. Treasurer

The Board may appoint such person annually and develop a Job Description for the position.

12. Secretary

The Board may appoint such person annually and develop a Job Description for the position.

13. Seal

- a. The League must provide a common seal containing the name of the League.
- b The seal must not be used except by authority of the Board.
- c Every instrument to which the Seal is required to be affixed must be signed by the Chairman of the Board, or Vice Chairman and counter-signed by the Treasurer or Operations Manager.

14. Annual General Meetings

- a. The AGM must be held by 31 December in each year.
- b. The following business must be transacted at the AGM:
 - i. the Annual Report and audited financial statements for the past year will be presented;
 - ii. an annual operations plan will be presented;
 - iii. Committees will be appointed and Clubs notified of the Committee positions it will need to fulfil;
 - iv. the persons who will make up the Tribunal will be appointed;
 - v. auditors will be appointed;
 - vi. Board Members will be appointed;
 - vii. consideration will be given to any other business or matter accenting the welfare or interest of the League.
- c. The time and place of the AGM must be notified in the local press and given to Secretaries of Clubs, and such notices must be given at least fourteen days prior to the date of the holding the AGM.

15. Rules

The Board may adopt and keep in force Rules for the regulation and control of Clubs and Players.

16 By-Laws

- a. The Board has the power from time to time to make, alter and repeal any By-Laws as it may deem necessary, convenient or expedient, in relation to the proper conduct and management of the business and affairs of the League and the attainment of its objects.
- b All By-Laws so made will be binding on all Clubs as a condition of membership of the League.

17. Alteration of Constitution

- a. This Constitution may not be altered or rescinded or added to except by Special Resolution of the Board at a meeting called for the purpose.
- b. At least twenty eight (28) days notice in writing of such proposed alterations shall be given to all members of the Presidents' Committee and affiliated bodies in either case.
- c. Any resolution by the Board to alter, rescind or add to the Constitution must be passed by a two-thirds majority of the voting of the Presidents' Committee.

- d. Any Alterations so made shall take place immediately unless the Meeting by the same majority shall decide otherwise.

18. Life Members

- a. The Board may confer life membership of the League upon any person or persons who have rendered meritorious service to the League.
- b. Notwithstanding the title 'Life Member' any person elected by the Board as a life member is not a member of the League, this term is ceremonious only.
- c. Eligibility for life membership may be determined by the Board in its discretion.

19. Clubs Withdrawing from the League

No Club will be permitted to withdraw as a member of the League without giving notice by certified mail of its intention to do so to the Football Operations Manager prior to 31 October in any year.

20. Dissolution of the League

- a. The Board will have the power to resolve that the League be absolutely dissolved and the affairs of the League wound up.
- b. If a resolution is made in accordance with rule 0 the League will be dissolved and the affairs wound up in such manner as the Board directs.
- c. Upon winding up if the assets of the League are more than sufficient to satisfy its liabilities the excess will be divided between the Clubs equally.
- d. Should liabilities be in excess of the League's assets, any net deficiency must be levied equally upon each Club.
- e. Player registration must be dealt with in accordance with the Community Football League Constitution.

21. League Affiliation

- a. The League will affiliate each year with the SACFL.
- b. Any matter not dealt within this Constitution and or By-Laws must be adjudicated upon by the SACFL and their decision will be binding on all Board Members and Clubs.

22. Indemnity

The Board must ensure that Insurance cover is taken out to cover Board Members, other officers of the League and Clubs for losses or charges sustained in carrying out their duties for the League. No indemnity will apply if such losses or charges are incurred through their wilful default or through a fraudulent act.