



Whyalla Football League Incorporated

Constitution

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Whyalla Football League Constitution

1. **League** *Whyalla Football League Incorporated*
2. **Clubs** Central Whyalla Football Club Incorporated
North Whyalla Football Club Incorporated
Roopena Football & Sporting Club Incorporated
South Whyalla Football Club Incorporated
Weeroona Bay Football & Sporting Club Incorporated
West Whyalla Football Club Incorporated

3. Meanings

3.1 Definitions

In this constitution:

- **Board** is the governing body of the League comprising the nominated delegate of each club and the elected Executive directors
- **President** is the person elected as President by the Board.
- **Vice President** is the person elected as Vice President by the Board.
- **Community** is the combined local community area of the Clubs.
- **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.
- **Executive directors** are comprised of the President, Vice President, Secretary and Treasurer

3.2 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.

4. Responsibilities

4.1 Objects

The League's objects are to:

- (a) Arrange, promote, conduct and manage all aspects of football between the Clubs and other football leagues;
- (b) Promote and foster community interest in, football; and
- (c) Cooperate with other sporting associations in promoting sport and associated activities within the community.

4.2 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.

4.3 Discrimination

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

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5. Governance

5.1 Members

The rules about members are set out in Schedule 1

5.2 Board

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

5.3 Manage

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

5.4 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 general meeting.

6. Indemnity and Insurance

- (a) The League indemnifies each director, 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 directors and other officers of the League against any liability they incur in connection with their position to the extent the law allows.

7. Other Matters

7.1 SANFL

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

7.2 Seal

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



7.3 Minutes

The League 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 President of that meeting or its previous meeting.

7.4 Accounts

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

7.5 Auditor

The League 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.

7.6 Alteration

This constitution may be only amended by a special resolution of the Clubs.

7.7 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.

7.8 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.

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7.9 No Assignment

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

7.10 Contract

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

7.11 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 director, at the address given by him or her to the League from time to time; or
- (3) To a Club at its address in the members' register or its address last known to the League.

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

Schedule 1

Members and Meeting Procedure

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 becomes insolvent; or
- (d) Is expelled by a special resolution of the other Clubs.

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.

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, with no less than 10 meetings held per calendar year; and
 - (2) Must call an annual general meeting at least once in each calendar year and within 5 months after the end of its financial year.
- (b) The Board determines the time and place of the meeting.
- (c) The Board must give each Club at least:
 - (1) 21 days' notice of a general meeting, if a special resolution is to be proposed at the meeting; or
 - (2) 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) The President or 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 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 Chair for general meetings is:

- (a) The President or, in their absence, the Vice President.
- (b) If they are not present within 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 Quorum

A quorum for a general meeting is half the Board plus two.

4.4 Failure of Quorum

- (a) If a quorum is not present at a general meeting within 15 minutes from the time appointed for its start:
 - (1) If the meeting was convened upon the requisition of Clubs, the meeting is dissolved;
 - (2) In any other case, the meeting is adjourned to the same day in the next calendar month at the same time and place or to the other day, 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 minutes from the time appointed for the meeting, the meeting is dissolved.

4.5 Representative

- (a) The directors or a nominated proxy must attend a general meeting.
- (b) A Club must appoint a person as its director to attend a general meeting.
- (c) Only the club director may vote for the Club.
- (d) The appointment must be in writing and given to the League before the meeting.
- (e) The appointment expires 12 months from its date of execution.

4.6 Observer

- (a) A Club may appoint 1 person who may attend a general meeting as an observer.
- (b) The appointment must be in writing and given to the League before the meeting. It is effective for only the relevant general meeting for which the appointment is made.
- (c) The observer may speak on motions but may not vote.

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4.7 Business of the Meeting

- (a) An annual general meeting may:
 - (1) Receive and consider the financial reports, Board reports and auditor's report;
 - (2) Ratify club directors and elect vacant executive director positions;
 - (3) Appoint members to the League Independent Tribunal;
 - (4) Appoint and remove the auditor; and
- (b) A general meeting may:
 - (1) Confirm the minutes of the previous general meeting;
 - (2) Remove and replace directors;
 - (3) Admit a new Club (*special resolution*);
 - (4) Expel a Club (*special resolution*), following the Board's recommendation;
 - (5) Approve amendments to, or implementation of, By-Laws proposed by the Board;
 - (6) Amend this constitution (*special resolution*);
 - (7) Transact the other business the Board considers appropriate; and
 - (8) Wind-up the League (*special resolution*).

4.8 Procedure

- (a) The Chair 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 they see fit.
- (b) The Board may establish rules of procedure for general meetings on the terms it sees fit.

4.9 Resolutions

- (a) Each Director has one vote.
- (b) A resolution is decided on a show of hands unless a poll is demanded by the Chair of the meeting or a Club.
- (c) A declaration by the Chair of the meeting that a resolution is passed or lost is conclusive evidence of that fact.
- (d) If a poll is demanded, the Chair of the meeting will conduct it in the manner and at the time they see fit.
- (e) If there is a deadlock, the Chair 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 Directors present and entitled to vote.

4.10 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.

5. Written Resolutions

- (a) The League may pass a resolution without a meeting if all Directors sign a document stating they are in favour of the resolution set out in the document.
- (b) Separate copies of a document may be used for signing by Directors.
- (c) The resolution is passed when the last Director signs.

Schedule 2

Board and Directors

1. Board

- (a) The Board consists of:
 - (1) A director from each club; and
 - (2) The President, Vice president, Treasurer and Secretary and any special directors has appointed by the Board
- (b) The Board may determine the number of directors from time to time.

2. Election of Directors

- (a) The Board must call for nominations for the election of directors at least 28 days before the annual general meeting by giving notice to the Clubs.
- (b) A Club may nominate a person for the election of directors by:
 - (1) giving the League notice of the nomination in the form the League requires within less than 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; and the other information the form requires.
- (c) If the properly nominated candidates are no more than the positions to be filled, they are deemed duly elected at the next annual general meeting.
- (d) If the number of proposed candidates exceeds the number of positions to be filled, a vote must be taken at the annual general meeting.
- (e) Each position must be the subject of a separate vote unless the meeting resolves, with no vote cast against the resolution, that the appointments may be voted on together or if there is a vote by ballot, the ballot does not require a member voting for one candidate to vote for another candidate.

2.2 Special Directors

- (a) The Board may appoint up to 2 special directors independent of the Clubs with identified special skills, experience or knowledge to complement those of the other directors.
- (b) The term of appointment is no more than 2 years. A person may be re-appointed following the end of his or her term.

3. Ceasing as Director

3.1 Remove

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

3.2 Retirement

- (a) At each annual general meeting one half of the executive directors, or if there is not a multiple of two, then the number nearest one half; must retire.
- (b) A retiring executive director is eligible for re-election.

3.3 Ceasing

A person also ceases to be a director if he or she:

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

4. Executive Directors

- (a) The President and Treasurer is elected by vote for a term of two years at the annual general meeting.
- (b) The Vice President and Secretary is elected by vote for a term of two years at the alternate annual general meeting.
- (c) The Executive Directors must be independent of the Clubs.
- (d) The Executive Directors 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.

5. Appointment of Officers

- (a) The Executive Directors may appoint the public officer of the association together with other officers and employees and delegate any of its powers to them.
 - (b) If a relevant law requires an auditor to be appointed, the Executive may appoint an auditor.
- 5.1 Delegation**
- (a) The Board may delegate its powers to sub-committees or employees of the League.
 - (b) The Board may appoint those people it sees as appropriate as members of a sub-committee.
 - (c) The proceedings of a sub-committee are governed by the provisions for meetings of the Board, as far as they apply.
 - (d) 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.
- 5.2 Defects**
- (a) A defect in the appointment of a director does not invalidate an act of the Board.
- 5.3 Remuneration**
- (a) Executive directors may be paid for duties undertaken on behalf of the League as determined by the board at an annual general meeting.
 - (b) Directors may be reimbursed reasonable travelling and other expenses incurred by them when engaged in the business of the League outside Whyalla.
- 5.4 Director's Interests**
- (a) General
 - (1) A director is not disqualified, by virtue of his or her position as director from:
 - (2) holding any office or place of profit (except that of auditor) under any entity in which the League is a shareholder or otherwise interested;
 - (3) voting in favour of any resolution appointing himself, herself or any of the other directors as officers of the entity;
 - (b) contracting with the League.
 - (1) A director 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 director holding the position of a director.
- 5.5 Effect of Breach**
- (a) If a director 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.
- 5.6 Execution of Documents**
- (a) A director may despite the director's interest, participate in the execution of any instrument by or for the League.