



**RIVERLAND FOOTBALL LEAGUE
(RFL)
INCORPORATED**

CONSTITUTION

Registration No. A7555

19 December 2022



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ASSOCIATIONS INCORPORATION ACT 1985 (SA)

CONSTITUTION

of the

RIVERLAND FOOTBALL LEAGUE INCORPORATED

1 NAME OF ASSOCIATION

The name of the association is “**Riverland Football League Incorporated**” (‘**Association**’).

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this Constitution, unless the contrary intention appears:

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

Affiliate Member means a Club that is admitted as an Affiliate Member under **clause 5** being:

- | | |
|---------------------------------|-------------------------|
| a) Barmera Monash Football Club | Pale Blue and Navy Blue |
| b) Berri Football Club | Navy Blue and Red |
| c) Loxton Football Club | Black and Gold |
| d) Loxton North Football Club | Navy Blue and White |
| e) Renmark Football Club | Royal Blue and White |
| f) Waikerie Football Club | Black and White |

Association means “Riverland Football League **Incorporated**”.

Annual General Meeting means a meeting of the kind described in **clause 7**.

Commission means the body consisting of the Commission Members.

By-Laws means any by-laws made by the Commission under **clause 10.4**.

Club means a Club that enters teams in a competition in the Sport, which is a member of, or is otherwise affiliated with, the Association.

Constituent Documents means that Member’s governing documents, including but not limited to, that Member’s constitution and regulations and any other governing documents.

Constitution means this constitution of the Association.

Delegate Member means the person(s) appointed from time to time to act for and on behalf of an Affiliate Member and to represent the Affiliate Member at General Meetings. The appointed Delegate is to be a member of the Affiliate Member committee.

Commission Member means a member of the Commission and any person acting in that capacity from time to time appointed in accordance with this Constitution.

Chairman means the Chairman of the Association for the time being appointed under this Constitution. Where the Association does not have a Chairman, the Association Vice Chairman or Public Officer will, subject to confirmation by the Commission, assume the functions of the Chairman under this Constitution.

Financial year means the year ending on the next 31 October following incorporation and thereafter a period of 12 months commencing on 1 November and ending on 31 October each year.

General Meeting means any general meetings of Members and includes the Annual General Meeting or any Special General Meeting.

Intellectual Property means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment (including computer software), images (including photographs, videos or films) or service marks relating to the Association or any activity of or conducted, promoted or administered by the Association in the region.

Life Member means an Individual Member appointed as a life member of the Association under **clause 5.3**.

Member means a member for the time being of the Association under **clause 5**.

National Sporting Organisation (“NSO”) means the Australian Football League (ACN 004 155 211).

Objects means the objects of the Association in **clause 3**.

Regulations means any regulations made by the Commission under **clause 10.4**.

Region means the geographical area for which the Association is responsible and as recognised by the Association.

Seal means the common seal of the Association.

Special Resolution means a special resolution defined in the Act.

Sport means the sports of Australian football includes any present or future derivative or successor to Australian football.

State Sporting Organisation (“SSO”) means the South Australian National Football League Incorporated.

2.2 Interpretation

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty.
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty.
- (c) words importing the singular include the plural and vice versa.
- (d) words importing any gender include other genders.
- (e) references to persons include corporations and bodies politic.
- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person.
- (g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction)

- (h) a reference to 'writing' shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail; and
- (i) any doubt arising as to the application or meaning of any clause or wording therein shall be decided by a vote at a General Meeting, which decision shall be final and conclusive.

2.3 Severance

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

2.4 The Act

Except where the contrary intention appears, in this Constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act. Model rules under the Act are expressly displaced by this Constitution.

3. OBJECTS OF THE ASSOCIATION

The objects of the Association are, within the Region and South Australia generally (where applicable), to:

- (a) participate as a member of the SSO so the Sport can be conducted, encouraged, promoted, advanced and administered.
- (b) arrange, conduct and regulate competitions in the Sport.
- (c) affiliate with the SSO and act as a South Australian affiliated member.
- (d) maintain and enhance the reputation of the Sport and the standards of play and behaviour of participants in the Sport.
- (e) undertake and or do other things or activities which are necessary, incidental or conducive to the advancement of these Objects.
- (f) have regard to the public interest in its operations.
- (g) promote at all times mutual trust and confidence between the Association, the SSO, the NSO and the Members in pursuit of these objects.
- (h) act at all times on behalf of, and in the interest of, the Members and the Sport.
- (i) promote the economic and community service success, strength and stability of the Association, the Members and the Sport.
- (j) affiliate and otherwise liaise with the SSO and the NSO and adopt their rules and policy framework to further these objects and the Sport.
- (k) use and protect the intellectual property appropriately.
- (l) strive for government, commercial and public recognition of the Association and the Sport.
- (m) abide by, promulgate, enforce and secure uniformity in the application of the rules of the Sport as may be determined from time to time by the SSO or the NSO and as may be necessary for the management and control of the Sport and related activities.

- (n) act as an arbiter (as required) on all matters pertaining to the conduct of the Sport in South Australia, including disciplinary matters.
- (o) pursue such commercial arrangements, including sponsorship and marketing opportunities, as are appropriate to further the interests of the Sport.
- (p) adopt and implement such policies as may be developed by the SSO or the NSO, including (as relevant and applicable) Member protection, anti-doping, health and safety, player and child welfare, junior sport, infectious diseases and such other matters as may arise as issues to be addressed in the Sport.
- (q) do all that is reasonably necessary to enable these Objects to be achieved and enable Members to receive the benefits which these Objects are intended to achieve.
- (r) promote the health and safety of Members and all other participants in the Sport; and
- (s) seek and obtain improved facilities for the enjoyment of the Sport.
- (t) To consult openly and without prejudice with the affiliated member clubs on matters that may result in any amendments or addition to the Association by laws.

4. POWERS OF THE ASSOCIATION

Solely for furthering the Objects, the Association has the rights, powers and privileges conferred on it under section 25 of the Act, namely to:

- (a) acquire, hold, deal with, and dispose of, any real or personal property.
- (b) administer any property on trust.
- (c) open and operate accounts.
- (d) invest its moneys —
 1. in any security in which trust moneys may, by Act of Parliament, be invested; or
 2. in any other manner authorised by the rules of the Association.
- (e) borrow money upon such terms and conditions as the Association thinks fit.
- (f) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit.
- (g) appoint agents to transact any business of the Association on its behalf; and
- (h) enter into any other contract it considers necessary or desirable.

5. MEMBERSHIP

5.1 Categories of Members

The Members of the Association shall consist of:

- (a) **Affiliate Members**, which subject to this Constitution, shall be represented by two (2) Delegates and shall have the right to receive notice of General Meetings and to be present, debate and vote on behalf of their respective Club at General Meetings.

- (b) **Commission Members**, who shall have the right to be present and to debate at General Meetings, but have no voting rights at General Meetings; and
- (c) such new categories of Members as may be created by the Commission. Any new category of Member created by the Commission cannot be granted voting rights without the approval of the Association in General Meeting.

5.2 Affiliate Members

- (a) A Club may apply to the Commission for admission to Membership as an Affiliate Member in writing together with a copy of the club's official constitution, proposed colours and application fee as outlined in the By-laws no later than twenty eight (28) days prior to the Annual General Meeting.

Such applications must be approved by a vote of at least 75% of the League delegates providing that if the application is for a club transferring from another League.

- (b) To be, or remain, eligible for Membership, a Club must be incorporated or be in the process of incorporation as detailed in the Regulations.
- (c) Once a Member, an Affiliate Member has the right to receive notice of General Meetings and to be present, debate and vote at General Meetings.
- (d) Each Affiliate Member is taken, by virtue of that membership, to have agreed:
 1. that it recognises the Association and the SSO as the authorities for the Sport in the region and South Australia respectively and the NSO as the authority for the Sport nationally.
 2. that it will submit an up-to-date copy of its Constituent Documents to the Commission as and when requested by the Commission or required by the Regulations;
 3. that it will conscientiously attend General Meetings.
 4. that it will maintain, in a form acceptable to the Association, a register of its members and provide a copy of the register to the Commission on request by the Commission;
- (e) If an Affiliate Member is not incorporated at the time of applying for membership, the process of incorporation must be completed within one year of applying for membership. If that process is not completed within that time, the Affiliate Member's membership will lapse but it may reapply on becoming incorporated.
- (f) Each Affiliate Member's Constituent Documents must:
 1. clearly reflect the Objects; and
 2. conform with this Constitution, the Regulations and the policies of the Association.

5.3 Life Members

Life membership is the highest honour that can be bestowed by the Association for longstanding and valued service to the Association in two (2) categories

- (a) **Automatic**
Automatic Life Membership will be granted to a person, who has attained the following criteria in the respective life membership class
 1. League Life Member

The League shall grant Life Membership to any person who has provided outstanding service for a minimum period of ten (10) years as an RFL Commissioner.

2. Player Life Member

The League shall grant Life Membership to a player who has played two hundred and fifty (250) RFL "A and B Grade" games or a player who has played RFL Independent "A" Grade games which can include Inter-league games representing the RFL.

The respective clubs are responsible for providing correct information to the League in relation to the number of games played by a player.

3. Umpire Life Member

The League shall grant Life Membership to an umpire who has been recognized with Life Membership to the RFLUA, umpired four hundred (400) RFL games at any level and any discipline, and has umpired for fifteen (15) years in the RFL competition which shall include ten (10) years of umpiring at RFL or Independent "A" grade level in any discipline.

(b) **Discretionary**

The League may grant Life Membership to any person in either of the three classes who has provided outstanding service to the Riverland Football League Inc as determined by the RFL Commission.

1. Automatic Life Membership based on the criteria for the respective classes will be presented to the person by the League at an appropriate time.
2. Nomination for Discretionary Life Membership stating the nominee's record shall be presented to the Annual General Meeting at which a 66% majority vote shall be necessary to confer Life Membership upon the person nominated.
3. A Life Member Badge and Certificate will be presented to all recipients who are awarded Life Membership by the League.

(c) Any Club may recommend a person for Life Membership by notice in writing to the Commission as detailed in the Regulations.

5.4 **Application for Membership**

(a) Subject to this **clause 5**, an applicant candidate for membership must apply to the Commission in writing.

(b) The application must:

1. be in a form approved by the Commission.
2. contain full particulars of the name and address and contact details of the applicant.
3. identify the category of membership for which the applicant is applying; and
4. contain any other information prescribed by Regulation for an application for membership in that category.

5.5 **Discretion to Accept or Reject Application**

(a) The Association may accept or reject an application for membership whether or not the applicant has complied with the requirements in this **clause 5**. The Association shall not be required or compelled to provide a reason for accepting or rejecting the Application.

- (b) Where the Association accepts an application, the applicant shall become a Member. Membership shall be deemed to commence upon acceptance of the application by the Association. The Secretary shall amend the register accordingly as soon as practicable.
- (c) Where the Association rejects an application, any fees forwarded with the application will be refunded and the application shall be deemed rejected.

5.6 Deemed Membership

- (a) All Members which or who are, prior to the operation of this Constitution, Members of the Association, shall be deemed Members from the time of the operation of this Constitution.
- (b) Members shall provide the Association with such details as are reasonably required by the Association under this Constitution within one month of the operation of this Constitution.
- (c) Any Members of the Association, prior to the operation of this Constitution, who are not deemed Members under **clause 5.6(a)** shall be entitled to carry on such functions equivalent to their previous functions as are provided for under this Constitution.

5.7 Obligations of Members

Each Member must:

- (a) treat all staff, contractors and representatives of the Association, the SSO, the NSO and all those involved with the Sport with respect, decency and courtesy at all times.
- (b) maintain and enhance the standards, quality and reputation of the Association, the SSO, the NSO and the Sport.
- (c) not act in a manner:
 - 1. unbecoming of a member or prejudicial to the Objects or the interests or reputation of the Association, the SSO, the NSO or the Sport; or
 - 2. that is likely to bring the Association, the SSO, the NSO or the Sport into disrepute or which might adversely affect or derogate from the standards, quality and reputation of the Association, the SSO, the NSO or the Sport and its maintenance and development; and
- (d) in the case of an Affiliate Member:
 - 1. take reasonable steps to prevent any of its own members or any of its participants from acting in a manner:
 - a) unbecoming or prejudicial to the Objects of the interests or reputation of the Association, the SSO, the NSO or the Sport; or
 - b) that is likely to bring the Association, the SSO, the NSO or the Sport into disrepute or which might adversely affect or derogate from the standards, quality and reputation of the Association, the SSO, the NSO or the Sport and its maintenance and development; and
 - 2. take reasonable steps to discipline appropriately any of its own members or participants if that member or participant acts in such a way.
 - 3. be or remain incorporated in South Australia.

4. nominate 2 appropriate Delegates annually to attend General Meetings and shall inform the Association of the details of those persons accordingly.
5. On request provide the Association with copies of its audited accounts, annual financial reports and other associated documents as soon as practicable, following its own annual general meetings.
6. recognise the Association as the authority for the Sport in the region and the SSO as the authority for the Sport in South Australia and the NSO as the authority for the Sport nationally.
7. adopt and implement such policies as may be developed by the Association.
8. have regard to the Objects in any way pertaining to the Sport.
9. the Constituent Documents of each Affiliate Member shall, at the earliest available opportunity, but within one year of the commencement of this Constitution, recognise the Association as the authority for the Sport in the region and the SSO as the authority for the Sport in South Australia and the NSO as the authority for the Sport nationally; and
10. it shall maintain, in a form acceptable to the Association, a register of all members of its members. Each Affiliate Member shall provide a copy of the register at a time and in a form acceptable to the Association upon request.

5.8 Association to Keep Register

Subject to the Act, confidentiality considerations and privacy laws:

- (a) the Association must keep and maintain a register of Members, which shall contain, at least.
 1. the full name, address, category of membership and date of entry to membership of each Member and Commission Member; and
 2. where applicable, the date of termination of membership of each previous Member.
- (b) the Register may contain such other information as the Commission considers appropriate.
- (c) Members must provide the Association with the details required by the Association to keep the register complete and up to date; and
- (d) Members shall provide notice of any change and required details to the Association within one month of such change.

5.9 Inspection of Register

Subject to the Act, confidentiality considerations and privacy laws, an extract of the register, excluding the address or other direct contact details of any Member, shall be available for inspection (but not copying) by Members who make a reasonable request for a proper purpose.

5.10 Use of Register

Subject to the Act, confidentiality considerations and privacy laws, the register may be used to further the Objects, in such manner as the Commission considers appropriate.

5.11 Effect of Membership

Members acknowledge and agree that:

- (a) this Constitution forms a contract between each of them and the Association and that they are bound by this Constitution and the Regulations and policies of the Association (as well as the constitutions, regulations and policies of the SSO and the NSO, where applicable);
- (b) they shall comply with and observe this Constitution and the Regulations and policies of the Association and also any determination, resolution or decision, which may be made or passed by the Commission or other entity with delegated authority on behalf of the Association.
- (c) by submitting to this Constitution and the Regulations and policies of the Association, they are subject to the jurisdiction of the Association and the SSO and the NSO (where applicable).
- (d) the Constitution and the Regulations and policies of the Association are necessary and reasonable for promoting the Objects and particularly the advancement and protection of the Sport in the Region and South Australia; and
- (e) they are entitled to all benefits, advantages, privileges and services of being a Member of the Association.

5.12 Resignation of Membership

- (a) A Member who has paid all arrears of fees payable to the Association may resign or withdraw from membership of the Association by giving three months' notice in writing to the Association, subject to the clauses below.
- (b) An Affiliate Member may not resign, disaffiliate or otherwise seek to withdraw from the Association without approval by Special Resolution of the Affiliate Member. A copy of the relevant minutes of the Affiliate Member's meeting showing that the Special Resolution has been passed by the Affiliate Member must be provided to the Association.
- (c) If an Affiliate Member ceases to be a Member under this Constitution, the Association membership of all Individual Members affiliated or registered with or through the Affiliate Member shall not automatically cease at that time but shall be dealt with in accordance with the Regulations and the circumstances pertaining to each Member.
- (d) Once the Association receives notice of resignation of membership given under this **clause 5.13**, it must make an entry in the register that records the date on which the Member who or which gave notice ceased to be a member.

5.13 Discontinuance of Membership for Breach

- (a) Membership of the Association may be discontinued by the Commission upon a breach of any clause of this Constitution or the Regulations or the policies of the Association. This includes, but is not limited to, the failure to pay any monies owed to the Association, disciplinary matters, and the failure to comply with the Regulations or any resolutions or determinations made or passed by the Commission or any duly authorised committee.
- (b) Membership shall not be discontinued by the Commission under **clause 5.14(a)** without the Commission first giving the relevant Member sufficient opportunity to explain the breach and/or remedy the breach.
- (c) A Member may not be expelled unless the Member has been afforded natural justice in accordance with the Act and procedural fairness generally.
- (d) Where a Member fails, in the Commission's view, to adequately explain or remedy the breach, that Member's membership shall be discontinued under **clause 5.14(a)**. The Association shall give written notice of the discontinuance to the Member. The

register shall be amended to reflect any discontinuance of membership under this **clause 5.14** as soon as practicable.

5.14 Member to Re-Apply for Membership

A Member whose membership has been discontinued under **clauses 5.13 or 5.14**:

- (a) may seek renewal or re-apply for membership in accordance with this Constitution; and
- (b) may be re-admitted as a Member at the discretion of the Commission.

5.15 Forfeiture of Rights

- (a) A Member who or which ceases to be a Member, for whatever reason, shall forfeit all rights in and claims upon the Association and its property and shall not use any property of the Association including Intellectual Property.
- (b) Any Association documents, records or other property in the possession, custody or control of that Member shall be returned to the Association immediately.
- (c) Where an Affiliated Member ceases to be a Member, it shall also forfeit all representation rights on the Commission and at General Meetings effective immediately.

5.16 Delegate Position Lapses

The position of Delegate shall lapse immediately on cessation of membership of an Affiliate Member.

5.17 Membership May be Reinstated

Membership which has been discontinued under this **clause 5** may be reinstated at the discretion of the Commission, with such conditions of membership as the Commission deems appropriate.

5.18 Refund of Membership Fees

Membership fees or subscriptions paid by the discontinued Member may be refunded on a pro-rata basis to the Member upon discontinuance.

5.19 Subscriptions and Fees

- (a) The Commission will:
 - 1. fix annual membership subscriptions.
 - 2. fix such other fees or levies as the Commission considers prudent for the effective and sustainable management of the affairs of the Association; and
 - 3. determine the time for and manner of payment of the subscriptions, fees and levies by Members to the Association.
- (b) The Commission may fix subscriptions, fees or levies at different rates for different categories of membership and may determine that no subscriptions are payable by one or more of the categories for any year.
- (c) The Commission may also authorise payment of subscriptions, fees or levies by instalments for some or all of the categories of membership and it may prescribe different terms of instalments for different categories of membership.

- (d) On admission to membership, a new Member must pay the current full year's subscription unless the Commission agrees to accept payment in instalments.
- (e) The Commission may waive/defer all or part of a member's subscriptions, fees or levies and may agree terms of payment for a member different from those applicable to other Members of the same category if the Commission is satisfied that there are special reasons to do so.

6. DISCIPLINE AND DISPUTE RESOLUTION

6.1 Regulations

- (a) The Commission may make Regulations governing the hearing and determination of disputes, protests or complaints made by or against Members or participants of the Association or disciplinary matters generally or any other matter involving the enforcement of this Constitution or the Regulations or policies of the Association.
 - 1. Protest or disputes arising out of any League match must be made in writing by the Club concerned to the Secretary of the League, not later than two working days following the match in which such incident occurred.
 - 2. Such protest must bear the signature of two responsible officers of the Club concerned and must be accompanied by a fee as defined in the By-laws which may be wholly or partly returned by order of the Tribunal.
 - 3. Preliminary notification of any protest must be given by email or telephone within twenty four (24) hours following the match in question, to a member of the League Executive and the Club being protested against must be notified of the cause of the protest by the League Secretary within two (2) working days following the match in question.
 - 4. The cause of the protest must be contained in written notice to the League Secretary.
 - 5. The protest is to be heard by the Commission.
- (b) A Regulation made under this **clause 6.1** may:
 - 1. provide for one or more judiciary committees or tribunals to hear and resolve cases falling under this **clause 6.1**, including committees or tribunals for appeals from Affiliate Members.
 - 2. prescribe penalties for breaches of this Constitution or the Regulations and By-Laws or policies of the Association.
 - 3. invest a judiciary committee or tribunal with power to impose penalties; and
 - 4. otherwise prescribe the procedures for dealing with cases falling under this **clause 6.1**.
- (c) Despite any Regulation or By-Law made under this **clause 6.1**, and unless otherwise specified, the Commission may itself deal with any disciplinary matter referred to it or appoint a judiciary committee or tribunal to do so.

6.2 Natural Justice and Procedural Fairness

- (a) All proceedings relating to matters falling under **clause 6.1** must be conducted according to the rules of natural justice in accordance with the Act and procedural fairness generally.

6.3 Process

- (a) The dispute resolution procedure set out in this clause applies to disputes between a member and:
 - 1. another Member; or
 - 2. the Association.
- (b) Any disputes between Members and the Association or the SSO are to be dealt with by the SSO or NSO, where applicable.
- (c) In this clause 'Member' includes any former Member who was a Member not more than six months before the dispute occurred and who is involved in the dispute.
- (d) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all parties.
- (e) If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties must, within ten (10) days after the scheduled meeting, refer the dispute to the Association or the State Sport Dispute Centre (if applicable to the Association) to resolve the dispute in accordance with **clause 6.1**.
- (f) The Committee may prescribe additional grievance procedures in Regulations under **clause 6.1**.

7. GENERAL MEETINGS

7.1 Types of Meetings

There are three (3) General Meetings that can be convened where Affiliate Members have the opportunity to express opinions and vote on various matters. They are:

- (a) **Annual General Meetings:** Annual General Meetings of the Association must be held in accordance with the Act and this Constitution and on a date and at a venue to be determined by the Commission.
- (b) **Special General Meetings:** Special General Meetings of the Association are special meetings that are convened by Members to discuss extraordinary issues.
- (c) **General Meetings:** General Meetings of the Association are meetings that are convened by Members to discuss operational matters of the Association.

7.2 Attendance

- (a) Unless this Constitution expressly provides otherwise, Members are entitled to attend General Meetings but only Affiliate Members are entitled to vote at General meetings.
- (b) Each Affiliate Member, by notice to the Association, may appoint two (2) natural persons to act as its Delegates in all matters connected with the Affiliate Member including for voting purposes at General Meetings.
- (c) An Affiliate Member may, by notice under **clause 10.5** to the Association, revoke an appointment made under **clause 7.2(b)**.
- (d) Delegates appointed under **clause 7.2(b)** may attend a General Meeting in person, by telephone or other electronic means by which he or she can hear and be heard.

- (e) For all the purposes of this Constitution, an Affiliate Member represented at a General Meeting by 2 Delegates is to be taken to be present in person at the General Meeting.

7.3 Notice

- (a) Notice of General Meetings must be given to Members by the means authorised in **clause 10.5**.
- (b) A notice of a General Meeting must specify the place, day and hour of the General Meeting and state the nature and order of the business to be transacted at the General Meeting.
- (c) At least twenty-one (21) days' notice of a General Meeting must be given to those Members entitled to receive notice, together with:
 1. the agenda for the General Meeting; and
 2. any notice of motion received from Members entitled to vote
 3. the minutes of the previous meeting

7.4 Business

- (a) The ordinary business to be discussed at the Annual General Meeting includes, but is not limited to, the consideration and approval of financial and other accounts and the reports of the Commission (and those of any auditors), the election of Commission Members and auditors and any amendments to this Constitution.
- (b) All business that is discussed at a Special General Meeting or an Annual General Meeting, other than those matters referred to in **clause 7.4(a)**, is special business.
- (c) No business other than that stated on the agenda for a General Meeting may be discussed at that General Meeting.

7.5 Notices of Motion

Members entitled to vote may submit notices of motion for inclusion as special business at a General Meeting. All notices of motion must be submitted in writing to the Secretary not less than fourteen (14) days prior to the General Meeting.

7.6 Quorum

No business may be discussed or transacted at a General Meeting unless a quorum is present at the time when the General Meeting proceeds to business. Subject to **clause 7.8(b)(2)**, a quorum for General Meetings is:

- (a) if the number of Affiliate Members is an even number, half of the number of Affiliate Members, plus one (1); or
- (b) if the number of Affiliate Members is an odd number, half of the number of Affiliate Members rounded up to the next whole number, plus one (1).

7.7 Chairperson to Preside

- (a) The chairperson of the Commission will, subject to this Constitution, preside as chairperson at every General Meeting except:
 1. in relation to any election for which the chairperson of the Commission is a nominee; or
 2. where the chairperson of the Commission has a conflict of interest.

- (b) If the chairperson of the Commission is not present or is unwilling or unable to preside, the Affiliate Members present must appoint another Commission Member to preside as chair for that General Meeting only.

7.8 Adjournment

- (a) If within half an hour from the time appointed for the General Meeting, a quorum is not present, the General Meeting must be adjourned until the same day in the next week at the same time and place or to such other day, time and place as the chairperson determines.
- (b) If at the adjourned General Meeting a quorum is not present within half an hour from the time appointed for the adjourned General Meeting:
 - 1. if the General Meeting was convened on the requisition of Affiliate Members under **clause 7.13**, the General Meeting will lapse and will not be adjourned or reconvened; and
 - 2. in any other case, those Affiliate Members present will constitute a quorum.
- (c) The chairperson may, with the consent of any General Meeting at which a quorum is present, and must, if directed by the General Meeting, adjourn the General Meeting from time to time and from place to place but no business may be transacted at any adjourned General Meeting other than the business left unfinished at the General Meeting from which the adjournment took place.
- (d) When a General Meeting is adjourned for thirty (30) days or more, notice of the adjourned General Meeting must be given as in the case of an original General Meeting.
- (e) Except as provided in **clause 7.8(c)**, it is not necessary to give any notice of an adjournment or the business to be discussed or transacted at any adjourned General Meeting.

7.9 Voting Procedure

- (a) At any Meeting a resolution put to the vote of the Meeting will be decided on a show of hands unless a poll is (before the show of hands) demanded by:
 - 1. the chairperson; or
 - 2. a simple majority of Members present at the General Meeting.
- (b) Each Affiliate Member is entitled to one (1) vote at Meetings.
- (c) The chairperson is authorised to exercise a casting vote at Meetings.

7.10 Proxy Voting

A Member shall be entitled to appoint in writing and shall inform the Association the details of a natural person who is also a Member of the Club to be their proxy and attend and vote at any General Meeting.

7.11 Recording of Determinations

A declaration by the chairperson that a resolution has, on a show of hands, been carried (either unanimously or by a particular majority) or lost and an entry to that effect in the minutes

of the proceedings of the Association is conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

7.12 Special General Meetings

The Commission may, whenever it thinks fit, convene a Special General Meeting of the Association.

7.13 Requisition of Special General Meetings by Affiliate Members

- (a) On the requisition in writing of the total number of Affiliate Members as represented in **clause 7.13(a)(1) or (2)**, the Commission must, within one month after the receipt of the requisition (and provided notice is given in accordance with **clauses 7.3 and 10.5**), convene a Special General Meeting for the purpose specified in the requisition.
1. if the number of Affiliate Members is an even number, half of the number of Affiliate Members, plus one (1); or
 2. if the number of Affiliate Members is an odd number, half of the number of Affiliate Members rounded up to the next whole number, plus one (1).
- (b) Every requisition for a Special General Meeting must be signed by requisitioning Affiliate Members, state the purpose of the meeting and be sent to the Association. The requisition may consist of several documents in a like form, each signed by one or more of the Affiliate Members making the requisitions.
- (c) If the Commission does not cause a Special General Meeting to be held within one month after the receipt of the requisition, the Affiliate Members making the requisition may convene a Special General Meeting to be held not later than three (3) months after the receipt of the requisition.
- (d) A Special General Meeting convened by the Affiliate Members under this Constitution must be convened in the same manner, or as nearly as practical to the same manner, as a meeting convened by the Commission and for this purpose the Commission must ensure that the Affiliate Members making the requisition are supplied free of charge with particulars of the Affiliate Members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting must be borne by the Association.

8. MANAGEMENT

The Commission constitutes the Committee for the purposes of the Act.

8.1 General powers of Commission

- (a) Subject to the Act and this Constitution, the business and affairs of the Association must be managed by the Commission, which may exercise the powers of the Association for that purpose.
- (b) The Commission must perform its functions in the pursuit of the Objects and in the interests of the Association as a whole, having regard to the Association's position and role in the structure and reputation of the Sport in the region and South Australia.
- (c) The Commission may not cause the Association to disaffiliate from the SSO or NSO or the Sport in any way unless decided by resolution of the Members at a Special General Meeting.
- (d) Any matter, of any kind whatsoever, not dealt with or provided for in the Constitution of the League may be dealt with in such manner as the Commission may think fit.

- (e) Subject to this Constitution, the Commission shall have the power to do all such things and to take such action as the Commission considers in the best interest of the League and which is in accord with the objects and powers of the League.
- (f) The interpretation of these Rules shall be in the absolute discretion of the Commission, whose decisions shall be final and binding on all Members.

8.2 Composition of the Commission

The Commission will comprise of 7 members:

- (a) Chairman elected under **clause 8.4.(c)**; and
- (b) Vice Chairman elected under **clause 8.4.(c)**; and
- (c) Secretary selected on application on a need's basis; and
- (d) Treasurer selected on application on a need's basis; and
- (e) Up to five (5) Additional Commission Members elected under **clause 8.6**.

8.3 Commission Portfolios

The Commission may allocate portfolios to Commission Members.

8.4 Nominations for Commission Members

- (a) The Commission must call for nominations for Commission Members at least twenty-eight (28) days prior to the Annual General Meeting.
- (b) The nominations of Chairman and Vice Chairman cannot be the Chairman, Vice Chairman, Secretary, Treasurer or committee member of the Affiliate Member club.
- (c) The Chairman and Vice Chairman to be elected by the elected Commission Members.
- (d) The Secretary may also hold the position of Treasurer.
- (e) The Commission may, when it calls for nominations, indicate which portfolios on the Commission it wishes to fill, the job descriptions for those portfolios and the qualifications or experience it considers desirable for those portfolios.

8.5 Nominations must:

- (a) be in writing.
- (b) be in the prescribed form (if any) provided for that purpose.
- (c) be signed by the nominee.
- (d) disclose any position the nominee holds in a Club, including as an officer, a participant, a Delegate or an employee; and
- (e) be delivered to the Association not less than fourteen (14) days before the date fixed for the Annual General Meeting.

8.6 Elections

- (a) If the number of nominations received for the Commission is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Commission, then those nominated shall be declared elected only if approved by the majority of Members entitled to vote at the Annual General

Meeting. Where a shortfall in nominations for vacant positions occurs, the Chairman shall call for nominations from the floor.

- (b) If the number of nominations exceeds the number of vacancies to be filled, an election must be conducted at the Annual General Meeting.
- (c) Voting shall be conducted in such a manner and by such a method as determined by the Commission from time to time.
- (d) If at the close of the Annual General Meeting, vacancies on the Commission remain unfilled, the vacant position(s) will be deemed casual vacancies under **clause 8.9**.
- (e) If a person nominated at the Annual General Meeting is not approved by the majority of Members under **clause 8.6(a)**, he or she will not be entitled to take office until approved by the Members at an Annual General Meeting.

8.7 Term of Appointment for Commission Members

- (a) Commission Members elected under **clause 8** shall be elected for a term of two (2) years. Subject to provisions in this Constitution relating to early retirement or removal of Commission Members, Commission Members shall remain in office from the conclusion of the Annual General Meeting at which their relevant election occurred until the conclusion of the second Annual General Meeting following.
- (b) At least half of the Commission Members shall retire in each odd year and the balance of the Commission Members shall retire in each even year until, after two (2) years the original elected Commission Members have all retired.
- (c) The sequence of retirements under **clause 8.7(b)**, which is designed to ensure rotational and staggered terms, shall be determined by the Commission.
- (d) Following the adoption of this Constitution, no person who has served as a Commission Member for a period of ten (10) years shall be eligible for election as a Commission Member until the next Annual General Meeting following the date of conclusion of their last term as a Commission Member.
- (e) If the law requires the Commission Member to have a particular qualification or clearance (for example, police clearance), the Commission Member's term will not begin until the qualification or clearance has been established.

8.8 Chairperson

The chairperson shall be the nominal head of the Association and will act as chair of any Commission meeting at which they are present. If the chairperson is not present or is unwilling or unable to preside at a Commission meeting, the Vice Chairman shall be automatically appointed. If the Vice Chairman is not present or is unwilling, then the remaining Commission Members appoint another member to preside as chair for that meeting only.

8.9 Casual Vacancies

- (a) Subject to **clause 7.6** any casual vacancy occurring in the position of Commission Member may be filled by the remaining Commission Members from among appropriately qualified persons. Any casual vacancy may only be filled for the remainder of the Commission Member's term under this Constitution.
- (b) Any position that becomes vacant before two thirds of the term has elapsed; the appointment of a replacement commissioner must be approved by a vote of the Affiliate members.
- (c) Nominations to be called as per **clause 8.5** and voted on as per **clause 7.9** at the General Meeting.

8.10 Duties of Commission Members

In accordance with Division 3A of the Act, Commission Members must:

- (a) not, in the exercise of their powers or the discharge of their duties, commit an act with intent to deceive or defraud the Association, Members or creditors of the Association or creditors of any other person or for any fraudulent purpose.
- (b) not make improper use of information acquired by virtue of their position in the Association so as to gain, directly or indirectly, any pecuniary benefit or material advantage themselves or any other person, or so as to cause a detriment to the Association.
- (c) not make improper use of their position as such an officer or employee so as to gain, directly or indirectly, any pecuniary benefit or material advantage for themselves any other person, or so as to cause a detriment to the Association; and
- (d) at all times act with reasonable care and diligence in the exercise of their powers and the discharge of the duties of their office.

8.11 Grounds for Termination of Commission Member

- (a) The office of a Commission Member becomes vacant if the Commission Member:
 - 1. dies.
 - 2. becomes bankrupt or makes any arrangement or composition with his or her creditors generally.
 - 3. suffers from mental or physical incapacity.
 - 4. cannot obtain or retain office under section 30 of the Act.
 - 5. resigns his or her office by notice in writing to the Association.
 - 6. is absent without the consent of the Commission from meetings of the Commission held during a period of six (6) months;
 - 7. holds any office of employment with the Association.
 - 8. is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his or her interest (and which amounts to a conflict of interest).
 - 9. is removed by the Members in General Meeting; or
 - 10. would otherwise be prohibited from being a Commission Member of a corporation under the *Corporations Act 2001 (Cth)*.

8.12 Commission may act

If there are any vacancies on the Commission, the remaining Commission Members may act but, if the number of remaining Commission Members is not sufficient to constitute a quorum at a meeting of the Commission, they may act only for the purpose of increasing the number of Commission Members to a number sufficient to constitute a quorum.

8.13 Commission to Meet

- (a) The Commission must meet as often as it considers necessary in every calendar year for the dispatch of business (and must meet at least as often as is required under the Act) and in accordance with principles of good governance. Subject to

this Constitution, the Commission may adjourn and otherwise regulate its meetings as it thinks fit.

- (b) Any Commission Member may at any time convene a meeting of the Commission on reasonable notice to the other Commission Members.

8.14 Decisions of Commission

Subject to this Constitution, questions arising at any meeting of the Commission may be decided by resolution of the Commission Members. Each Commission Member has one (1) vote on any question. The chairperson is authorised to exercise a casting vote.

8.15 Circulatory Resolutions

- (a) A resolution in writing, signed or assented to by email or other form of visible or other electronic communication by all the Commission Members for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of Commission Members duly convened and held. Any such resolution may consist of several documents in like form each signed or assented to by one (1) or more of the Commission Members.
- (b) A resolution may not be passed under **clause 8.18(a)** if, before it is circulated for voting under **clause 8.18(a)** the Commission resolves that it can only be put at a meeting of the Commission.
- (c) A resolution passed under this clause must be recorded in the minute book.

8.16 Resolutions not in Meeting

- (a) Without limiting the power of the Commission to regulate its meetings as it thinks fit, and subject to **clause 8.20**, a meeting of the Commission may be held where one (1) or more of the Commission Members is not physically present at the meeting, provided that:
 1. all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication.
 2. notice of the meeting is given to all the Commission Members entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Commission or this Constitution. The notice will specify that Commission Members are not required to be present in person.
 3. if a failure in communications prevents **clause 8.19** from being satisfied by the number of Commission Members which constitutes a quorum **clause 8.18**, and none of such Commission Members are present at the place where the meeting is deemed by virtue of the further provisions of this rule to be held, then the meeting shall be suspended until **clause 8.19** is satisfied again. If such condition is not satisfied within fifteen (15) minutes from the interruption, the meeting shall be deemed to have been terminated or adjourned and
 4. any meeting held where one or more of the Commission Members is not physically present shall be deemed to be held at the place specified in the notice of the meeting, provided a Commission Member is there in person. If no Commission Members are there in person, the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

8.17 Rescinded Resolutions

A motion to rescind or vary a resolution which has been carried by the League may be carried but subject to the following conditions.

1. If the motion which it is sought to rescind or vary has been passed in the then current year, notice of intention to move such variation or rescission shall be given at a previous meeting of the League and such motion to rescind or vary shall not be carried unless at least 75% of the delegates present vote in the affirmative.
2. If the motion which it is sought to rescind or vary has been passed or adopted in any previous year, notice of intention to move such rescission or variation shall be given at a previous meeting, but such motion must be carried by 75% of delegates present.

8.18 Quorum

- (a) At meetings of the Commission the number of Commission Members whose presence is required to constitute a quorum is:
 1. if the number of Commission Members, then in office is an even number, half of the number of Commission Members, plus one (1); or
 2. if the number of Commission Members, then in office is an odd number, half of the number of Commission Members rounded up to the next whole number, plus one (1).
- (b) The chairperson of the Association will act as chair of any Commission meeting or General Meetings at which he or she is present and unless the Commission decides otherwise, is the nominal head of the Association. If the chairperson is not present or is unwilling or unable to preside at a Commission meeting, the remaining Commission Members must appoint another Commission Member to preside as chair for that meeting only.

8.19 Conflict of Interest

- (a) The Commission Members must comply with sections 31 and 32 of the Act regarding disclosure of interests and voting on contracts in which a Commission Member has an interest.
- (b) A Commission Member shall declare his or her interest in any contractual, selection, disciplinary, or financial matter in which a conflict of interest arises or may arise and shall, unless otherwise determined by the Commission per 8.19(c), absent themselves from discussions of such matters and shall not be entitled to vote in respect of such matters. If the Commission Member casts a vote, the vote shall not be counted.
- (c) In the event of any uncertainty as to whether it is necessary for a Commission Member to absent themselves from discussions and refrain from voting, the issue should be immediately determined by vote of the Commission. If this is not possible, the matter shall be adjourned or deferred.

8.20 Disclosure of Interests

- (a) The nature of the interest of a Commission Member must be declared at the meeting of the Commission at which the relevant matter is first taken into consideration, if the interest then exists. In any other case, the interest should be revealed to the Commission at the next meeting of the Commission. If a Commission Member becomes interested in a matter after it is made or entered into, the declaration of the interest must be made at the first meeting of the Commission held after the Commission Member becomes interested.
- (b) All disclosed interests must also be disclosed to each Annual General Meeting in accordance with the Act.

8.21 General Disclosure

A general notice stating that a Commission Member is a member of, or associated with, any entity and that he or she is 'interested' in all transactions with that entity is sufficient declaration under **clause 8.22**. After the distribution of the general notice, it is not necessary for the Commission Member to give a special notice regarding any particular transaction with that firm or company.

8.22 Recording Disclosures

Any declaration made, any disclosure or any general notice given by a Commission Member in accordance with **clauses 8.21, 8.22** and/or **8.23** must be recorded in the minutes of the relevant Meeting.

8.23 Delegations

(a) Commission May Delegate Functions

The Commission may, by instrument in writing, create or establish or appoint special committees, individual officers and consultants to carry out such duties and functions. The Commission will also determine what powers these entities are given.

(b) Delegation by Instrument

The Commission may, in the establishing instrument, delegate such functions as are specified in the instrument, other than:

1. this power of delegation; and
2. a function imposed on the Commission by the Act or any other law, or this Constitution or by resolution of the Association in General Meeting.

(c) Delegated Function Exercised in Accordance with Terms

A function, the exercise of which has been delegated under this clause, may, while the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

(d) Procedure of Delegated Entity

The procedures for any entity exercising delegated power shall, subject to this Constitution and with any necessary or incidental amendment, be the same as that applicable to meetings of the Commission. The entity exercising delegated powers shall make decisions in accordance with the Objects. It shall promptly provide the Commission with details of all material decisions and shall provide any other reports, minutes and information as the Commission may require from time to time.

(e) Delegation May be Conditional

A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function. These may be specified in the delegation.

(f) Revocation of Delegation

By instrument in writing, the Commission may at any time revoke wholly or in part any delegation made under this clause. It may amend or repeal any decision made by such body or person under this clause.

8.24 Seal

- (a) The Association will have a Seal on which its corporate name appears in legible characters.

- (b) The Seal may not be used without the express authorisation of the Commission and every use of the Seal must be recorded in the minute books of the Association. The affixing of the Seal must be witnessed by two (2) Commission Members or by one Commission Member and another person authorised by the Commission for that purpose.

8.25 Secretary

- (a) The Secretary is appointed by the Commission on the terms and conditions within the Job Specification (including as to remuneration) and with the powers, duties and authorities, delegated to them by the Commission Members.
- (b) The Secretary will assist with the conduct of the day-to-day management of the business and affairs of the Association. The delegation will include the power and responsibility to:
 1. develop business plans, budgets, strategies, policies, processes and codes of conduct for consideration by the Commission Members and to implement them to the extent approved by the Commission Members.
 2. manage the financial and other reporting mechanisms of the Association.
 3. approve and incur expenditure subject to specified expenditure limits.
 4. sub-delegate his or her powers and responsibilities to employees or internal management committees of the Association.
 5. prepare agendas for Commission and General Meetings.
 6. attend all Commission and General Meetings.
 7. report regularly on the activities of, and issues relating to, the Association.
 8. in consultation with the Commission, employ such personnel as are deemed necessary or appropriate from time to time; and
 9. have any other powers and responsibilities which the Commission Members consider appropriate to delegate to the Secretary.

9. RECORDS AND ACCOUNTS

9.1 Accounts to be Kept and Distributed

- a) The Association must keep such accounting records as correctly record and explain the transactions and financial position of the Association.
- b) The Commission will cause proper accounting and other records to be audited and distributed in accordance with Division 2 of the Act, including all documents required to be distributed to the Members for the purpose of the Annual General Meeting.
- c) The Association must lodge with the Corporate Affairs Commission such periodic returns, containing accounts and other information relevant to the affairs of the Association, as the Act and associated regulations (Associations Incorporation Regulations 2008) may require.

9.2 Transaction Accounts

- a) The Association shall open and keep at least one transaction account as the Commission may from time to time determine, and all monies belonging to the Association shall, as soon as practicable after the same shall be received, be paid and deposited to the credit of those account(s) of the Association.
- b) No withdrawal shall be made from any transaction account in the name of the Association unless the withdrawal form, cheques or electronic transfer is signed or password-

activated, as appropriate, by any two-three of the persons appointed by the Commission for such purposes. All extraordinary and capital expenditure must be unequivocally ratified by the Commission.

9.3 Auditor

- (a) A properly qualified auditor or auditors shall be appointed by the Commission and the remuneration of such auditor or auditors fixed and duties regulated in accordance with the Act.
- (b) The following people may not be appointed as an auditor:
 - 1. an officer of the Association, including a Commission Member (and any partners, employers or employees of officers); or
 - 2. an employee of the Association, including the Secretary (and any partners, employers or employees of employees).
- (c) The auditor may be removed by the Commission.
- (d) The auditor has a right of access at all reasonable times to the accounting records and other records of the Association and is entitled to require from any officer of the Association such information and explanations as he or she desires for the purpose of an audit.
- (e) The auditor must provide the Commission with reports that comply with the Act with sufficient time for the Commission to lay such material before the Members as and when required (including for the Annual General Meeting).
- (f) The reasonable fees and expenses of the auditor are payable by the Association.

9.4 Application of Income

- (a) The income and property of the Association shall be applied solely towards the promotion of the Objects.
- (b) Except as prescribed in this Constitution or the Act:
 - 1. no portion of the income or property of the Association shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to any Member; and
 - 2. no remuneration or other benefit in money or money's worth shall be paid or given by the Association to any Member who holds any office of the Association.
- (c) Nothing in **clauses 9.4(a)** or **9.4(b)** shall prevent payment to any Member for:
 - 1. any services actually rendered to the Association whether as an employee, Commission Member or otherwise; or
 - 2. goods supplied to the Association in the ordinary and usual course of operation.
 - 3. interest on money borrowed from any Member.
 - 4. rent for premises demised or let by any Member to the Association; or
 - 5. any out-of-pocket expenses incurred by the Member on behalf of the Association.

Provided that any such payments shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction and there is no conflict of interest in making the payment.

10. ADMINISTRATION

10.1 Winding Up

The Association may be wound up in accordance with the Act.

10.2 Distribution of Assets and Property on Winding Up

- (a) If upon winding up or dissolution of the Association, there remains, after satisfaction of all its debts and liabilities, any assets or property, the same shall not be paid to or distributed to its Members, but instead, those assets or property must be given or transferred to another organisation(s) that has objects similar to the Objects of the Association.
- (b) Those organisation(s) must prohibit the distribution of income and property among its members to an extent at least as great as that imposed on the Association by this Constitution and the Act.
- (c) The organisation(s) is to be determined by the Members in a Meeting at or before the time of dissolution. If this does not occur, the decision will be made by a judge of the Supreme Court of South Australia or other court as may have or acquire jurisdiction in the matter.

10.3 Amendment of Constitution

This Constitution shall not be amended except by Special Resolution.

10.4 Regulations and By-Laws

(a) Commission to Formulate Regulations and By-Laws

The Commission may formulate, propose and interpret such Regulations and By-Laws for the proper advancement, management and administration of the Association and the advancement of the purposes of the Association and the Sport in South Australia as it thinks necessary or desirable. Such regulations and by-laws must be consistent with the Constitution, the NSO's constitutions, any regulations made by the NSO and any policy directives of the Commission. Regulations and by-laws can only be adopted, rescinded or amended with a resolution passed by a majority of eligible affiliate members at a meeting held in accordance with this constitution. Where a vote of eligible affiliate members split 50/50, the Commission to cast a deciding vote.

(b) Regulations and By-Laws Binding

All Regulations and By-Laws are binding on the Association and all Members.

(c) Regulations and By-Laws Deemed Applicable

All clauses, rules, by-laws and regulations of the Association in force at the date of the approval of this Constitution (as long as such clauses, rules, by-laws and regulations are not inconsistent with, or have been replaced by, this Constitution) shall be deemed to be Regulations and By-Laws and shall continue to apply.

(d) Bulletins Binding on Members

Amendments, alterations, interpretations or other changes to Regulations and By-Laws shall be advised to Members by means of bulletins and/or emails approved by the Commission and prepared and issued by the Secretary. Clubs shall take reasonable steps to distribute information in the bulletins to their Individual Members. The matters in the bulletins are binding on all Members.

10.5 Notice

- (a) Notices may be given by the Association to any person entitled under this Constitution to receive any notice. Notices will be sent by pre-paid post or facsimile transmission or, where available, by electronic mail (email) to the Member's registered address or facsimile number or email address. Notices to Delegates will be sent to the last notified address, facsimile number or email address.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected six (6) days after posting.
- (c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.
- (d) Where a notice is sent by email, service of the notice shall be deemed to be effected the next business day after it was sent.
- (e) Notices given to the Association are subject to **clauses 10.5(a), (b), (c) and (d)**.

10.6 Patrons and Vice Patrons

At a General Meeting, the Association, on the recommendation of the Commission, may annually appoint a chief patron and the number of patrons, as it considers necessary. This is subject to approval of that person or persons.

10.7 Indemnity

- (a) Any provision, whether contained in the rules of an incorporated association or in a contract with the association or otherwise, exempting any officer or auditor of the association from, or indemnifying him or her against, any liability to the association that by law would otherwise attach to him or her in respect of any negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to the association, is void.
- (b) The Association shall indemnify its Commission Members and employees against all damages and losses (including legal costs) for which any such Commission Member or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:
 - 1. in the case of a Commission Member, performed or made while acting on behalf of and with the authority, express or implied, of the Association
 - 2. in the case of an employee, performed or made in the course of, and within the scope of, their employment by the Association.

10.8 Authority to Trade

The Association is authorised to trade in accordance with the Act.

10.9 Colours of The Association

The colours of the Association are Red, Black and White.

10.10 Transitional Provisions

- (a) **Continuing Membership**
 - 1. Each Affiliate Member that is a Member of the Association on the day on which this Constitution is adopted will automatically be admitted to membership as an Affiliate Member.

2. Each other person who is a Member on the day on which this Constitution is adopted, will automatically be admitted to membership in the category that, in the reasonable opinion of the Commission, is the category most appropriate for that Member.

(b) **Commission Members**

For the purpose of determining when the term ends for each Commission Member in office on the day on which this Constitution is adopted, time served in the Commission Member's current term will be counted as if this Constitution had been in place at the commencement of that term.

(c) **Regulations deemed applicable**

All rules, by-laws, policies and regulations of the Association in force at the date of the adoption of this Constitution are to be deemed to be regulations and by-laws and continue to apply unless they are inconsistent with, or have been replaced by this Constitution.

10.11 Status and Compliance of Association

(a) **Recognition of Association**

The Association is a member of the SSO and is recognised by the SSO as the entity responsible for the delivery of the Sport in the region. Subject to compliance with this Constitution and the SSO's and NSO's constitutions, the Association shall continue to be so recognised and it shall administer the Sport in the region in accordance with the Objects.

(b) **Constitution of the Association**

This Constitution will clearly reflect the objects of the SSO and will conform to the SSO's constitution, subject always to the Act.

(c) **Operation of SSO's Constitution**

1. The Association will take all reasonable steps to ensure this Constitution conforms to the SSO's constitution, subject always to the Act; and
2. The Association shall provide a copy of this Constitution and all amendments to this Constitution to the SSO. The Association acknowledges and agrees that the SSO has power to veto any provision in its Constitution which, in the SSO's opinion and acting reasonably, is contrary to the Objects of the SSO.

(d) **Status and Compliance of Affiliate Members**

1. Affiliate Members acknowledge and agree that they shall:
 - 1) be or remain incorporated in South Australia;
 - 2) nominate two (2) delegates annually to attend General Meetings, and shall inform the Association of the details of that person accordingly;
 - 3) provide the Association with copies of their audited accounts, annual financial reports and other associated documents as soon as practicable, following the club's annual general meeting;
 - 4) recognise the SSO as the authority for the Sport in South Australia and the NSO as the national authority for the Sport;
 - 5) adopt and implement such communications and intellectual property policies as may be developed by the Association and/or the SSO; and

- 6) have regard to the Objects in any matter of the Affiliated Member pertaining to the Sport.

Constitution Version Control

Version No.	Meeting Date Endorsed	Clauses amended/Description of changes
Version 1	15 March 1993	Constitution to comply with the Associations Incorporate Act 1956-1965.
Version 2	19 December 2022	Entire Constitution updated with the exclusion of the Riverland Independent Football League commencing at the end of the 2022 season.