

2019

# Constitution and Rules

Southern Flinders Football Club Incorporated

**SOUTHERN  
FLINDERS**



**FOOTBALL CLUB  
EST 2002**

Incorporation Number A37171

Constitution Version No: 4

Last Reviewed: 2019

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## 1. **NAME**

The name of the club shall be **SOUTHERN FLINDERS FOOTBALL CLUB INCORPORATED** and throughout the Constitution and Rules the words 'the Club' shall mean the 'Southern Flinders Football Club Incorporated'.

## 2. **DEFINITIONS**

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

**"Constitution"** means this constitution of the Club.

**"Committee Member"** means a member of the Committee and includes Office Bearers and Appointed Committee Members and any person acting in that capacity from time to time appointed in accordance with this Constitution.

**"Office Bearer"** means a committee member appointed under clause 11.

**"General Meeting"** means a general meeting of Members and includes the Annual General Meeting or any Special General Meeting.

**"Ordinary Resolution"** means:

at a meeting of Members, a resolution passed at a General Meeting by a majority of Members present, entitled to vote and voting; or

at a meeting of the Committee or a sub-committee, a resolution passed by a majority of those present, entitled to vote and voting.

**"Regulation"** means a rule, regulation, by-law or policy made by the Committee under this Constitution.

**"Southern Flinders Football Club"** is the amalgamation of the Laura-Wirrabara Football Club and Rocky River Football Club and is the representative body of the Sport in the communities of Wirrabara, Laura, Gladstone and Georgetown.

**"Special Resolution"** means a resolution passed at General Meeting of the Members if:

(a) at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all Members; and

it is passed at a duly convened meeting of the Members by a majority of not less than three quarters (3/4) of Members present, entitled to vote and voting.

**"Sport"** means the sport of Australian Rules Football.

## 3. **INTERPRETATION**

In this Constitution:

- words importing the singular include the plural and vice versa;
- words importing any gender include the other genders;
- persons include corporations and bodies politic;
- references to a person include the legal personal representatives, successors and permitted assigns of that person; and
- unless the contrary intention appears, a requirement that something is in writing will be met if it is produced by electronic, photographic, lithographic or other means by which it can readily be read and reproduced

#### 4. **OBJECTS**

4.1 The Objects of the Club are to:

- a. encourage, promote and advance the Sport in Wirrabara, Laura, Gladstone and Georgetown;
- b. enter teams of Members in competitions in the Northern Areas Football Association;
- c. affiliate with the Northern Areas Football Association;
- d. maintain and enhance the reputation of the Sport and the standards of play and behaviour of Members; and
- e. undertake and or do other things or activities which are necessary, incidental or conducive to the advancement of these Objects.

#### 5. **POWERS OF THE CLUB**

5.1 For furthering the Objects, the Club has:

- a. the specific rights, powers and privileges conferred on it by section 25 of the Act.

#### 6. **MEMBERS**

##### 6.1 Categories of Members

The Members of the Club consist of:

- a. Life Members; and
- b. Ordinary Members.
- c. Playing Members. These shall be members who play football for the Club and are registered with the appropriate authority.

##### 6.2 Admission of Members

- a. The application must:
  - i. be in a form approved by the Committee;
  - ii. contain any information prescribed by Regulation for an application for membership.

##### 6.3 Discretion to accept or reject application

- a. The Committee Members may accept or reject an application whether the applicant has complied with the requirements in clause 6.2 or not. The Committee Members are not required, nor can they be compelled to provide, any reason for rejection.
- b. Membership begins on the later to occur of:
  - i. acceptance of the application by the Committee Members; or
  - ii. payment of any fees payable by the new Member.

##### 6.4 Membership fees

- a. The annual membership subscription shall be determined by Committee of Management.
- b. On payment of subscription members will be considered to be financial until seven days prior to commencement of the following football season.

##### 6.5 Life members

- a. Life Membership may be granted to a member who has, in the opinion of the Committee of Management rendered outstanding service over a period of years in the interest of the Club. 'The Club' for the purpose of this clause may include Laura-Wirrabara Football Club and Rocky River Football Club.
- b. Any Member may recommend a person for Life Membership by notice in writing to the Committee. A recommendation made under this clause must include a written report outlining the history of services of the nominee.

- c. A person may be appointed a Life Member by Ordinary Resolution put to a Meeting of Committee of Management
- d. A Life Member has all the rights of an Ordinary Member.
- e. A Life Member cannot be required to pay fees or subscriptions

#### 6.6 Obligations of Members

Each Member must:

- a. treat all official, administrators and representatives of the Club and the NAFA with respect and courtesy at all times;
- b. maintain and enhance the standards, quality and reputation of both the Club and the Sport; and
- c. not act in a manner unbecoming of a Member or prejudicial to the Objects or the interests or reputation of the Club, the NAFA or the Sport.

#### 6.7 Register of Members

- a. The Club must keep and maintain a register of Members in accordance with the Act.
- b. In addition to the information required by the Act, the Register may contain such other information as the Committee considers appropriate.
- c. Members must provide the Club with the details required by the Club to keep the register complete and up to date.

#### 6.8 Effect of Membership

- a. The rules of an incorporated association bind the association and all members of the association.
- b. The reference in this clause to the rules of an association extends to rules, by-laws or regulations of the association relating to any matter.
- c. Each Member is also bound by the rules and regulations governing competitions in which the Member participates.

### 7. **CESSATION OF MEMBERSHIP**

#### 7.1 General

A Member ceases to be a Member of the Club if:

- a. the Member dies
- b. the Member resigns from membership or
- c. the Member is expelled from the Club

#### 7.2 Notice of Resignation

- a. A Member may resign from membership of the Club on one month's notice in writing to the Club.
- b. A resigning Member is liable for any outstanding fees or subscriptions which may be recovered as a debt due to the Club.

#### 7.3 Expulsion

- a. Notwithstanding anything to the contrary in these Rules, the Committee of Management may, by notice in writing addressed and handed to any member of the Club, require such member to appear before the Committee to answer a charge of misconduct detrimental to the best interest of the Club. After hearing the member and any evidence that may be given before it, the Committee of Management may, if such charge be proved, disqualify the member for such time as it may determine. For the purpose of this clause the words 'detrimental to the Club' shall include any act or deed done or intended to be done by a member which in the opinion of the Committee of Management the Member has materially breached any of its obligations under this Constitution or the Regulations, as per Clause 24.

- b. A member may not be expelled under this clause unless the Member has been afforded natural justice

#### **7.4 Return of Property**

- a. A Member who ceases to be a Member must not thereafter use any property of the Club and must immediately return to the Club all of the Club's documents, records or other property in the possession, custody or control of the former Member.

#### **7.5 Membership may be Reinstated**

- a. Nothing prevents a former Member from applying for readmission to Membership but, in considering the readmission application the Committee is entitled to take into account the facts and circumstances in which the prior membership (or memberships) ceased.

#### **7.6 Refund of Membership Fees**

- a. Membership fees or subscriptions paid by the former Member will not be reimbursed upon cessation of membership

### **8. POWERS OF THE COMMITTEE**

#### **8.1 General powers of Committee**

- a. Subject to the Act and this Constitution, the business and affairs of the Club must be managed by the Committee which may exercise the powers of the Club for that purpose.
- b. The Committee must perform its functions in the pursuit of the Objects and in the interests of the Club as a whole, having regard to the Club's position in the structure of the Sport in NAFA and their role in supporting the Sport's reputation in the State.
- c. In the case of any question arising not provided for in the Rules, or as to the interpretation thereof, the decision of the Committee of Management shall be acted upon and be conclusive.
- d. A decision of the President or his / her representative on Club matters of policy shall be binding until such time as confirmed or otherwise by the Committee of Management at a Committee Meeting
- e. The Committee may not cause the Club to disaffiliate from the NAFA without an Ordinary Resolution of the Members in General Meeting.
- f. The committee shall appoint a Public Officer for the club as required by the act.

### **9. COMPOSITION OF COMMITTEE**

9.1 The Committee of Management shall consist of Elected and Appointed Members.

#### **9.2 Appointment of Elected Members:**

- a. The Office Bearers of the Club shall consist of the following:
  - i. A President
  - ii. A Senior Vice President
  - iii. A Junior Vice President
  - iv. A Secretary
  - v. An Assistant Secretary
  - vi. A Treasurer
  - vii. An Assistant Treasurer
- b. A maximum of five (5) general committee members
- c. All positions under clauses 9.1a and 9.1b shall be elected annually at the Annual General Meeting and hold office until the AGM of the following year. Retiring office bearers are eligible for re-election if so desired.

### 9.3 Appointment of Appointed Committee members

- a. The Elected Committee Members may appoint any number of persons necessary to further the objects of the club. In appointing Appointed Committee Members, the Elected Committee Members should have regard to which personal skills and experience the Committee thinks will complement the Committee composition.
- b. Appointed committee members shall hold office until the AGM of the following year. Retiring appointed members are eligible for reappointment if so desired.

### 9.4 Grounds for Termination of Committee Member

- a. The office of a Committee member becomes vacant if the 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 Club;
  - (vi) is absent without the consent of the Committee from 3 consecutive meetings of the Committee held during a period of six (6) months;
  - (vii) holds any office of employment with the Club (excluding honorarium);
  - (viii) is directly or indirectly interested in any contract or proposed contract with the Club and fails to declare the nature of his or her interest (and which amounts to a conflict of interest);
  - (ix) is removed by the Members in General Meeting; or
  - (x) would otherwise be prohibited from being a director of a corporation under the *Corporations Act 2001 (Cth)*.
- c. If a Committee Member is removed by resolution of the Members, the Committee Member cannot be reappointed to the Committee as an Appointed Member without a further resolution of Members authorising the appointment.

## 10. ELECTIONS AND NOMINATIONS

### 10.1 Nominations for Elected Committee of Management of the Club

- a. May be in writing or electronic media eg text message, email or facebook, from a financial member of the Club. Such nominations must be in the hands of the Secretary prior to the Annual General Meeting and shall show the consent of the nominee.
- b. Nominations may also be called for from the floor of the Annual General Meeting, from those present.
- c. A retiring committee member shall be eligible to stand for re-election
- d. If the number of nominations received for the Committee does not exceed the number of vacancies to be filled, then those nominated will be declared elected at the Annual General Meeting.
- e. If there are insufficient nominations received to fill all vacancies after being called from the floor, members may nominate persons who have lodged an expression of interest in filling a vacancy with the Committee prior to the AGM. These nominations will be deemed valid where the nominee has lodged an apology of non-attendance at the AGM.

## 10.2 Elections

- a. If at any stage the number of nominations for the Committee exceeds the number of vacancies then to be filled, an election must be conducted at the Annual General Meeting.
- b. Elections must be conducted by secret ballot or in such manner and by such method as may be determined by the chairperson of the Annual General Meeting.
- c. If at the close of the Annual General Meeting, vacancies on the Committee remain unfilled, the vacant positions will be casual vacancies under clause 13.

## 11. SECRETARY / ASSISTANT SECRETARY

- 11.1 The Secretary or Assistant Secretary shall keep correct Minutes of all meetings held by the Club and conduct correspondence under the direction of the Committee of Management. Proper records of Players, Officials, Financial Members and general activities of the Club shall be kept.
- 11.2 An honorarium may be paid to the Secretary annually, the amount to be decided at the Annual General Meeting

## 12. FINANCE / TREASURER

- 12.1 The Treasurer shall receive the contributions of members and all other monies due or payable to the Club as instructed by the Committee of Management and shall keep a correct account and record of the income and expenditure of the Club and shall submit a checked statement at the Annual General Meeting each year
- 12.2 The accounts of the Club shall be checked by a person or persons elected at the Annual General Meeting each year
- 12.3 No monies shall be expended on behalf of the Club without the sanction of the Committee of Management. A Treasurer's report shall be presented at regular general committee meetings.
- 12.4 All cheques and other negotiable instruments shall until the Committee of Management directs otherwise be signed by any two of the following namely
  - a. President
  - b. The Senior Vice President
  - c. The Secretary
  - d. The Treasurer
- 12.5 An honorarium may be paid to the Treasurer annually, the amount to be decided at the Annual General Meeting.
- 12.6 Committee can make decisions to meet industry practices

## 13. CASUAL VACANCIES

- 13.1 The Committee of Management shall appoint a member to fill any vacancy that may occur on any committee or sub-committee and such appointee shall hold office until the Annual General Meeting. The Committee of Management shall fill any position or office that is not filled at the Annual General Meeting.

## 14. MEETINGS

Meetings can be attended by subscribed members. The club has 3 types of meetings; Annual General Meetings, Special General Meetings, and Committee of Management Meetings.



#### 14.1 Annual General Meeting

- 14.1.1 The Annual General Meeting of the Club must be held in accordance with the act and this constitution
- 14.1.2 The Annual General Meeting of the Club shall be held no later than the November in each year
- 14.1.3 Notice of Annual General Meeting to be 14 days prior to meeting date of Annual General Meeting. Call for business to the Secretary to be 1 month prior to meeting date of Annual General meeting
- 14.1.4 An annual Report, Balance Sheet and a Statement of receipts and expenditure shall be submitted. An election of office bearers for the ensuring year shall take place and such other business as shall be deemed necessary.

#### 14.2 Special General Meeting

- 14.2.1 Are special meetings convened to discuss extraordinary issues.
- 14.2.2 The Secretary shall call a Special General Meeting when requested to do so by a majority of the Committee of Management or by twenty (20) members who shall sign such request and shall set forth the purpose of the meeting and must state the definite resolution to be submitted to the meeting.
- 14.2.3 Such Meeting shall be called not less than seven (7) days not more than fourteen (14) days after the receipt of the request. Meeting shall be held within 28 days. A notice of each meeting shall be displayed at the Clubrooms and at such other locations as arranged by the Secretary as soon as convenient. Any extra business to be discussed is at the discretion of the Chairman.
- 14.2.4 Means a resolution passed at General Meeting of the Members if at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all Members; and it is passed at a duly convened meeting of the Members by a majority of not less than three quarters (3/4) of Members present, entitled to vote and voting.

#### 14.3 Committee Meetings

- 14.3.1 The Committee shall meet at least once a quarter as determined by the President but no less than once per month between March and September each year
- 14.3.2 The Secretary shall keep a record of attendance at Committee Meetings. If any Committee member shall be absent from three (3) consecutive Committee Meetings without leave of absence being granted he or she shall be automatically suspended from office. Such suspension may be lifted by a majority vote of the Committee of Management.
- 14.3.3 Attendance by telephone: a committee member may attend a meeting by telephone or other electronic means by which he or she can hear and be heard
- 14.3.4 Decisions of committee: Subject to this Constitution, questions arising at any meeting of the Committee may be decided by Ordinary Resolution. Each committee member has one (1) vote on any question.
- 14.3.5 Special resolution: Resolutions which are passed at meetings of members if: at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all Members; and it is passed at a duly convened meeting of the Members by a majority of not less than three quarters (3/4) of Members present, entitled to vote and voting.
- 14.3.6 Resolutions not in meeting:
  - 14.3.6.1 Subject to clause 14.5 (d), the committee may pass a resolution without a committee meeting being held if all the committee



members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last committee member signs

- 14.3.6.2 For the purposes of clause 15.5 (a), separate copies of a document may be used for signing by those entitled to vote if the wording of the resolution and statement is identical in each copy
- 14.3.6.3 Any document referred to in this clause may be in the form of a facsimile or electronic transmission
- 14.3.6.4 A resolution may not be passed under clause 14.5 (a) if, before it is circulated for voting under clause 14.5 (a), the committee resolve that it can only be put at a meeting of the committee
- 14.3.6.5 A resolution passed under this clause must be recorded in the minutes

## 15. **VOTING**

- 15.1 Financial members will be entitled to attend and vote at all general meetings of the Club during this current period. No person shall vote at any meeting unless membership has been duly paid
- 15.2 At General meetings of the Club voting shall be a majority by show of hands unless a majority present requests a secret ballot. A majority shall be at least two thirds (2/3) of the members present at such meeting.
- 15.3 At Committee of management meeting voting shall be a majority by show of hands unless a majority present requests a secret ballot or poll.
- 15.4 Proxy voting: A Member shall be entitled to appoint in writing a natural person who is also a Member of the Club to be their proxy and attend and vote at any Meeting of the Club.

## 16. **QUORUM**

- 16.1 For General Meetings (including Annual & Special General Meetings) shall be twenty (20) members
- 16.2 For Committee of Management meetings shall be half plus one of committee members

## 17. **SUB COMMITTEE/S**

- 17.1 The Committee of Management may form sub-committee/s to assist in a matter that is consistent with the objects of this Constitution. The membership, purpose, powers, reporting and other accountability requirements of the sub-committee/S shall be determined by resolution of the Committee of Management.

## 18. **RECORDS AND ACCOUNTS**

- 18.1 The club must comply with its obligations under the Act in respect of accounts, records and minutes
- 18.2 The financial year for the club shall be from the 1<sup>st</sup> October – 30<sup>th</sup> September each year

- 18.3 Should the club become a prescribed association with gross receipts exceeding \$500,000 per year, the club will appoint an auditor as per the act.

## 19. APPLICATION OF INCOME

- 19.1 The income and property of the Club must be applied solely towards the promotion of the Objects.
- 19.2 Except as prescribed in this Constitution or the Act, no portion of the income or property of the Club may be paid or transferred, directly or indirectly or whether by way of dividend, bonus or otherwise, to any Member or any associate of a Member.
- 19.3 Subject to clause 22.4, nothing in clauses 22.1 or 22.2 prevents a payment in good faith to any Member:
- a. for any services actually rendered to the Club whether as an employee, Committee Member or otherwise;
  - b. for goods supplied to the Club in the ordinary and usual course of operation;
  - c. for interest on money borrowed from any Member;
  - d. for rent for premises demised or let by any Member to the Club;
  - e. for any reasonable out-of-pocket expenses incurred by the Member on behalf of the Club.
- 19.4 No payment made under clause 22.3 may exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

## 20. ALTERATIONS TO CONSTITUTION

- 20.1 Subject to clause 23.2 this Constitution may be repealed or altered or a new provision may be added by Special resolution passed at a duly convened General meeting, Annual General meeting or Special meeting
- 20.2 If, in the opinion of the Committee, it is necessary to amend this constitution:
- a. To achieve or maintain affiliation of the club with the NAFA;
  - b. To comply with the NAFA constitution and regulations; or
  - c. To achieve or maintain a particular tax status,

The committee may, by Ordinary resolution, make the amendments that it considers necessary for the purpose

## 21. REGULATIONS

### 21.1 Committee to formulate regulations

The committee may make and amend rules, regulations, by-laws, operational guidelines or policies (Regulations) for the proper advancement, management and administration of the Club, the advancement of the purposes of the Club and the sport in South Australia as it thinks necessary or desirable, including without limitation regulations governing:

- a. The conduct of club competitions or events (including but not limited to the rules of competition and codes of conduct);
- b. The conduct of meetings;
- c. The resolution of disputes;
- d. Discipline of members for breaches of this constitution or the regulations; and
- e. Any other matter in respect of which this constitution authorizes the committee to make regulations or which the committee considers is necessary or appropriate for the good governance of the club and its affairs

The regulations must be consistent with the constitution, the NAFA constitution and any regulations made by the NAFA

**21.2 Regulations binding**

All regulations are binding on the club and all members

**21.3 Publication of regulations**

Regulations and any amendments, alterations or other changes to or interpretations of the regulations may be communicated to members by a notice on the club's website or in any journal or publication which is published by or on behalf of the club and which is circulated by the club to the members.

**22. PATRON/S**

22.1 The Club at its Annual General Meeting may appoint annually on the recommendation of the committee a patron or patrons as it considers necessary, subject to approval of that person or persons.

**23. WINDING UP**

23.1 Subject to this constitution, the Club may be wound up or deregistered in accordance with the Act.

23.2 Distribution of assets on winding up

- a. If, on winding up, dissolution or deregistration of the Club and after satisfaction of all the Club's debts and liabilities, there remain surplus assets (as defined in the Act) those surplus assets must not be paid to or distributed amongst the members but must be distributed to another organization or organisations which has objects similar to the objects and a constitution which prohibits the distribution of income and property to members
- b. The organisation or organisations to whom the distribution is to be made under clause 26.1 (a) may be determined by the members in General meeting at or before the time of winding up, dissolution or deregistration, and in default a determination by the members, by a judge of the Supreme Court of South Australia or any other Court that jurisdiction in the matter

**24. SEAL**

24.1 The club shall have a common seal upon in which its full legal name shall appear in legible characters.

24.2 The seal shall not be used without the express authorisation of the committee, and every use of the seal shall be recorded in the minute book of the club. The affixing of the seal shall be witnessed by the President & Secretary