

Barossa Light & Gawler
Football Association Inc

CONSTITUTION

February 2021



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Association

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BarossaLight and Gawler Football Association]

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Clubs

[9 clubs listed]

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Association Constitution

Association	<i>BAROSSA LIGHT & GAWLER FOOTBALL ASSOCIATION</i>
Clubs	<i>ANGASTON BAROSSA DISTRICT FREELING GAWLER CENTRAL KAPUNDA NURIOOTPA ROVER SOUTH GAWLER TANUNDA WILLASTON</i>

1. Meanings

1.1 Definitions

In this constitution:

Board is the governing body of the Association comprising the directors.

President is the person elected as President by the clubs.

community is the combined local community area of the Clubs.

Vice president 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 Association.

Association means the Barossa Light & Gawler Football Association

2. Responsibilities

2.1 Objects

The Association's objects are to:

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

2.2 Powers of Associations

The Association has the powers of a natural person to fulfil its objects. These include the powers set out in Section 25 of the Associations Incorporated Act.

2.3 Discrimination

The Association must not discriminate on the grounds of race, sex, 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 directors are set out in Schedule 2.

3.3 Manage

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

3.4 By-laws

- (a) The Board may make and vary by-laws relating to the advancement and management of the Association.
- (b) The by-laws must be consistent with this constitution.
- (c) By-laws as determined by the Board can be rescinded by the Clubs in general meeting.

4. Indemnity and Insurance

- (a) The Association indemnifies each director, employee, officer and auditor against any liability he or she may incur in connection with:
 - (1) the Association, 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 Association may insure the present and past directors and other officers of the Association against any liability they incur in connection with their position to the extent the law allows.

5. Other Matters

5.1 AFFILIATION

- (a) The Association shall determine annually whether to affiliate with any other body.
- (b) The Association and the Clubs will comply and adopt where practical the rules of any affiliated body.
- (c) When an Affiliated Body has made a determination in relation to a BLGFA affiliated club involving matters of an Affiliated Body's Rules & Regulations , the BLG Board shall not make additional determinations in respect of that club.

5.2 Seal

The Association 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.

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5.3 Minutes

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

5.4 Accounts

The Association must keep proper accounting records of its financial position.

5.5 Auditor

The Association shall appoint an auditor to audit its books and records and report to the Clubs on the financial affairs of the Association.

5.6 Alteration

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

5.7 Non Profit

The assets and income of the Association must be applied solely to further the objects.

5.8 Winding Up

The Association may be wound up in the manner provided for in the Act.

5.9 No Assignment

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

5.10 Contract

This constitution and the by-laws are a contract between the Association 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 Association, 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 Association 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

1. Members

1.1 Existing members

The Clubs are the existing members of the Association.

1.2 New members

Additional Clubs may be admitted into the Association. All applications for admission into the Association must be submitted to the Board.

1.3 Register

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

- (a) its current address and other contact details;
- (b) its club colours

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 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 Association,

it may propose a resolution at a special 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 fees as determined at the AGM. The payment must be made by the 30th June the following year.

4. Meetings

4.1 Calling meetings

- (a) The Board:
 - (1) may call a general or special meeting whenever it thinks fit and
 - (2) must call an annual general meeting between the 1st and the 15th day of December in each year.
- (b) The Board determines the time and place of the meeting.
- (c) The Board must give each Club at least 14 days' notice of any meeting
- (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 special meeting or a general meeting. If the Board does not call a meeting within 30 days of the Clubs' request, the Clubs may themselves and at their expense call a 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 meeting does not invalidate the meeting or a resolution passed at the meeting.

4.2 Chair

The chair for all meetings is:

- (a) the President of the Association or, in his or her absence, the Vice President of the Association.
- (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 shall act as Chair.

4.3 Directors

All directors are expected to attend all general and special meetings.

4.4 Quorum

A quorum for all general and special meetings is not less than half of the Clubs.

4.5 Failure of quorum

- (a) If a quorum is not present at a general meeting or a special 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 another day, time and place as the Board appoints by notice to the Clubs. The Board must give at least 14 clear days' notice of the adjourned meeting;

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- (b) If at an adjourned meeting a quorum is not present within fifteen 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 Representative

- (a) A Club may have two persons as its representative to attend a meeting.
- (b) Only one representative may vote for the Club

4.7 Business of the meeting

- (a) At an annual general meeting the following business shall be addressed
 - (1) receive and consider the financial reports, Board reports, auditor's report and any other reports as determined by the Board
 - (2) elect directors;
 - (3) appoint members to the Association Independent Tribunal;
 - (4) appoint an auditor;
 - (5) confirm the remuneration of the directors and any other person employed by the Board.
 - (6) Endorsement of a home & away match program for the following season and
 - (7) any other business as listed on the agenda
- (b) The Association shall hold a minimum of four (4) general meetings during any calendar year and shall address all business as per the distributed agenda. :

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

4.9 Resolutions

- (a) Each Club 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 he or she sees fit.
- (e) If there is a deadlock, the chair of the meeting has a casting vote.

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- (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 two thirds of the Clubs present and entitled to vote.

Schedule 2

Board

1. BLG Board

- (a) The Board shall consist of a President, and four other persons elected as Directors at the Annual General Meeting. Those elected shall be independent of the clubs and shall hold office for a term of two (2) years – the President and two (2) Directors being elected in 'odd' years and the two other Directors being elected in 'even' years. (A Vice President to be elected from within by the members of the Board.)
- (b) The Board may appoint a person to fill a casual vacancy. Casual vacancy appointments are to be ratified at the next general meeting.

2. Election of Board Members

- (a) The positions shall be advertised at least thirty (30) days prior to the Annual General Meeting with applications closing at least 14 days before the said meeting. A person elected to the board shall not hold an official position with any Club.
- (b) Retiring board members need not be nominated. However they may stand for election again by indicating their intention in writing to the Secretary before nominations close.
- (c) In the event that the minimum number or less of required nominations is received a secret ballot shall be held to determine a candidate's eligibility upon the request by at least one club.

3. Ceasing as a Board Member

3.1 Remove

- (a) The Association may in general meeting remove any board member from office and appoint another person as a replacement. The notice convening the meeting must specify the board member to be removed, the reasons for their removal and the name of the proposed replacement, if any.

3.2 Retirement

- (a) A retiring board member is eligible for re-election.

3.3 Ceasing

A person also ceases to be a board member if they:

- (a) resign;
- (b) is disqualified to act under a relevant law;
- (c) is absent from 3 ordinary consecutive meetings of the Board without leave.

4. Appointment of Officers

- (a) The Board may create positions to assist the Board in the smooth running of its operations. (Included in the By- Laws of the Association)

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- (b) The Board shall appoint a public officer of the association

5. Board Meetings

5.1 Meetings

- (a) Unless otherwise determined, ordinary meetings of the Board shall be on a monthly basis with a maximum of 11 meetings per calendar year.
- (b) All scheduled meetings must specify the time, place and agenda for the meeting.
- (c) At least 14 days' notice must be given of all Board meetings, unless a majority of the directors waive this requirement.

5.2 Chair

- (a) The President and in his absence, the Vice President is chair of Board meetings.
- (b) If the President or the Vice President is not present, the Board may elect one of the other directors to chair the meeting.

5.3 Quorum

The quorum for a Board meeting is not less than three board members.

5.4 Power

- (a) The Board has power to develop policy, administer, make decisions and control the affairs of the Association.
- (b) A Decision/By-Law made by the Board can be confirmed or rescinded at a meeting of Clubs.

5.5 Decisions

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

6. -Resolutions outside of a meeting

- (a) The Board may pass a resolution without a meeting if the majority of the Board are in favour of the resolution. The resolution made is to be confirmed in writing and tabled at the next board meeting.

7. Delegation

- (a) The Board may delegate its powers to sub-committees or employees of the Association.
- (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.

8. Defects

- (a) A defect in the appointment of a board member does not invalidate an act of the Board.

9. Remuneration

- (a) Board members may be paid out of the funds of the Association by way of remuneration for their services. Such sum as is from time to time endorsed by the Association at the annual general meeting.