

SOUTH AUSTRALIAN AMATEUR FOOTBALL LEAGUE

Annexure A



CONSTITUTION

As amended

Lodged with the Office of Consumer and Business Affairs on: 30 January 2023

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1. NAME OF THE LEAGUE

- 1.1 The name of The League shall be “The South Australian Amateur Football League (Incorporated)” hereinafter referred to as “The League”. The League shall consist of Member Clubs herein after referred to as Member Club or Member Clubs

2. OBJECTS OF THE LEAGUE

- 2.1 Objects for which The League is established are:-

2.1.1 To provide and promote an opportunity for all people to participate in every aspect of Australian football in an accessible, safe, healthy environment.

2.1.2 To arrange, control and manage football matches and competitions between the Member Clubs of The League and against teams representing other Football Associations or Leagues.

2.1.3 To administer and control Australian Football and to settle all questions and disputes on any matters relating thereto.

3. POWERS OF THE LEAGUE

For the purpose of effecting such objects, The League is hereby empowered:-

- 3.1 To purchase, take or lease, licence or in exchange hire or otherwise acquire any real or personal property or any rights and privileges which may be deemed necessary or convenient for any of the objects of The League.
- 3.2 To construct, maintain and alter any buildings or premises necessary or convenient for the purpose of The League.
- 3.3 To sell, improve, manage, develop, exchange, lease, mortgage, place under option, dispose of, turn to, account or otherwise deal with either absolutely conditionally or for any limited interest all or any part of the undertaking or property and rights of The League with power on any sale to allow any time or times for the payment of the whole or any part of the purchase money arising from such sale either with or without interest in the meantime and if with interest then at such rate or rates as The League may deem appropriate and either with or without security and if with security then with such security as The League may deem appropriate.
- 3.4 To borrow or raise money in such manner as The League may deem appropriate for any of its objects and in particular by mortgage or by the issue of debentures (determinable or perpetual) or other securities of The League, with power if deemed appropriate to change such mortgage, debentures or other securities upon the floating assets or upon all or any of the property of The League at present or in the future.
- 3.5 To invest any moneys of The League not immediately required for any of its objects in such manner as may from time to time be determined.

3.6 To grant, create and transfer or reserve such easements or right of way for drainage, light, air or support or any other easements of any kind whatsoever over upon of affecting the property of The League or any part or parts thereof as to The League may appear necessary or expedient and to surrender or accept the surrender of any easement.

- 3.7 To subscribe money for patriotic, religious, charitable or benevolent purposes or for any public or general or useful objects.
- 3.8 To enter into any amalgamation, affiliation or alliance with or to communicate with or subscribe to or to promote or assist in the promotion of any company, firm, association or league whether incorporated or unincorporated having objects similar to or calculated to further the objects of The League and to acquire shares and interests in or lend money upon debentures or otherwise to any such company, firm, association or league.
- 3.9 To acquire or undertake the whole or any part of the business property and liabilities of any person, firm, company, association or league having objects similar to those of The League, or carrying on any business which The League is authorised to carry on, or possessed of property which The League may consider suitable for the purposes thereof.
- 3.10 To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable instruments or documents necessary for carrying out all or any of the objects of The League.
- 3.11 To accept or take any security for any debt or liability to The League or any property real or personal in or towards payment or satisfaction of any such debt or liability.
- 3.12 To enter into any arrangements with any Governments, municipalities or other corporations or public bodies or any of them and to obtain any rights privileges and concessions which The League may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- 3.13 To take out and effect such insurances as may be deemed necessary for the purpose of The League.
- 3.14 To raise money by calls or otherwise from Member Clubs for the promotion of The League and for the objects referred to in this Constitution.
- 3.15 To print and publish and/or assist any newspaper, periodicals, books, leaflets which The League deem appropriate and desirable for the promotion of its objects.
- 3.16 To apply for, hold, renew, transfer, remove or otherwise deal with any licence or permit pursuant to the current Liquor Licensing Act as amended or any amendments thereto or re-enactment thereof, provided always that The League shall comply with the provisions of such Act in so far as The League is required so to do for the purposes of it holding, receiving, transferring, removing or otherwise dealing with such licence or permit.
- 3.17 To undertake and execute any Trusts which are directly or indirectly conducive to any of the objects of The League.

- 3.18 To appoint, employ, dismiss and suspend such officials as it may deem appropriate and to pay any such official, such salary or honorarium as it may determine from time to time.
- 3.19 To enter into any contract of employment with any person for such period and on such terms as it may deem appropriate.
- 3.20 To appoint such committees and sub-committees consisting of one or more persons as it may deem appropriate and to delegate any of its powers to any such committee to better regulate the rules and conditions promoting football competitions and The League.
- 3.21 To arrange the times and places and conditions under which all matches promoted by The League shall be played.
- 3.22 To deal as it may deem appropriate with any Member Club or any representative of a Member Club or any official of The League guilty of a contravention of the Constitution of The League or the Rules made there under or of deliberately giving false or misleading evidence or concealing material evidence relating to any matter before The League or any committee or sub-committee or official of The League.
- 3.23 To promote and maintain a headquarters for The League for the use of Member Clubs
- 3.24 To define the qualification by which each applicant club may enter The League.
- 3.25 To make rules and conditions under which the players may play and the conditions upon which an applicant club may enter the competition.
- 3.26 To hear and determine any allegation or complaint or charge involving a breach of these Rules or the Laws of the Game or in respect of any matter affecting the interests of the game or of The League which may be made against Member Clubs with full power to inflict fines or penalties by way of censure, suspension, expulsion, disqualification or in any other matter whatsoever for the breach of any of these Rules or of the Laws of the Game.
- 3.27 To hear and determine any dispute or matter relating to or arising out of the Rules or the Laws of the Game in which The League or any of the Member Club shall be concerned or which, having been submitted to The League by any other body, is considered by The League to be a dispute or matter upon which, in the interests of the game, a determination should be given.
- 3.28 To make regulations, by-laws and standing orders not inconsistent with these Rules and to rescind, alter, vary or add to such regulations, by-laws and standing orders.
- 3.29 To do all such other lawful things as are incidental or conducive to the attainment of the above objects.

4. INCOME AND PROPERTY

4.1 The income and property of The League whensoever derived shall be applied solely towards the operation of the objects of The League as set forth in this Constitution and save where it is otherwise expressly provided in this Constitution no portion of such income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of gift to the Member Clubs of The League. Provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of The League or to any Member Club of The League in return for any services actually rendered or work and labour done for The League, provided further that nothing herein shall prevent the payment of interest on money advances by any Member Club of The League or reasonable and proper rent for premises demised or let by any Member Club of The League to The League, but so that no Member Club of any committee or sub-committee formed under the provisions of this Constitution shall be appointed to any salaried office of The League, or any office of The League paid by fees, and that no remuneration or other benefit in money or moneys worth shall be paid or given by The League to any member of such committee or sub-committee except repayment of out of pocket expenses and interest at the rate aforesaid on money lent or reasonable or proper rent for premises demised or let to The League.

5. MEMBERSHIP OF THE LEAGUE

5.1 Membership of The League shall comprise each of those Member Clubs as at 31st October of each year pursuant to Clause 6 and or Clause 7.

5.1.1 Such Member Club is one that participated in a competition of The League the season prior to the season it seeks affiliation and fielded a minimum of two (2) senior men's teams, is not considered unfinancial, expelled or suspended from The League in accordance with the Rules and Regulations of The League.

6. MEMBERSHIP: NEW ADMISSIONS

6.1 Any club desirous of playing Australian Football may make application for admission to The League.

6.2 Each application made in accordance with Clause 6.1 above shall be considered by the Executive Committee and accepted or rejected at the sole discretion of the Executive Committee.

6.3 All applications for membership shall be made and determined in accordance with the provisions of the Rules and Regulations of The League relating to such applications.

6.4 The decision of the Executive Committee shall be final and there shall be no appeal against that decision.

6.5 The League may at its discretion offer an Associate Membership to a nominating club.

6.5.1 Such Associate Member is ineligible to debate or vote on League business.

7. RENEWAL OF MEMBERSHIP

- 7.1 Each Member Club seeking renewal of its membership with The League shall make application for renewal of its membership.
 - 7.1.1 Such Member Club is one that participated in a competition of The League the season prior to the season it seeks affiliation and fielded a minimum of two (2) senior men's teams, is not considered unfinancial, expelled or suspended from The League in accordance with the Rules and Regulations of The League.
- 7.2 Each application made in accordance with Clause 7.1 above shall be considered by the Executive Committee and accepted or rejected.
- 7.3 All applications for renewal of membership shall be made and determined in accordance with the provisions of the Rules and Regulations of The League relating to such applications.
- 7.4 Any Member Club whose application is rejected by the Executive Committee may appeal to the General Committee against such decision.

8. GENERAL COMMITTEE

- 8.1 There shall be a General Committee of The League.
- 8.2 The General Committee of The League shall comprise one Delegate from each Member Club. The representatives to the General Committee shall herein after be referred to as Delegate or Delegates and from an Associate Member Club.
- 8.3 Subject to the provisions of this Constitution, the Delegate from each Member Club to the General committee shall hold office from the day of their appointment until such time as their successor is appointed or their club ceases to be a Member Club of The League or no longer fulfils the requirements to be a Delegate as provided in this Constitution provided always that the Member Club shall have the right to remove at any time and from time to time its Delegate to the General Committee and shall be entitled to nominate a Delegate in place of any Delegate so removed.
- 8.4 Each Member Club shall before the Annual General Meeting each year notify in writing to the Chief Executive Officer of The League the names of their Delegate and Alternate Delegate to the General Committee and the name of any replacement Delegate or Alternate Delegate made by such club. A Member Club that does not submit the name of their Delegate or Alternate Delegate shall be ineligible to debate or vote on any League Business until such name is submitted to The League.
- 8.5 An Associate Member Club shall be entitled to nominate a Delegate and Alternate Delegate, but such delegate is ineligible to debate or vote on any League business.
- 8.6 The General Committee shall have those duties and powers as are accorded to and by The League by the Constitution and the Rules and Regulations made hereunder.
- 8.7 The first meeting of the General Committee in each year shall be held at such times as the Executive Committee or General Committee may determine.

- 8.8 The General Committee shall otherwise meet:-
- 8.8.1 Following the appropriate notice of such General Committee meeting given in accordance with the Rules and Regulations made hereunder.
- 8.8.2 As any General Committee meeting may from time to time determine.
- 8.9 The Executive Committee may whenever it deems appropriate request that a meeting of the General Committee be convened and the General Committee shall be convened upon such requisition.
- 8.10 Save for where this Constitution otherwise provides the proceedings of the General Committee shall be as accorded in the Rules and Regulations made hereunder.
- 8.11 The General Committee may by resolution delegate to the Executive Committee any of the powers functions and duties vested in and exercisable by it as the General Committee pursuant to these Rules upon such terms and conditions and with such restrictions as it may deem appropriate and either collaterally with or to the exclusion of its own powers and may from time to time revoke withdraw alter or vary any of those powers.
- 8.11.1 Until otherwise deemed appropriate by the Delegates all of the powers conferred upon and exercisable by them as the General Committee pursuant to these Rules are delegated to and conferred upon the Executive Committee with the restriction that the Executive Committee shall not unless expressly authorised by resolution of the Delegates exercise any powers which would enable it:-
- 8.11.1.1 Amalgamate with or join in any other League.
- 8.11.1.2 Take over the administration of any Member Club.
- 8.11.1.3 Provide financial assistance to any Member Club or to guarantee the obligation of any Member Club.
- 8.11.1.4 Except as expressly authorised in any budget approved by the Delegates to purchase or dispose of any capital assets of The League having a cost of more than \$150,000.00 or give any guarantee in respect of or pledge any asset of The League to secure a liability of more than \$150,000.00 or such sum as may be declared from time to time by the General Committee.
- 8.11.1.5 To amend the Laws of Australian Football.
- 8.11.1.6 Exercise the powers contained in Clause 13.5
- 8.12 To have exclusive power to alter Rules and Regulations. The power to make and amend Rules and Regulations contained in Clause 33.2 may be exercised by both the Executive Committee and the General Committee.
- 8.12.1 Alter this Constitution.

8.12.2 Exercise the powers conferred upon the General Committee by Rule 8.12.1.

8.12.3 Enter into any Agreements which may affect purchases of any goods or services of any Member Club.

8.13 No paid employee of the League shall be entitled to hold a position as a Delegate.

9. EXTRAORDINARY GENERAL COMMITTEE MEETING

9.1 The Executive Committee and or Delegates of the General Committee which represents a minimum of 20% of the General Committee may by notice in writing giving at least fourteen (14) days prior to the date upon which such meeting is to be held convene an Extraordinary General Committee meeting and such Extraordinary General Committee meeting shall be convened upon such requisition. The notice of such Extraordinary General Committee meeting shall be given to the Chief Executive Officer and to all Member Clubs. No business other than that specified in such notice shall be transacted at such meeting.

10. GENERAL COMMITTEE MEETINGS

10.1 Subject to the provisions of the Constitution relating to special resolutions and agreements for shorter notice, at least seven days notice in writing (exclusive of the day on which the notice is served or deemed to be served but inclusive of the day for which notice is given) specifying the place and day and hour of the meeting and the business to be conducted at the meeting shall be given to such Member Clubs as are entitled to receive such notice but the non-receipt of such notice to any Member Club shall not invalidate the proceedings of any meeting of the General Committee.

10.2 No business shall be transacted at any meeting of the General Committee unless a quorum of Delegates is present at the time when the meeting proceeds to business.

10.3 A quorum for any meeting of the General Committee shall be one-third of the number of Delegates eligible to vote.

10.4 If after 30 minutes the time appointed for the meeting a quorum is not present then the meeting shall not take place, but a new date and time be set by the President

10.5 Minutes of all meetings of the General Committee shall be kept and the reading and confirmation of the previous meetings minutes shall be included upon the notice of business for every meeting of the General Committee.

10.6 No business other than that specified in the notice referred to in Clause 10.1 hereof shall be transacted at the meeting.

10.7 The President shall preside as Chair at every meeting of the General Committee or if there is no Chair or if the Chair is not present at the time appointed for the holding of the meeting or is unwilling to act as Chair then a member of the Executive Committee shall be Chair for the meeting.

- 10.8 The President or appointed Chair may adjourn a meeting of the General Committee from time to time and from place to place as he deem appropriate but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting for which the adjournment took place.
- 10.9 An Associate Member Club is not ineligible to debate or vote on any League business.

11. EXECUTIVE COMMITTEE

- 11.1 There shall be an Executive Committee of The League.
- 11.2 The Executive Committee shall be comprised of:-
- 11.2.1 11.2.1 Up to seven members elected by the Delegates in accordance with the Constitution.
- 11.2.2 Up to two members nominated by the Executive Committee and appointed on an Annual basis.
- 11.2.3 At any time after the election of the persons referred to in Clause 13.1.1 the Executive Committee may nominate up to two persons to be members of the Executive Committee.
- 11.2.3.1 Such Appointments and terms are at the discretion of the Executive Committee.
- 11.3 The Executive Committee shall meet at: -
- 11.3.1 On not less than six occasions in each calendar year.
- 11.3.2 At a time deemed appropriate by the Executive Committee.
- 11.3.3 Following a resolution of the General Committee that it meet.
- 11.3.4 Within eight days of the receipt by The Chief Executive Officer of a complaint and/or protest made in accordance with the Rules and Regulations hereunder.
- 11.4 The General Committee may from time to time by a resolution passed by a two thirds majority of those Delegates present and eligible to vote to increase or reduce the number of members of the Executive Committee.
- 11.5 The Executive Committee of The League shall have those powers of a natural person and without limitations are accorded to them in this Constitution and the Rules and Regulations made thereunder.
- 11.6 The powers and duties of the Executive Committee shall include:-
- 11.6.1 The power to enter into a contract of employment on behalf of The League with any person. Such contract of employment may be for such period and on such terms as the Executive Committee deem appropriate. Subject to the terms of any contract entered into in a

particular case, the Executive Committee may terminate such contract of employment.

- 11.6.2 The power to consider and determine applications for admission by a new Member Club or re-admission by a Member Club.
 - 11.6.3 To receive, consider and implement recommendations made by the Umpires' Association.
 - 11.6.4 To appoint Sub-Committees as it deems appropriate
 - 11.6.5 Impose fines and penalties as prescribed for breaches of this Constitution and the Rules and Regulations made hereunder. Such fines so far as they comprise monetary penalties shall be comprised in a schedule and shall be considered to form part of the Rules and Regulations
 - 11.6.6 Authorise payments to be made for an on behalf of The League.
 - 11.6.7 Determine the cost to Member Clubs to affiliate with The League for each year and the time for which such payments shall be made.
 - 11.6.8 Appoint a Chair, Deputy Chair and League Commissioners of the Tribunal.
 - 11.6.9 Without previous charge, protest or complaint, initiate a meeting of the Investigation Committee, should it consider an enquiry justified in the interest of The League.
 - 11.6.10 To enquire into all charges, complaints, protests and allegations concerning umpires, officials, Delegates, Member Clubs or players.
 - 11.6.11 Subject to Clause 35.3, the power to make rules and regulations and by-laws.
- 11.7 A member of the Executive Committee shall give notice in writing to the Chief Executive Officer of their resignation as a member of the Executive Committee.
- 11.8 No paid employee of The League, other than the Chief Executive Officer, shall be entitled to hold a position on the Executive Committee.

12. ELECTION OF EXECUTIVE COMMITTEE OF THE LEAGUE

- 12.1 The mode of election of the Executive Committee of The League shall be:-
- 12.1.1 Any two committee members of two separate Member Clubs may nominate any person to the position of one of the seven delegate members on The Executive Committee of The League.
- 12.2 The nomination of the persons referred to in Clause 12.1.1 shall be in writing (on the official form of The League for such nomination) and signed by the nominee, the proposer and seconder and shall be lodged with the Chief Executive Officer at least 21 days prior to the meeting at which the election is to take place.

- 12.3 A list of candidates' names in order drawn by ballot by the Chief Executive Officer with the proposers and seconders name shall be posted in a conspicuous place in the office of The League for at least seven days prior to the meeting at which election is to take place, and a copy of such list shall be forwarded by the Chief Executive Officer to each Member Club of The League at least seven days prior to such meeting.
- 12.4 Any person elected to serve on the Executive Committee may not serve as a Delegate or Alternate Delegate of a Member Club.
- 12.5 The election of the Executive Committee shall be held at the Annual General Meeting of The League which meeting shall be held in accordance with Clause 23.1.
- 12.6 Members of the Executive Committee elected pursuant to Clause 12.1.1 shall hold office for a period of two years from the date of their election by the General Committee.
- 12.7 At the Annual General Meeting of The League
 - 12.7.1 Up to four of the seven delegate elected members of the Executive Committee shall retire but shall be eligible for re-election at such meeting.
 - 12.7.2 The delegate elected members who shall retire in accordance with Clause 12.7.1 hereof shall be those members who have completed their two year term on the Executive Committee.
 - 12.7.3 Up to four delegate members shall be elected each year to the Executive Committee.
- 12.8 In each succeeding year delegate members who have served a term of two consecutive years shall retire at the Annual General Meeting of The League but shall be eligible for re-election.
- 12.9 Voting in respect of the election of the Executive Committee shall be determined by a show of hands unless before the declaration of the result a secret ballot is demanded by the Chair or any Delegate or Alternate Delegate present and such demand is put to a vote and passed by a simple majority.
- 12.10 Only one Delegate or Alternate Delegate of that Member Club is permitted to vote in respect of election to the Executive Committee.
- 12.11 The successful candidates shall be the persons receiving the highest number of votes.
- 12.12 The Executive Committee of The League shall be comprised of a President, a Chair of the Board, a Treasurer, Executive Members and the Chief Executive Officer and the mode of election of Chair of the Board, President and Treasurer shall be as follows:-
 - 12.12.1 Chair of the Board, President and Treasurer
 - 12.12.2 The Executive Committee may appoint such person or persons as it

deems appropriate to be an honorary Vice President of The League should the President elect be unable to fulfil their duties.

13 VACANCY OCCURRING ON EXECUTIVE COMMITTEE

- 13.1 The General Committee shall have power to declare vacant any office of The League or any position on the Executive Committee where any member of the Executive Committee:-
- 13.1.1 Becomes bankrupt or makes any arrangement or composition with their creditors generally.
 - 13.1.2 Becomes of unsound mind or a person whose estate is liable to be dealt with in any way under the law relating to mental health.
 - 13.1.3 Resigns their office by notice in writing to the Executive Committee.
 - 13.1.4 For more than two months is absent without permission of the Executive Committee from meetings of the Executive Committee held during that period.
 - 13.1.5 Dies.
 - 13.1.6 Wilfully refuses or neglects to comply with the provisions of this Constitution or the Rules and Regulations made hereunder.
 - 13.1.7 Is guilty of any conduct which in the opinion of the Executive Committee is unbecoming an officer of The League or a member of the Executive Committee.
 - 13.1.8 Conducts themselves in a manner prejudicial to The League.
- 13.2 The General Committee shall have power at any time to elect a replacement for any member of the Executive Committee whose office becomes vacant during the term of their office due to any of the contingencies referred to in Clause 13.1 above.
- 13.3 Subject to Clause 13.4 of this Constitution, a member to the Executive Committee shall hold office from the day of their appointment until:-
- 13.3.1 The time of their retirement pursuant to the provisions of this Constitution.
 - 13.3.2 Their position is declared vacant by the General Committee pursuant to Clause 13.1 of this Constitution.
- 13.4 Nothing in Clause 13 shall effect the operation of Clause 19 of this Constitution.
- 13.5 The General Committee may by ordinary resolution passed at a General Committee meeting remove any member of the Executive Committee before the expiration of the period of their office and may by ordinary resolution passed at a General Committee meeting appoint another person in their place.

14. VOTING AT MEETINGS OF THE GENERAL COMMITTEE

- 14.1 Except where is provided in this Constitution, voting at any meeting of the General Committee shall be by resolution put to the vote of the meeting and determined by a show of hands unless prior to the declaration of the result a secret ballot is demanded by:-
- 14.1.1 The Chair
- or
- 14.1.2 Any Delegate at such meeting
- and shall be determined by a simple majority.
- 14.2 In the event of an equal division on any motion the same shall be declared lost.
- 14.3 Only the Delegate or Alternate Delegate present shall be entitled to vote at meetings of the General Committee and every Member Club Delegate or Alternate Delegate shall have one vote in respect of each and every motion before the General Committee.
- 14.4 A Delegate or Alternate Delegate of a Member Club, which is unfinancial at the time of a General Committee meeting, shall be ineligible to debate or vote on any League business.
- 14.5 No members of the Executive Committee shall have a vote.
- 14.6 A prior resolution of a meeting of the General Committee shall not be repealed or amended within 12 months from the time of the prior resolution, unless a meeting of the General Committee by Special Resolution of three-quarters of the Delegates present and entitled to vote, resolve to repeal or amend such prior resolution. A prior resolution may be repealed or amended after 12 months by way of a simple majority.
- 14.7 A Special Resolution of The League means a resolution passed at a meeting of The League by a majority of not less than three-quarters of such Member Clubs of The League being entitled to vote at that meeting.

15. EXECUTIVE COMMITTEE MEETINGS

- 15.1 A quorum of the Executive Committee shall comprise a majority of the persons elected to the Committee.
- 15.2 No business shall be transacted at any meeting of the Executive Committee unless a quorum of members are present at the time when the meeting proceeds to business.
- 15.3 If at the time appointed for the meeting of The Executive Committee a quorum is not present, the meeting can not take place. The meeting will be adjourned to a time and date set by the Chair.

- 15.4 Subject to the provisions of this Constitution relating to special resolutions and agreements for shorter notice seven days notice in writing at least (exclusive of the day in which the notice is served or deemed to be served but inclusive of the day for which notice is given) specifying the place and day and hour of the meeting and the business to be conducted at the meeting shall be given to such members of the Executive Committee as are entitled to receive such notice but the non-receipt of such notice by or the accidental omission to give notice to any member or person shall not invalidate proceeding of any meeting of the Executive Committee.
- 15.5 Minutes of all meetings of the Executive Committee shall be kept and the reading and confirmation of the previous meetings minutes shall be included upon the notice of business for every meeting of the Executive Committee
- 15.6 No business other than that specified in the notice referred to in Clause 15.4 hereof shall be transacted at the meeting.
- 15.7 The elected Chair shall preside as Chair at every meeting of the Executive Committee or if there is no Chair or if the Chair is not present at the time appointed for the holding of the meeting or is unwilling to act as Chair, then the other members of the Executive Committee shall elect one of the remaining members of the Executive Committee members to be the Chair for such meeting.

16. VOTING AT EXECUTIVE COMMITTEE MEETINGS

- 16.1 Except where is provided in this Constitution voting at any Executive Committee meeting shall be by resolution put to the vote of the meeting and determined by a show of hands unless prior to the declaration of the result a secret ballot is deemed by:-
- 16.1.1 Any member of the Executive Committee
- And shall be determined by a simple majority.
- 16.2 In the event of an equal division on any motion the same shall be declared lost.
- 16.3 Any member of the Executive Committee unable to attend a meeting of the Executive Committee may appoint a proxy from the Executive Committee to vote on the member's behalf. Such appointment must be in writing and delivered to the Chair before the time appointed for the start of such meeting.

17. TRIBUNAL

- 17.1 There shall be a Tribunal of The League.

18. NON-COMPLIANCE WITH CONSTITUTION

- 18.1 If any Member Club wilfully refuses or neglects to comply with the provisions of this Constitution or the Rules and Regulations made hereunder, or shall be guilty of any conduct which in the opinion of the Executive Committee is unbecoming a Member Club of The League or prejudicial to the interests of The League, then the Executive Committee shall have power to expel that Member Club from The League or to suspend that Member Club from The League for such time and upon such conditions as the Executive Committee deems

appropriate provided that at least seven (7) days before the meeting of the Executive Committee at which a resolution for the Member Clubs expulsion or suspension is proposed to be passed the member shall have received from The Chief Executive Officer of The League notice of what is alleged against it and of the intended resolution for its expulsion or suspension and that its Delegate shall at such meeting before the passing of such resolution have had an opportunity of giving in writing any explanation or defence it may deem appropriate. Should the Executive Committee resolve that such Member Club be expelled or suspended from membership of The League the Chief Executive Officer shall cause notice in writing of such expulsion or suspension to be forwarded to such Member Club within fourteen (14) days of the meeting at which such resolution was passed.

18.2 Should the Executive Committee resolve that a Member Club be expelled or suspended from membership of The League, such resolution shall be ratified by a meeting of the General Committee.

18.3 Should the General Committee ratify a resolution of the Executive Committee to expel or suspend from membership of The League any Member Club, the Chief Executive Officer shall cause notice in writing of such expulsion or suspension to be forwarded to such Member Club within fourteen (14) days of the meeting at which such ratifying resolution was passed.

19. CONSEQUENCES OF EXPULSION OR SUSPENSION

19.1 There shall be consequences of expulsion or suspension

Any Member Club expelled or suspended under the provisions of Clause 19 of this Constitution shall lose all its rights and privileges conferred by this Constitution and the Rules and Regulations made hereunder and shall not be entitled to any refund of monies paid in accordance with the provisions of this Constitution and the Rules and Regulations made hereunder, save that such Member Club expelled or suspended may make application for admission to The League in accordance with Clause 6 of this Constitution.

20. CHIEF EXECUTIVE OFFICER

The Executive Committee shall appoint a Chief Executive Officer who shall:-

20.1 Carry out such duties as may be specified in this Constitution or as shall from time to time be determined by the Executive Committee; and

20.2 Be responsible to the Executive Committee for the proper performance of the duties of all other employees of The League; and

20.3 Advise the Executive Committee as to the best means of administering and promoting the affairs of The League.

21. TREASURER

21.1 The powers and functions of the Treasurer shall include: -

21.1.1 To present a report at all meetings of the General Committee.

- 21.1.2 Account for all money for The League.
- 21.1.3 Account for receipts for all money received by The League.
- 21.1.4 To present at the Annual General Meeting an audited financial statement of The League for the financial year last ended and a budget for the ensuing financial year.
- 21.1.5 Such other powers as from time to time are delegated to the Treasurer by the Executive Committee and the General Committee.

22. FAILURE TO PAY FEES

- 22.1 Any Member Club failing to pay their scheduled fees before or on the day such fee is due and payable shall be deemed unfinancial and shall be so deemed until such time as the fee is paid.
- 22.2 Any Member Club failing to pay their scheduled fees before or on the day such call is due and payable shall be liable to a monetary penalty not exceeding 25%.
- 22.3 No Member Club may participate in any competition of The League whilst any scheduled fees are in arrears

23. ANNUAL GENERAL MEETING

- 23.1 The Annual General Meeting of The League in every year shall be held within six months of the end of The League's financial year or at such time or by electronic medium as the Executive Committee may deem appropriate.
- 23.2 Any resolution passed at such electronic medium shall be considered in the same manner as if conducted in person.
- 23.3 The President of The League shall preside at the Annual General Meeting.

24. PATRON

- 24.1 The League shall appoint a Patron who shall be appointed for a period to be determined by the Executive Committee from time to time.

25. LIFE MEMBERSHIP

- 25.1 Member Clubs can present to the Executive Committee a nomination for any person who has rendered conspicuous and/or distinguished service to The League to be elected a Life Member of The League, with consent by a two thirds majority of those present at any meeting of the General Committee.
 - 25.1.1 The General Committee must ratify by a two-thirds majority of Member Clubs any Life Member nominated by the Executive Committee.
- 25.2 The nomination of a person for Life Membership of The League by a Member Club shall be in writing and signed by the proposer and seconder and shall be lodged with the Chief Executive Officer of The League.
- 25.3 A Life Member has no voting rights at any meeting of The League.

- 25.3 A Life Member may be present but has no voting rights at any meeting of The League.

26. ALTERNATE MEETING METHOD

- 26.1 Notwithstanding any other Rule herein, in exceptional circumstances and as determined by the Executive Committee, any meeting of the League may be held by such electronic medium as may be appropriate in the circumstances and any resolution passed at such meeting shall be binding and effective as if the meeting was conducted in person.

27. REPRESENTATIVE STATE FOOTBALL MATCHES

- 27.1 There shall be Representative Football Matches played

28. ACCOUNTS AND AUDIT

- 28.1 True accounts shall be kept of the sums of money received and expended by The League and the matters in respect of which such receipt or expenditure takes place and of the property credits and liabilities of The League and subject to any reasonable restrictions as to time and manner of inspecting the same that may be imposed in accordance with the Rules and Regulations of The League for the time being shall be open to the inspection of the members.
- 28.2 Once at least in every year the accounts of The League shall be examined by one or more properly qualified auditor or auditors.
- 28.3 The Executive Committee shall at the Annual General Meeting of The League in every year present to such meeting a duly audited statement of income and expenditure of The League during the preceding year and also a balance sheet covering the same period together with a report of the state and progress of The League.
- 28.4 A copy of such statement, balance sheet and report shall be sent to every Member Club at least seven days before the Annual General Meeting referred to herein.
- 28.5 The financial year of The League shall be the period of twelve months ending 30th September each year.

29. AUDITOR

- 29.1 An Auditor shall be appointed at the first meeting of the General Committee of The League in every year.
- 29.2 The Auditor shall audit all accounts and the Treasurer's financial statement before the meeting at which the financial statement is to be presented to The League or other times as the General Committee and or the Executive Committee may direct.

30. SEAL

- 30.1 The Executive Committee shall provide for the safe custody of the common seal of The League and it shall not be affixed to any document except by the

authority of the Executive Committee. Every instrument to which the seal of the League is so affixed shall be signed by two of President, Treasurer or Chief Executive Officer of The League.

31. MANNER IN WHICH CONTRACTS MAY BE MADE

31.1 Contracts may be made by or on behalf of The League as follows:

31.1.1 A contract which, if made between private persons, would be required to be in writing under seal may be made by The League under its common seal;

31.1.2 A contract which, if made between private persons, would be required to be in writing signed by the parties to be charged may be made on behalf of The League in writing by any person acting under its authority, express or implied;

31.1.2 A contract which, if made between private persons, would be valid although made by parol only may be made by parol on behalf of The League by any person acting under its authority, express or implied.

31.2 A contract may be varied or rescinded by or on behalf of The League in the same manner as it is authorised to be made.

32. AMENDMENTS - CONSTITUTION

32.1 Any meeting of the General Committee may by special resolution alter or repeal any of the Clauses of this Constitution made hereunder, or may make new Clauses to the exclusion of or in addition to any of the Clauses of this Constitution made hereunder.

32.2 Notice in writing of such special resolution shall be lodged with the Chief Executive Officer at least 28 days before the meeting of the General Committee at which the motion is to be put.

32.3 The Chief Executive Officer shall give notice of such motion to each Member Club of The League at least 21 days before the meeting of the General Committee at which the motion is to be put.

32.4 The motion shall be passed on a three-quarters majority.

33. AMENDMENTS - RULES AND REGULATIONS

33.1 There shall be a Rules and Regulations Committee

33.2 At any meeting of the General Committee the General Committee may by ordinary resolution alter or repeal any of the Clauses of the Rules and Regulations made hereunder, or may make new Rules and Regulations to the exclusion of or in addition to any of the Rules and Regulations made hereunder.

33.3 Notice in writing of such ordinary resolution shall be lodged with The League at least 14 days before the meeting of the General Committee at which the motion is to be put.

- 33.4 The League shall give notice of such motion to each Member Club at least 7 days before the meeting of the General Committee at which the motion is put.
- 33.5 The motion shall be passed by a simple majority of the General Committee
- 33.6 A prior resolution of a meeting of the General Committee shall not be repealed or amended within 12 months from the time of the prior resolution unless a meeting of the General Committee by Special Resolution of three-quarters of the Delegates present and entitled to vote, resolve to repeal or amend such prior resolution. A prior resolution may be repealed or amended after 12 months by way of a simple majority.
- 33.7 Nothing contained in these Clauses shall prevent the Executive Committee from passing or amending any Rule or Regulation provided that the Executive Committee shall not amend any Rule or Regulation without approval of the General Committee.

34. NOTICES

- 34.1 A notice may be served by The League upon any Member Club either personally or by pre-paid post, and such notice shall be deemed properly served upon proof of such manner of service, whether the Member Club received such notice or not.

35. INDEMNITY

- 35.1 As far as may be legally permissible, every officer and every employee of The League shall be indemnified by The League against all claims for damages whether of a special, general, pecuniary or exemplary nature and for losses or expenses or costs arising by reason or any contract properly entered into or act or thing properly done by such officer or employee or in any way in the discharge of his duties and it shall be the duty of the Executive Committee out of the funds of The League to pay all damages, costs, losses and expenses which any officer or employee may properly incur or become liable.

36. DISSOLUTION AND DISPOSITION OF ASSETS

- 36.1 The association may be wound up in the manner provided for in the Associations Incorporation Act 1985.
- 36.2 Each member of The League undertake to contribute to the payment of the debts and liabilities of The League contracted at and subsequent from the time when such member was admitted to The League as may be required but not exceeding ONE HUNDRED DOLLARS (\$100.00).
- 36.3 If upon the winding up or dissolution of The League there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the members of The League but shall be given or transferred to some institution or institutions having objects similar to the objects of The League, and which shall prohibit the distribution of its or their income and property among it or their members to an extent at least as great as imposed on The League under or by virtue of Clause 36.2 hereof, such institution or institutions to be determined by the General Committee at or before the time of dissolution and in default thereof by such

Judge of the Supreme Court of South Australia as may have or acquire jurisdiction in the matter.

37. MATTERS NOT DEALT WITH

- 37.1 Any matter of any kind whatsoever pertaining to the furtherance of Football or the Objects of the League or any matter ancillary or incidental thereto not dealt with or provided for in this Constitution may be dealt with in such manner as The League Executive determines.

(Ref: JJK|21/10/2021)