

Constitution

MALLEE FOOTBALL LEAGUE

Adopted: 19-2-2018

Reviewed:

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**League** MALLEE FOOTBALL LEAGUE

**Clubs**

Border Downs Tintinara Football Club

Karoonda Districts Football Club

Lameroo Football Club

Murrayville Football Club

Peake & District Football Club

Pinnaroo Football Club

1. **Meanings**

**1.1** **Definitions**

In this constitution:

***Board*** is the governing body of the League comprising the directors.

***Chairman*** is the person elected as Chairman by the Board.

***community*** is the combined local community area of the Clubs.

***Deputy Chairman*** is the person elected as Deputy Chairman 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) cooperate with other sporting associations in promoting sport and associated activities within the community.

**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.

**2.3 Discrimination**

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

**1.**

**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 Members manage the affairs and control the funds and property of the League.

The Board shall have power to make decisions on behalf of Members when it is deemed inappropriate to call a General Meeting.

**3.4 By-laws**

(a) The Members 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.

**4. 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.

**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 directors must witness the affixation of the seal by signing the document.

**2.**

**5.3 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 chairman of that meeting or its previous meeting.

**5.4 Accounts**

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

**5.5 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.

**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 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 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.

**3.**

**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 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 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.

**4.**

**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 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) 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 chairman for general meetings is:

(a) the Chairman or, in his absence, the Deputy Chairman.

(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 Directors**

The directors may attend a general meeting.

**4.4 Quorum**

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

**4.5 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 Clubs' representatives present are a quorum and may transact the business for which the meeting was called.

**5.**

**4.6 Representative**

(a) A Club must appoint a person and 2 proxys as its representative to attend a general meeting.

(b) Only the representative may vote for the Club.

(c) The appointments must be advised at AGM Part 1.

(d) The appointment expires 12 months from its date of execution.

**4.7 Observer**

(a) A Club may appoint 1 person (Proxy) 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.

**4.8 Business of the meeting**

(a) An annual general meeting may:

(1) receive and consider the financial reports, Board reports and auditor's report;

(2) elect directors;

(3) appoint members to the League Independent Tribunal;

(4) appoint and remove the auditor; and

(5) fix the remuneration of the directors and auditor.

(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).

**4.9 Procedure**

(a) The chairman 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.

**6.**

**4.10 Resolutions**

(a) Each Club has one vote.

(b) A resolution is decided on a show of hands unless a poll is demanded by the chairman of the meeting or a Club.

(c) A declaration by the chairman of the meeting that a resolution is passed or lost is conclusive evidence of that fact.

(d) If a poll is demanded, the chairman 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 chairman 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 Clubs 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.

**5. Written Resolutions**

(a) The League may pass a resolution without a meeting if all Clubs 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 Clubs.

(c) The resolution is passed when the last Club signs.

**7.**

**Schedule 2**

**Board and Directors**

**1. Board**

(a) The Board consists of:

(1) up to 2 special directors independent of the Clubs; and

(2) between 5 and 7 ordinary directors (3 being President, Secretary & Senior Vice President).

(b) The Board may determine the number of directors from time to time.

**2. Directors**

**2.1 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.

**2.2 Ordinary directors**

(a) The League elects ordinary directors at an annual general meeting.

(b) The Board may appoint a person to fill a casual vacancy.

**2.3 Term**

(a) If an ordinary director is appointed by the Board, the director’s term:

(1) starts on appointment, unless otherwise specified; and

(2) ends at the end of the annual general meeting immediately after the appointment, unless ended sooner under this Constitution.

(b) If a director is elected at a general meeting, the director’s term:

(1) starts at the end of the general meeting; and

(2) ends at the conclusion of the annual general meeting at which the Director retires unless ended sooner under this Constitution.

**3. Election of Directors**

(a) The Board must call for nominations for the election of directors at least 14 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) A retiring director need not be nominated. The retiring director may stand for election again by indicating his or her intention in writing to the Board before nominations close.

(d) 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.

(e) If the number of proposed candidates exceeds the number of positions to be filled, a vote must be taken at the annual general meeting.

(f) 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.

**8.**

**4. Ceasing as Director**

**4.1 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 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.

**4.2 Retirement**

(a) At each annual general meeting:

(1) one half of the ordinary directors, or if there is not a multiple of two, then the number nearest one half; and

(2) any other director not in this one half who has been a director for 2 or more years,

must retire.

(b) The directors to retire are those who have been Directors the longest since their last election. As between persons last elected as Directors on the same day, those to retire must be determined by lot, unless they agree otherwise.

(c) A retiring director is eligible for re-election.

**4.3 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.

**5. Chairman**

(a) The directors may elect any one of their number to be chairman and deputy chairman respectively and may determine the period for which they hold office.

(b) The Chairman must be an ordinary director independent of the Clubs.

(c) The Chairman and Deputy Chairman 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.

**9.**

**6. Appointment of Officers**

(a) The Board 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 Board may appoint an auditor.

**7. Board Meetings**

**7.1 Calling Meetings**

(a) The Chairman or any 2 directors may convene meetings of the Board.

(b) The person calling the meeting must specify in a notice to the other directors the time, place and agenda for the meeting.

(c) At least two 2 days' notice must be given of all Board meetings, unless a majority of the directors waive this requirement.

**7.2 Chairman**

(a) The Chairman and in his absence, the Deputy Chairman, is chairman of Board meetings.

(b) If the Chairman or the Deputy Chairman is not present, the Board may elect one of the other directors to chair the meeting.

**7.3 Quorum**

The quorum for a Board meeting is not less than half of the directors.

**7.4 Power**

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

**7.5 Decisions**

(a) The Board will decide all matters by a majority of votes.

(b) If there is deadlock, the chairman of the meeting has a casting vote.

**7.6 Use of technology**

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

**8. Written Resolutions**

(a) The Board 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.

**10.**

**9. 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.

**10. Defects**

A defect in the appointment of a director does not invalidate an act of the Board.

**11. Director’s Remuneration**

(a) The directors may be paid out of the funds of the League by way of remuneration for their services as directors the sum as is from time to time fixed by the League at an annual general meeting.

(b) The remuneration must be divided among the Directors in the manner and proportions as the Board may determine and, in default of determination, equally.

(c) The directors 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.

**12. Director’s Interests**

**12.1 General**

(a) A director is not disqualified, by virtue of his or her position as director 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 directors as officers of the entity;

(3) contracting with the League.

(b) 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.

**12.2 Effect of Breach**

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.

**12.3 Execution of Documents**

A director may despite the director’s interest, participate in the execution of any instrument by or for the League.