

The Spencer Gulf Football League Inc

Constitution



*Spencer Gulf Football
League*

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League

Spencer Gulf Football League Inc

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League Constitution

League	<i>The Spencer Gulf Football League Inc (SGL)</i>
Clubs	<i>Central Augusta Football and Sporting Club Inc, Port Augusta South Football Club Inc, Port Football and Community Sporting Club Inc, Proprietary/Risdon Football Club Inc, Solomontown Football Club Inc, West Augusta Football Club Inc,</i>
Associations	<i>Port Augusta Colts Football League Inc and Port Pirie Junior Football Association Inc, SGL Umpires Association</i>

1. Meanings

1.1 Definitions

In this constitution:

Board is the governing body of the League comprising the club delegates and Executive Committee.

Chairperson is the person elected as President by the Board.

Community is the combined local community area of the Clubs.

Deputy Chairperson is the person elected as Vice President by the Board.

Football is the game of Australian football played substantially in accordance with the laws of Australian Football published by the Australian Football League.

SANFL is South Australian National Football League Incorporated (A2870).

SANFL Rules are the regulations, rules and policies of SANFL.

1.2 Interpretation

In this constitution:

- (a) words have the meaning given to them in the table above;
- (b) the singular includes the plural and vice versa;
- (c) reference to any gender includes the other genders;
- (d) **person** includes a firm, a corporation, a body corporate, an unincorporated association or an authority; and
- (e) a reference to any instrument includes a reference to that instrument as varied from time to time.

2. Responsibilities

2.1 Objects

The League's objects are to:

- (a) arrange, promote, conduct and manage football matches between the Clubs and other football leagues;
- (b) promote and foster community interest in, football; and
- (c) co-operate with other sporting associations in promoting sport and associated activities within the community.

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2.2 Powers

The League has the powers of a natural person to fulfil its objects. These include the powers set out in the Associations Incorporation Act 1985, and, more specifically, the League shall have all the powers conferred by section 25 of the Act. Also, the League shall conduct all matters relating to the SGL matches and players participating in such matches and all aspects associated with or arising from the conduct of such matches.

2.3 Discrimination

The League must not discriminate on the grounds of race, social standing, occupation, political or religious beliefs.

3. Governance

3.1 Members

The rules about members are set out in Schedule 1

3.2 Board

The rules about the Board and Executive Committee are set out in Schedule 2.

3.3 Manage

The Board manages the affairs and controls the funds and property of the League.

3.4 By-laws

- (a) The Board may make and vary by-laws relating to the advancement and management of the League.
- (b) The by-laws must be consistent with this constitution and the SANFL Rules, unless SANFL otherwise approves in writing.
- (c) By-laws are only effective if approved by the Clubs in a general meeting.

4. Indemnity and Insurance

- (a) The League indemnifies each delegate, employee, officer and auditor against any liability he or she may incur in connection with:
 - (1) the League except where the liability arises because of his or her negligence, default, breach of duty or trust; and
 - (2) defending any proceedings relating to these matters, whether civil or criminal in which judgement is given in his or her favour or in which he or she is acquitted.
- (b) The League may insure the present and past delegates and other officers of the League against any liability they incur in connection with their position to the extent the law allows.

5. Other Matters

5.1 SANFL

- (a) The League will affiliate with SANFL;
- (b) The League and the Clubs must comply with the SANFL Rules.

5.2 Seal

The League must have a common seal containing its full name. It may not be used without the authorisation of the Board. Two delegates must witness the affixation of the seal by signing the document.

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5.3 Minutes

The Board must keep minutes of proceedings of the League, the Board and its committees at its offices. They must be confirmed at a subsequent meeting of the relevant body and signed by the chairperson of that meeting or its previous meeting.

5.4 Accounts

The Board must keep proper accounting records of its financial position at its offices.

5.5 Auditor

The Board must, if required by law, appoint an auditor to audit its books and records and report to the Clubs on the financial affairs of the League.

5.6 Alteration

This constitution may be only amended by a special resolution of the Board at the Annual General Meeting or at a Special General Meeting.

5.7 Non Profit

The assets and income of the League must be applied solely to further the objects. No part may be distributed directly or indirectly to the members except as good faith payment for services rendered or expenses incurred for the League.

5.8 Winding Up

If the League is wound up, any amount remaining after the payment of the League's liabilities must be transferred to an organisation with similar purposes which is not carried on for the profit or gain to its individual members as determined by the Board.

5.9 No Assignment

A Club may not assign membership in the League, including by transfer or by giving security.

5.10 Contract

This constitution and the by-laws are a contract between the League and the Clubs.

5.11 Notices

(a) A notice must be in writing and may be given by delivering it personally, sending it by prepaid post, facsimile or electronic transmission to:

- (1) the League, at its registered office or other address it specifies in a notice to the Clubs from time to time;
- (2) a delegate, at the address given by him or her to the Board from time to time; or
- (3) to a Club at its address in the members' register or its address last known to the Board.

Notice is taken to be given, in the case of post, five (5) days after posting, and in the other cases, at the time of sending.

Schedule 1

Members

1. Members

1.1 Existing members

The Clubs are the existing members of the League.

1.2 New members

The Clubs may by special resolution, admit another football club as a member on the terms they see fit. It then becomes a Club under this constitution.

1.3 Register

The Board must maintain a register of Clubs detailing for each:

- (a) its current address and other contact details;
- (b) its date of becoming and ceasing to be, a member.

2. Membership ends

2.1 Ceasing to be a member

A Club ceases to be a member if it:

- (a) resigns by notice in writing to the Board;
- (b) fails to pay its subscription when due and the Board does not allow further time to pay;
- (c) is dissolved or deregistered; or
- (d) is expelled by a special resolution of the Board.

2.2 Expelling a member

(a) If the Board determines that a Club:

- (1) has failed to comply with this constitution;
- (2) is insolvent or any steps are taken to wind it up, appoint a liquidator, administrator receiver or receiver and manager to any of its property; or
- (3) is guilty of conduct that the Board considers to be detrimental to the League,

it may propose a special resolution at a general meeting that the Club be expelled.

(b) The Board must:

- (1) give the Club at least 14 days' notice of the proposed expulsion resolution; and
- (2) at the time it considers the matter, allow the Club to be present and be heard. The Club may be legally represented.

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3. Subscriptions

The Clubs must pay the subscriptions and at the times that the Board determines.

4. Meetings

4.1 Calling meetings

- (a) The Board:
 - (1) may call a general meeting whenever it thinks fit; and
 - (2) must call an Annual General Meeting at least once in each calendar year and within five (5) months after the end of its financial year; and
 - (3) must have at least four (4) meetings during the year, excluding the annual general meeting, as required by the Board.
- (b) The Board determines the time and place of the meeting.
- (c) The Board must give each Club at least:
 - (1) twenty one (21) days' notice of a general meeting, if a special resolution is to be proposed at the meeting; or
 - (2) fourteen (14) days' notice of a general meeting, in any other case.
- (d) The notice must state the time and place of the meeting, an agenda and the proposed resolutions.
- (e) At least one half of the Clubs may request the Board to call a general meeting. If the Board does not call a general meeting within thirty (30) days of the Clubs' request, the Clubs may themselves and at their expense call a general meeting in as nearly as is practicable the same way as if it is called by the Board.
- (f) Failure to properly give notice of a general meeting does not invalidate the meeting or a resolution passed at the meeting.

4.2 Chair

The chairperson for general meetings is:

- (a) the President or, in his absence, the Vice President;
- (b) if they are not present within fifteen (15) minutes after the appointed time for the start of the meeting or decline to act, the person elected by the Clubs who are present.

4.3 Delegates

All delegates must attend a general meeting.

4.4 Quorum

A quorum for a general meeting is not less than half of the Board.

4.5 Failure of quorum

- (a) If a quorum is not present at a general meeting within fifteen (15) minutes from the time appointed for its start:
 - (1) if the meeting was convened upon the requisition of the Board the meeting is dissolved;

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- (2) in any other case, the meeting is adjourned to a time and place as the Board appoints by notice to the Clubs. The Board must give at least twenty one (21) clear days' notice of the adjourned general meeting;
- (b) If at an adjourned meeting a quorum is not present within fifteen (15) minutes from the time appointed for the meeting, the Clubs' representatives present are a quorum and may transact the business for which the meeting was called.

4.6 Delegate

- (a) A Club must appoint a person as its delegate to attend a general meeting.
- (b) Only the delegate may vote for the Club.

4.7 Observer

- (a) A Club may appoint one (1) person who may attend a general meeting as an observer.
- (b) The observer may speak on matters if requested by the chairperson but may not vote.

4.8 Business of the meeting

- (a) An Annual General Meeting must:
 - (1) receive and consider the financial reports, Board reports and auditor's report;
 - (2) appoint members to the League Independent Tribunal;
 - (3) appoint and remove the auditor; and
 - (4) fix the remuneration of the delegates, officials and auditor.
- (b) A general meeting may:
 - (1) confirm the minutes of the previous general meeting;
 - (2) approve amendments to, or implementation of, By-Laws proposed by the Board; and
 - (3) transact the other business the Board considers appropriate.

4.9 Procedure

- (a) The chairperson of the general meeting:
 - (1) determines the procedure in the meeting;
 - (2) must give a fair opportunity for representatives to speak for or against a motion;
 - (3) sets the time allowed for speakers and may end a speech if the speaker is repeating matters previously put or is putting matters irrelevant to the motion;
 - (4) may put a motion when he or she sees fit.
- (b) The Board may establish rules of procedure for general meetings on the terms it sees fit.

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4.10 Resolutions

- (a) Each Board Member has one vote, except for the Chairperson (refer to 4.10[e]);
- (b) A resolution is decided on a show of hands unless a poll is demanded by the chairperson of the meeting or a Club;
- (c) A declaration by the chairperson of the meeting that a resolution is passed or lost is conclusive evidence of that fact;
- (d) If a poll is demanded, the chairperson of the meeting will conduct it in the manner and at the time he or she sees fit;
- (e) If there is a deadlock, the chairperson of the meeting has a casting vote;
- (f) Resolutions are passed by a majority of votes, except in the case of a special resolution which must be passed by a majority of not less than three quarters of the Board present and entitled to vote.

4.11 Use of technology

A general meeting may be held using any means of audio or audio-visual communication by which each person participating can hear and be heard by each other.

Schedule 2

Board and delegates

1. **Board**

- (a) The Board consists of:
 - (1) up to one (1) delegate from each of the Clubs; and
 - (2) up to four (4) League officials being the Executive Committee comprising the President, Vice-President, Secretary and Treasurer.

2. **Executive**

2.1 **Executive Committee**

- (a) The Board elects the Executive Members at the Annual General Meeting;
- (b) The Board may appoint a person to fill a casual vacancy.

2.2 **Authority of the Executive Committee**

- (a) The Executive Committee shall deal with such League matters as may arise from time to time which cannot reasonably be held over to be dealt with by the Board at its next scheduled meeting or in the discretion of the Executive Committee does not warrant the calling of a special meeting of the Board provided that any meeting requisitioned in terms of 4.1 of Schedule 1 of the Constitution shall be held;
- (b) Any dispute between Clubs of the League or any matter, the outcome of which may have any bearing on the team's position on the premiership table, shall be dealt with by the Executive Committee and in such cases voting shall be by ballot and both parties concerned shall be heard;
- (c) The Executive Committee has the power to fine Clubs \$100, who fail to attend any meeting of the Board.

2.3 **Term**

- (a) When an Executive Member is appointed by the Board, that member
 - (1) starts on appointment, unless otherwise specified; and
 - (2) ends at the conclusion of the Annual General Meeting at which the member retires unless ended sooner under this Constitution.
- (b) If an Executive Member is elected at a general meeting, the Executive Member
 - (1) starts at the end of the general meeting; and
 - (2) ends at the conclusion of the Annual General Meeting at which the member retires unless ended sooner under this Constitution.

3 **Election of Executive Committee**

- (a) The Board must call for nominations for the election of delegates at least twenty eight (28) days before the Annual General Meeting by giving notice to the Clubs.

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- (b) A Club may nominate a person for the election of Executive by:
 - (1) giving the Board written notice of the nomination fourteen (14) days before the Annual General Meeting;
 - (2) including in the notice the name of the proposed candidate; the candidate's written consent; the signature of the Club's authorised officer; the address, telephone number and other contact details for the proposed candidate;
- (c) A retiring Executive Member need not be nominated. The retiring Executive Member may stand for election again by indicating his or her intention in writing to the Board before nominations close;
- (d) If more than one (1) nomination is received for any one (1) position, a vote must be conducted;
- (e) The Board has the power to fill a vacant position from the floor should there be no nominations for that position.

4 Ceasing as Executive Member

4.1 Remove

- (a) The Board may remove an Executive Member at any time before the end of his or her term;
- (b) The Board may in a general meeting remove any Executive Member from office and appoint another person as a replacement. The notice convening the meeting must specify the Executive Member to be removed, the reasons for their removal and the name of the proposed replacement, if any.

4.2 Retirement

- (a) At each annual general meeting:
- (b) one half of the Executive Committee or if there is not a multiple of two (2), then the number nearest one half; and
- (c) any other Executive Member not in this one half who has been a delegate for two (2) or more years, must retire;
- (d) The Executive Committee Members to retire are those who have been the members the longest since their last election. As between persons last elected as Executive Committee Members on the same day, those to retire must be determined by lot, unless they agree otherwise;
- (e) A retiring delegate is eligible for re-election.

4.3 Ceasing

A person also ceases to be an Executive Member if he or she:

- (a) resigns;
- (b) is disqualified to act under a relevant law;
- (c) is absent from three (3) ordinary consecutive meetings of Board, without leave; or
- (d) becomes of unsound mind.

5 President

- (f) The President must be independent of the Clubs.
- (g) The President and Vice President continue in the position until the earlier of:
 - (1) his or her term of office expires;
 - (2) the Board removes him or her or appoints a new person to the position;
 - (3) he or she resigns; or
 - (4) he or she is disqualified to act under a relevant law.

6 Appointment of Officers

- 6.1 The Board may appoint public officer(s) of the League together with other officers and employees and delegate any of its powers to them:
- 6.2 If a relevant law requires an auditor to be appointed, the Board may appoint an auditor.

7 Executive Committee Meetings

7.1 Calling Meetings

- (a) Any member of the Executive Committee may convene meetings of the Executive
- (b) The person calling the meeting must notify the other Executive Members of the time, place and agenda for the meeting:
- (c) At least two (2) days' notice must be given of all Executive meetings, unless a majority of the delegates waive this requirement.

7.2 Power

The Executive Committee may exercise all the powers of the Board which are not required to be exercised in general meeting.

7.3 Decisions

- (a) The Executive Committee will decide all matters by a majority of votes;
- (b) If there is deadlock, the President of the meeting has a casting vote.

7.4 Use of technology

The Executive meeting may be held using any means of audio or audio-visual communication by which each delegate participating can hear and be heard by each other delegate.

8 Delegation

- 8.1 The Board may delegate its powers to sub-committees or employees of the League.
- 8.2 The Board may appoint those people it sees as appropriate as members of a sub-committee.

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8.3 The proceedings of a sub-committee are governed by the provisions for meetings of the Board, as far as they apply.

8.4 The Board may by power of attorney appoint any person to be the attorney of the League for any purpose and with the powers, authorities, and discretions, (not exceeding those vested in or exercisable by the Board under this constitution), for the period and subject to the conditions as they think fit.

9 Defects

A defect in the appointment of an Executive Member does not invalidate an act of the Board

10 Remuneration

10.1 The Executive Committee may be paid out of the funds of the League by way of remuneration for their services as delegates the sum as is from time to time fixed by the Board at an Annual General Meeting.

10.2 The remuneration must be divided among the Executive Committee in the manner and proportions as the Board may determine and, in default of determination, equally.

10.3 The Executive Committee must be paid their reasonable travelling and other expenses incurred by them when engaged in the business of the League or in attending general meetings of the League, the Board or any committees.

11 Interests

11.1 General

(a) An Executive Member is not disqualified, by virtue of his or her position as a member of the Board from:

- (1) holding any office or place of profit (except that of auditor) under any entity in which the League is a shareholder or otherwise interested;
- (2) voting in favour of any resolution appointing himself, herself or any of the other Executive Members as officers of the entity;
- (3) contracting with the League.

(b) An Executive Member is not liable to account to the League for any profit arising from any office or place of profit or realised by any contract or arrangement by reason only of that Executive Member holding the position of a delegate.

11.2 Effect of Breach

If an Executive Member breaches a provision of this clause or acts when he or she has a conflict, the validity of any act, resolution, transaction or matter is not affected.

11.3 Execution of Documents

An Executive Member may despite the Member's interest, participate in the execution of any instrument by or for the league.

AMENDED

Date

25th November 2018

Clause/s

Schedule 2, Clause 2.3