



**CONSTITUTION OF THE**

**BAROSSA, LIGHT AND GAWLER**

**UMPIRES ASSOCIATION**

## CONSTITUTION REVISIONS

Release	Date	Author(s)	Summary of Changes
0.1	13/04/2005	Mark Pfitzner Jim Goode	First draft
1.0	18/05/2005	Mark Pfitzner Jim Goode	First release
1.1	10/03/2006	Mark Hermann	Updated document formatting
2.0	24/03/2006	Mark Hermann	Second release
2.1	17/10/2008	Mark Hermann Martin Kennedy Zenon Okunieff	Review proposing changes based on feedback from Mark Hermann, Martin Kennedy and the BL&GFA (Zenon Okunieff)
2.2	28/11/2008	Mark Hermann	Minor tweaking before the Annual General Meeting to allow real-time approval and document changing
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2.4	21/04/2009	Mark Hermann	Updated based on Committee determining new definitions for Associate Member and around Life Membership
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4.0	09/04/2010	Mark Hermann	Fourth release
5.0	21/12/2012	Duncan Cruse	Fifth Release (changes to Sections 3 and 9 in relation to Not for Profit and Dissolution Surplus)
6.0	26/02/2015	Duncan Cruse	Sixth Release (changes to Section 2.6 – Life Membership)
7.0	24/11/2021	Ethan White	Seventh Release (update document to Consumer & Business Services requirements)
7.1	30/11/2022	Ethan White	Updated Section 5.4(a) from motion passed at Annual General Meeting held on 30 November 2022.

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## SECTION 1: NAME

The name of the incorporated association is 'Barossa, Light and Gawler Umpires Association Incorporated,' referred to herein as 'the association'.

## SECTION 2: DEFINITIONS

In this constitution, unless there is something in the context inconsistent therewith, the following interpretation shall apply:

- (a) **Association** means the Barossa, Light and Gawler Umpires Association Incorporated
- (b) **Rules** means the Constitution of the Association
- (c) **League** means the Barossa, Light and Gawler Football Association
- (d) **BLGW** means the Barossa, Light and Gawler Women's League
- (e) **Committee** means Umpires Committee
- (f) **President** means President of the Committee
- (g) **Vice President** means Vice President of the Committee
- (h) **Secretary** means Secretary of the Committee
- (i) **Treasurer** means Treasurer/Paymaster of the Committee
- (j) **Executive Committee** means the President, Vice President, Secretary and Treasurer
- (k) **Coaches** means the Umpire's Coach(es), as appointed by the League
- (l) **Member** means Financial Member of the Association
- (m) **Field** means Field Umpire
- (n) **Boundary** means Boundary Umpire
- (o) **Matches** means all football matches played during the League and BLGW football seasons, including Senior games, Junior games, and women's games.
- (p) **In writing** and **written** means and includes email, printing, or other means of representing or reproducing words in a visible form
- (q) **The Act** means the *Association's Incorporation Act 1985*

## SECTION 3: OBJECTS OF THE ASSOCIATION

The objects of the association are:

- (a) To promote Australian Rules Football and Umpiring of Australian Rules Football,
- (b) To promote harmony amongst its members and in conjunction with the Barossa, Light and Gawler Football Association and Barossa, Light and Gawler Women's League in the development and presentation of the game.

## SECTION 4: POWERS OF THE ASSOCIATION

The association shall have all the powers conferred by section 25 of the Act to further the objects of the association.

## **SECTION 5: MEMBERSHIP**

### **5.1 ADULT MEMBER**

By paying the set membership fee fixed at the previous year's Annual General Meeting, any person who is an umpire of the association over the age of eighteen (18) years may become an Adult / Full Member of the Association. Such persons will have voting rights at meetings and be eligible to stand for any elected position within the association.

### **5.2 JUNIOR MEMBER**

By paying the set membership fee fixed at the previous year's Annual General Meeting, any person who is an umpire of the association under the age of eighteen (18) years or a Full Time Student may become a Junior Member of the association. Such persons will have voting rights at meetings and be eligible to stand for any elected position within the Association.

### **5.3 ASSOCIATE MEMBER**

By paying the set membership fee fixed at the previous year's Annual General Meeting, any person may become an Associate Member of the association. Such persons will have voting rights at meetings and be eligible to stand for any elected position within the association.

### **5.4 LIFE MEMBER**

- (a) Life Membership entitles the member to benefits as determined by the Committee, without paying Financial Membership for their lifetime.
- (b) To qualify for and receive Life Membership with the Association, a person must have had a minimum of fifteen (15) years' service to umpiring with the Barossa, Light and Gawler Football Association, Barossa, Light and Gawler Women's League, Gawler and Districts Football League or Barossa and Light Football Association.
- (c) A year's service to umpiring may include but not be limited to:
  - i. Umpiring for a year with a commitment to officiating in a minimum of ten (10) games per season.
  - ii. Given service to the above-mentioned association's and/or leagues in roles other than umpiring by holding positions such as president, vice president, secretary, treasurer, coach, treasurer or committee member.
- (d) Additional criteria to be considered are that the person should not bring the Association or their fellow umpires into disrepute.
- (e) In the year of being eligible for Life Membership based on the above criteria, the secretary of the association will bring forward the person's name to the committee by the 31<sup>st</sup> day of July, so that they can deliberate on the granting of Life Membership. If successful, the Life Membership will be presented at an end of year function.
- (f) An unsuccessful Life Membership submission will be automatically reconsidered the following year by the committee. If, in the event that a person believes they should have received Life Membership in a given year, they can submit a letter in writing to the secretary of the association within fourteen (14) days of the end of year function for consideration in the following year.

## **5.5 SUBSCRIPTIONS**

- (a) The subscription fees for membership shall be such sum as the members shall determine from time to time in the Annual General Meeting.
- (b) The subscription fees shall be payable annually, by a time that the committee determines.
- (c) Any member whose subscription is outstanding for more than ninety (90) days after the due date for payment shall cease to be a member of the association, provided that the committee may reinstate such a person's membership on such terms as it thinks fit.
- (d) All Adult, Junior and Associate Members shall be members of the association for one (1) year, the term of which commences on the 1st day of December and concludes on the 30th day of November of the following year for the period of time the fee has been paid.

## **5.6 RESIGNATIONS**

A member may resign from membership of the association by giving written notice to the secretary of the association. Upon any person ceasing to be a member of the association for any reason whatsoever, the resigning member shall not be entitled to the return of their membership subscription or any portion thereof.

## **5.7 REGISTER OF MEMBERS**

A register of members must be kept and contain:

- (a) the name of each member
- (b) the email address of each member
- (c) the phone number of each member
- (d) the date on which each member was admitted to, or resigned from, the association
- (e) the date of and reason(s) for termination of membership (if applicable).

## **5.8 TEN YEAR SERVICE AWARD**

Any member who gives a total of ten (10) years' service to the association will be presented with a ten (10) year service certificate.

## **5.9 EXPULSION OF A MEMBER**

Membership previously granted may be revoked if any member's conduct is discreditable or injurious to the character or interests of the association. For membership to be revoked, it shall require a majority vote of the committee for such an action. Voting to be by secret ballot and to be conducted by the association's appointed Returning Officer. Before membership can be revoked, the member in question shall be given the opportunity to defend themselves to justify or explain their conduct and/or actions.

# **SECTION 6: THE COMMITTEE**

## **6.1 POWERS & DUTIES**

- (a) The affairs of the association shall be managed and controlled by a committee which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the

association, and are not by the Act or by these rules required to be done by the association in general meeting.

- (b) The purpose of the committee is to provide strong, efficient, and effective leadership of the association and to ensure the objects of the association are met.
- (c) The committee has the management and control of the funds and other property of the association.
- (d) The committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the association on which these rules are silent.

## **6.2 APPOINTMENT**

- (a) The committee shall be comprised of a president, vice president, secretary, treasurer and at least one (1) other committee member, but no more than six (6) other committee members to represent the interests of the members.
- (b) All elected committee members must be members of the association.
- (c) The coaches shall automatically be appointed committee member(s).
- (d) A committee member shall be a natural person.
- (e) All committee members are to be elected for a one-year term by the available registered members at the Annual General Meeting of the previous year.
- (f) The term of the committee and each committee member shall commence at their election at the Annual General Meeting and conclude when a new committee is elected at the following year's Annual General Meeting.
- (g) The committee may appoint a member to fill a casual vacancy, excluding the coaches, and such a committee member shall hold office until the next Annual General Meeting of the association.

## **6.3 EXECUTIVE COMMITTEE**

- (a) The president is to chair all meetings of the committee, ensure and assist all committee members fulfil their responsibilities for the association, prepare a report of the activities of the association to be presented to members at the Annual General Meeting and undertake tasks at the request of the committee and members. The president shall be the Public Officer of the association. The president is accountable to the association members.
- (b) The vice president is to chair meetings of the committee in the absence of the president, assist the president and other committee members in their duties as required and undertake tasks at the request of the president and committee. The vice president is accountable to the president. If the office of president becomes vacant, the vice president becomes president, and shall hold office until the next Annual General Meeting of the association. The role of vice president is then filled by the committee as per section **6.2 (g)**.

- (c) The secretary shall record and distribute minutes of all meetings, provide secretarial support to the committee, receive, and collect all correspondence in accordance with the direction of the committee and undertake tasks at the request of the president and committee. The secretary shall be the Returning Officer of the association. The secretary is accountable to the president.
- (d) The treasurer is to ensure all expenditures are done within the association's capacity, issue payslips to members, keep account of all income and expenditure, provide a financial report to the committee at committee meetings, prepare a comprehensive report for the financial activities of the association to be presented to members at the Annual General Meeting and undertake tasks at the request of the president and committee. The treasurer is accountable to the president and the League. The League shall be responsible for the remuneration of the treasurer, for their capacity in the role of payroll officer.
- (e) The president, secretary and treasurer are to be entitled to an honorarium paid by the association, with the amount of the honorarium to be determined at the previous year's Annual General Meeting.
- (f) Further roles and tasks may be assigned to other committee members, as the committee determines.

#### **6.4 THE COACHES**

- (a) There shall be a minimum of one (1) umpire's coach, one of whom shall be the Senior Coach.
- (b) The coaches must be members of the association.
- (c) The League will appoint and remunerate the Coaches.
- (d) The Coaches will be responsible for:
  - i. Umpire appointments of all minor round, association, and major round matches
  - ii. Providing the umpiring panel with appropriate levels of fitness, direction, and feedback
  - iii. Ensuring umpires accreditation courses are conducted
  - iv. Liaising with the League's football clubs
  - v. Recruiting new Umpires
  - vi. Observing Umpires
  - vii. Acting as a liaison with the Regional Umpire Director who is responsible for the League
- (e) The Senior Coach shall act as a liaison between the League and the association.
- (f) The Coaches shall each year appoint an Umpires Selection Panel, consisting of the Coaches and member(s) of the association, who will be responsible for the appointment of:
  - i. Field Umpires for all grades of Minor Round and Major Round matches
  - ii. Boundary Umpires for senior grades in the Minor Round
  - iii. Boundary Umpires for all grades in the Major Round

## **6.5 PROCEEDINGS OF COMMITTEE**

- (a) The committee shall meet for the dispatch of business at least four (4) times in their term.
- (b) At least seven (7) clear days' notice of any meeting shall be given by the secretary to the committee members. Such notice shall specify the date, time, and location of the meeting.
- (c) If both the president and vice president are absent at a committee meeting, a chair shall be elected from one of the committee members, by the committee members.
- (d) Questions arising at any meeting of the committee shall be decided by a majority of votes, and in the event of equality of votes the chair of the meeting shall have a casting vote in addition to a deliberative vote.
- (e) A quorum for a meeting of the committee shall be one half of the members of the committee. If a quorum is not met within half an hour of the appointed time of such meeting, the meeting shall lapse.
- (f) A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract with the association must disclose the nature and extent of that interest to the committee as required by the Act and shall not vote with respect to that contract or proposed contract. The member of the committee must disclose the nature and extent of their interest in the contract at the next Annual General Meeting of the association.
- (g) Umpires appointed to all minor round matches will receive remuneration determined in consultation with the committee and League. Remuneration of umpires appointed to all matches will be the responsibility of the League.

## **6.6 DISQUALIFICATION OF COMMITTEE MEMBERS**

The office of a committee member shall become vacant if a committee member is:

- (a) disqualified from being a committee member by the Act
- (b) the committee member states in writing to the secretary, their intent to resign from their position as a committee member
- (c) expelled as a member under these rules
- (d) permanently incapacitated by ill health
- (e) absent without apology from more than four (4) committee meetings in a financial year

## **SECTION 7: THE SEAL**

The association shall have a common seal upon which its corporate name shall appear in legible characters. The seal shall not be used without the express authorisation of the committee, and every use of the seal shall be recorded as minutes of the association. The affixing of the seal shall be witnessed by no less than two (2) members of the Executive Committee. The common seal shall be the responsibility of the secretary.

## **SECTION 8: MEETINGS**

### **8.1 ANNUAL GENERAL MEETINGS**

- (a) The committee shall call an Annual General Meeting in accordance with the Act and these rules.
- (b) The Annual General Meeting of the association shall be held no later than the 30<sup>th</sup> day of November. If a quorum of Members is not reached or the Annual General Meeting is unable to be held due to unforeseen circumstances, the Annual General Meeting is to be rescheduled by the committee, to be held as soon as possible.
- (c) The order of the business at the Annual General Meeting shall be:
  - i. The confirmation of the minutes of the previous Annual General Meeting and of any Special General Meeting held since that meeting
  - ii. The consideration of the accounts and reports of the committee
  - iii. The election of committee members
  - iv. Any other business requiring consideration by the association in a general meeting

### **8.2 SPECIAL GENERAL MEETING**

- (a) The president or vice president may call a Special General Meeting of the association at any time.
- (b) Also, upon a requisition in writing of not less than ten (10) of the total number of members of the association, the president shall, within one month of the receipt of the requisition, convene a Special General Meeting for the purpose specified in the requisition. Every requisition for a Special General Meeting shall be signed by the relevant members and shall state the purpose of the meeting.

### **8.3 NOTICE OF GENERAL MEETINGS**

- (a) Fourteen (14) clear days of any meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- (b) Notice of a meeting at which a special resolution is to be proposed shall be given at least twenty-one (21) days to members prior to the date of the meeting.
- (c) A notice shall be given by the secretary to any member by serving the member with the notice personally, or by sending it by email or post to the address appearing in the register of members.

### **8.4 PROCEEDINGS AT GENERAL MEETINGS**

- (a) Ten (10) members present shall constitute a quorum for the transaction of business at any general meeting.
- (b) If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse.
- (c) The president shall preside as the chair at a general meeting of the association.

(d) If the president is not present within five minutes after the time appointed for holding the meeting, or they are present but decline to take or retires from their position, the vice president shall chair the meeting. If the vice president is not present at the meeting, or they are present but decline to take or retires from their position, the members may elect one of their own numbers to be the chair of that meeting.

#### **8.5 VOTING AT GENERAL MEETINGS**

(a) Subject to these rules, every member of the association has only one vote at a meeting of the association.

(b) Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person.

(c) Unless a poll is demanded by at least five (5) members, a question for decision at a general meeting must be determined by a show of hands.

(d) The election of all officers shall be by secret ballot.

(e) Voting by proxy and postal voting is not permitted.

#### **8.6 POLL AT GENERAL MEETINGS**

(a) If a poll is demanded by at least five (5) members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.

(b) A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

#### **8.7 SPECIAL AND ORDINARY RESOLUTIONS**

(a) A special resolution as defined in the Act.

(b) An ordinary resolution is a resolution passed by a simple majority at a general meeting.

### **SECTION 9 : MINUTES**

(a) Proper minutes of all proceedings of general meetings of the association and of meetings of the committee, shall be entered within one month after the relevant meeting in minute books, either electronically or physically, by the secretary.

(b) The minutes kept pursuant to this rule must be confirmed by the members of the association or the members of the committee (as relevant) at a subsequent meeting.

(c) The minutes kept pursuant to this rule shall be signed by the chair and secretary of the meeting at which the proceedings took place or by the chair and secretary of the next succeeding meeting at which the minutes are confirmed.

- (d) Where minutes are entered and signed, they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.
- (e) Members may request, in writing to the secretary, a copy of the minutes from general meetings and committee meetings.

## **SECTION 10: FINANCIAL REPORTING**

### **10.1 FINANCIAL YEAR**

The financial year of the association shall commence on the 1<sup>st</sup> day of November and conclude on the 31<sup>st</sup> day of October.

### **10.2 ACCOUNTS TO BE KEPT**

The association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the association in accordance with the Act.

## **SECTION 11: PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS**

The income and capital of the association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the association.

## **SECTION 12: RULES**

- (a) This shall be the only Constitution of the association and shall be come into force forthwith and shall not be altered, varied, added to, or repealed unless two-thirds of members present and eligible to vote at the Annual General Meeting or at a Special General Meeting convened for that purpose, are in favour of such alteration, variation, additional or repeal. Notice of motion of any alteration of these rules must be lodged with the secretary no less than seven (7) clear days prior to the Annual General Meeting or Special General Meeting of the association.
- (b) The alteration shall be registered with Consumer and Business Services which administers the Corporate Affairs Commission, as required by the Act.
- (c) The registered rules shall bind the association and every member to the same extent as if they have respectively signed and sealed them and agreed to be bound by all of the provisions thereof.

## **SECTION 13: WINDING UP**

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

## **SECTION 14: APPLICATION OF SURPLUS ASSETS**

- (a) If after the winding up of the association there remains 'surplus assets' as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members.
- (b) Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.

This Constitution was approved by members at the Annual General Meeting held on 30 November 2022