

Constitution
Of
North West Junior Soccer Association Inc.



TABLE OF CONTENTS

1. NAME OF ASSOCIATION	3
2. DEFINITIONS AND INTERPRETATION	3
3. OBJECTS OF THE ASSOCIATION.....	5
4. POWERS OF THE ASSOCIATION.....	5
5. MEMBERS.....	6
6. CESSATION OF MEMBERSHIP	8
7. DISCIPLINE.....	9
8. SUBSCRIPTIONS AND FEES	9
9. POWERS OF THE BOARD	10
10. COMPOSITION OF THE BOARD	10
11. DIRECTORS	11
12. VACANCIES ON THE BOARD.....	12
13. MEETINGS OF THE BOARD	13
14. EXECUTIVE.....	14
15. DELEGATIONS	14
16. SEAL	14
17. ANNUAL GENERAL MEETING.....	14
18. SPECIAL GENERAL MEETINGS.....	15
19. ATTENDANCE AT GENERAL MEETINGS AND APPOINTMENT OF DELEGATES ..	15
20. NOTICE OF GENERAL MEETING	16
21. BUSINESS.....	16
22. PROCEEDINGS AT GENERAL MEETINGS	16
23. VOTING AT GENERAL MEETINGS.....	17
24. DISPUTE RESOLUTION PROCEDURE.....	17
25. RECORDS AND ACCOUNTS	18
26. AUDITOR.....	18
27. APPLICATION OF INCOME.....	18
28. WINDING UP	19
29. DISTRIBUTION OF ASSETS ON WINDING UP	19
30. CONSTITUTION	19
31. REGULATIONS	19
32. NOTICE	20
33. PATRONS AND VICE PATRONS	20
34. INDEMNITY	20
35. TRANSITIONAL PROVISIONS.....	21

CONSTITUTION

of

North West Junior Soccer Association

1. NAME OF ASSOCIATION

The name of the association is "North West Junior Soccer Association 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)*.

"Annual General Meeting" means a meeting of the kind described in clause 17(a).

"Board" means the body consisting of the Directors and constituting the committee for the purposes of the Act.

"Constitution" means this constitution of the Association.

"Delegate" means, in respect of a Full Member, the person for the time being appointed as the Ordinary Member's delegate under clause 19(b).

"Director" means a member of the Board appointed under clause 11 and includes any person acting in that capacity from time to time appointed in accordance with this Constitution.

"Football" means "Association Football" as recognised by FIFA

"FIFA" means Federation Internationale de Football Association.

"Fiscal year" means the year ending on the next 30 September following incorporation and thereafter a period of 12 months commencing on 1 October and ending on 30 September each year.

"General Meeting" means a general meeting of Members and includes the Annual General Meeting or any Special General Meeting.

"Individual Member" means a person admitted as a member of the Association under clause 5.

"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 South Australia.

"Life Member" means an individual appointed as a life member of the Association under clause 5.

"Member" means a member for the time being of the Association.

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

“Full Member” means a School which is admitted as an Full Member under clause 5.

“Ordinary Resolution” means;

- (a) at a meeting of Members, a resolution passed at a General Meeting by a majority of Members present, entitled to vote and voting;
- (b) at a meeting of the Board or a committee of the Board, a resolution passed by a majority of those present, entitled to vote and voting.

“Participants” means persons who participate in Football whether as players, coaches, spectators, referees or other officials.

“Region” means the geographical area containing the Member Schools.

“Regulation” means a rule, regulation, by-law or policy made by the Board under this Constitution.

“School” means a school that enters teams or players in the Football program administered by the Association.

“Seal” means the common seal of the Association.

“Special General Meeting” means a general meeting of Members convened in accordance with clause 18.

“Special Resolution” means a resolution passed at General Meeting of the Members if:

- (a) at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all Members; and
- (b) it is passed at a duly convened meeting of the Members by a majority of not less than three-quarters of Members present, entitled to vote and voting.

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 the other genders;
- (e) 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 another legislative authority having jurisdiction); and

- (h) unless the contrary intention appears, a requirement that something is in writing will be met if it is produced by electronic, photographic, lithographic or other means by which it can readily be read and reproduced.

2.3 Resolutions

Where this Constitution requires or permits a decision to be made or a resolution to be passed by a General Meeting, the Board or a sub-committee of the Board, the decision may be made or the resolution may be passed by Ordinary Resolution unless either this Constitution or the Act requires otherwise.

2.4 The Act

- (a) Words and phrases which are defined in the Act and which are not specifically defined in clause 2.1 above have the same meanings in this Constitution as they do in the Act.
- (b) Model rules under the Act are expressly displaced by this Constitution.

3. OBJECTS OF THE ASSOCIATION

The objects of the association are to:

- (a) Conduct, encourage, promote, advance and administer the playing of Football for primary school aged children throughout the region.
- (b) Provide and promote education of coaches, referees and administrators
- (c) Adopt the rules of Football as may be determined from time to time by FIFA with modifications as required to assist Participants to develop competency in and understanding of Football in the region.
- (d) Become associated or affiliated with any state sporting body or any state organisation which may govern, administer and regulate Football in South Australia and from time to time become disassociated or cease affiliation with any such state sporting body or state organisation.
- (e) Maintain and enhance the reputation of Football and the standards of play and behaviour of Participants in the region.
- (f) Adopt and implement relevant policies and procedures of any state sporting body or any state organisation which may govern, administer and regulate Football in South Australia
- (g) Adopt and implement policies with regard to promoting the health, safety and protection and prevention of discrimination of Participants in the region.
- (h) Undertake and or do other reasonable things or activities which are necessary, incidental or conducive to the advancement of these Objects.

4. POWERS OF THE ASSOCIATION

For furthering the Objects, the Association shall have all the powers conferred by section 25 of the Act

5. MEMBERS

5.1 Categories of Members

The Members of the Association consist of:

- (a) Life Members; and
- (b) Full Members; and
- (c) Individual Members.

5.2 Admission of Members

- (a) A candidate for membership must apply to the Board in writing.
- (b) The application must:
 - (i) be in a form approved by the Board;
 - (ii) contain full particulars of the name and address and contact details of the applicant;
 - (iii) identify the category of membership for which the applicant is applying; and
 - (iv) contain any other information prescribed by Regulation for an application for membership in that category.

5.3 Discretion to accept or reject application

- (a) The Directors may accept or reject an application whether the applicant has complied with the requirements in clause 5.2 or not. The Directors are not required, nor can they be compelled to provide any reason for rejection.
- (b) Membership begins on the later to occur of;
 - (i) acceptance of the application by the Directors; or
 - (ii) payment of any fees payable by the new Member.

5.4 Life Members

- (a) Life Membership is the highest honour that can be bestowed by the Association for longstanding and valued service to the Association.
- (b) Any Member may recommend a person for Life Membership by notice in writing to the Board. A recommendation made under this clause must include a written report outlining the history of services of the nominee.
- (c) A person may be appointed a Life Member only by Special Resolution put to an Annual General Meeting by the Board.
- (d) A Life Member has the right to receive notice of General Meetings and to be present and to debate but not to vote at General Meetings.
- (e) A Life Member cannot be required to pay fees or subscriptions

5.5 Full Members

- (a) A School may apply to the Board for admission to membership as a Full Member.
- (b) The School Principal shall be the Full Member's administrative authority in all matters connected with the Full Member and the Association.
- (c) An Full Member has the right to receive notice of General Meetings and to be present, debate and vote at General Meetings.
- (d) Each Full Member is taken, by virtue of that membership, to have agreed:
 - (i) that it recognises the Association and any state sporting body or state organisation that the Association is affiliated with as the authority for Football in the region .
 - (ii) that it will conscientiously attend General Meetings;

5.6 Individual Members

- (a) An individual who has an interest in Football may apply to be an Individual Member.
- (b) An Individual Member has the right to receive notice of General Meetings and to be present and to debate but not to vote at General Meetings.

5.7 Obligations of Members

Each Member must:

- (a) treat all staff, contractors and representatives of the Association with respect and courtesy at all times;
- (b) maintain and enhance the standards, quality and reputation of both the Association and Football;
- (c) not act in a manner unbecoming of a Member or prejudicial to the Objects or the interests or reputation of the Association; and
- (d) in the case of a Full Member:
 - (i) take reasonable steps to prevent any of the Participants associated with it from acting in a way that is likely to bring the Association or Football into disrepute or which might adversely affect or derogate from the standards, quality and reputation of Football and its maintenance and development; and
 - (ii) take reasonable steps to discipline appropriately any of the Participants associated with it if the Participants act in such a way.

5.8 Register of Members

- (a) The Association must keep and maintain a register of Members in accordance with the Act.
- (b) In addition to the information required by the Act, the Register may contain such other information as the Board considers appropriate.

- (c) Members must provide the Association with the details required by the Association to keep the register complete and up to date.

5.9 Effect of Membership

This Constitution constitutes a contract between each of the Members and the Association and each Member is bound by:

- (a) this Constitution;
- (b) the Regulations;
- (c) The Dispute Resolution Procedure set out in clause 24:
 - (i) while a Member; and
 - (ii) after ceasing to be a Member, in respect of disputes relating to a matter arising while they were a member

6. CESSATION OF MEMBERSHIP

6.1 General

A Member ceases to be a Member of the Association if:

- (a) the Member dies;
- (b) the Member is dissolved, wound up or bankrupted;
- (c) the Member resigns from membership in accordance with clause 6.2;
- (d) in the case of a Full Member, the Member ceases to have eligible teams participating in the Association's current Football program; or
- (e) the Member is expelled from the Association under clause 6.3:

6.2 Notice of Resignation

A Member may resign from membership of the Association on one month's notice in writing to the Association. A resigning Member is liable for any outstanding fees or subscriptions which may be recovered as a debt due to the Association.

6.3 Expulsion for breach

- (a) Subject to clause 6.3(c) but despite anything contained in any Regulation made under clause 7(a), the Board may expel a Member from membership of the Association if, in the opinion of the Board, the Member has materially breached any of its obligations under this Constitution or the Regulations.
- (b) The Board may, in its discretion, convene a judiciary committee under clause 7(c) to hear and determine an allegation that a Member has materially breached one or more of its obligations under this Constitution or the Regulations and to make recommendations to the Board about the appropriate consequences of its findings. The Board may rely on the findings and recommendations of the judiciary committee.

- (c) A member may not be expelled under clause 6.3(a) unless the Member has been afforded natural justice.

6.4 Return of Property

A Member who ceases to be a Member must not thereafter use any property of the Association (including, without limitation, its Intellectual Property) and must immediately return to the Association all of the Association's documents, records or other property in the possession, custody or control of the former Member.

6.5 Membership may be Reinstated

- (a) Nothing in this clause 6 prevents a former Member from applying for readmission to Membership but, in considering the readmission application the Board is entitled to take into account the facts and circumstances in which the prior membership (or memberships) ceased.
- (b) Membership which has ceased under this clause 6 may be reinstated at the discretion of the Board without an application having been made under clause 6.5(a), with such conditions as it deems appropriate.

6.6 Refund of Membership Fees

Membership fees or subscriptions paid by the former Member may, at the Board's discretion, be refunded on a pro-rata basis to the Member on cessation of the membership.

7. DISCIPLINE

- (a) The Board may make Regulations governing the hearing and determination of disputes, protests or complaints by or against Members or Participants and any other matter involving the enforcement of this Constitution or the Regulations against Members
- (b) A Regulation made under clause 7(a) may:
 - (i) provide for one or more judiciary committees or tribunals to hear and resolve cases falling under clause 7(a);
 - (ii) prescribe penalties for breaches of this Constitution or the Regulations;
 - (iii) invest a judiciary committee or tribunal with power to impose penalties;
 - (iv) and otherwise prescribe the procedures for dealing with cases falling under clause 7(a).
- (c) Despite any Regulation made under clause 7(a), the Board may itself deal with any disciplinary matter referred to it or appoint a judiciary committee to do so.
- (d) All proceedings relating to cases falling under clause 7(a) must be conducted according to the rules of natural justice.

8. SUBSCRIPTIONS AND FEES

- (a) The Board will :
 - (i) fix annual membership subscriptions (if any);

- (ii) fix such other fees or levies as the Board considers prudent for the effective and sustainable management of the affairs of the Association; and
 - (iii) determine the time for and manner of payment of the subscriptions, fees and levies by Members to the Association.
- (b) The Board 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 Board 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 Board agrees to accept payment in instalments.
- (e) The Board may waive 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 Board is satisfied that there are special reasons to do so.

9. POWERS OF THE BOARD

9.1 Board

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

9.2 General powers of Board

Subject to the Act and this Constitution, the business and affairs of the Association must be managed by the Board which may exercise the powers of the Association for that purpose.

9.3 Limitation

The Board may not cause the Association to disaffiliate from a state sporting body or state organisation without an Ordinary Resolution of the Members in General Meeting.

10. COMPOSITION OF THE BOARD

10.1 Director

A Director constitutes an Officer for the purposes of the Act.

10.2 Composition of the Board

- (a) The Board will comprise of up to nine (9) Directors, all of whom must be aged 18 years and over and shall be elected under clause 11.
- (b) The Board shall consist of a Treasurer, Secretary, Registrar and up to 6 other Directors
- (c) The duties of the Treasurer, Secretary and Registrar shall be defined in the Regulations.

10.3 Portfolios

The Board may allocate portfolios to Directors.

11. DIRECTORS

11.1 Nominations

- (a) The Board must call for nominations for Director at least forty-two (42) days prior to the Annual General Meeting.
- (b) The Board may, when it calls for nominations, indicate which portfolios on the Board it wishes to fill, the job descriptions for those portfolios and the qualifications or experience it considers desirable for those portfolios.
- (c) Subject to clause 11.3(c) and 12.1, nominees for Director positions on the board must be members of the Association for a period of not less than 3 calendar months prior to nomination.

11.2 Form of Nomination

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 School, Sporting Organisation or Club, including as an officer, a Participant, a Delegate or an employee; and
- (e) be delivered to the Association not less than twenty-eight (28) days before the date fixed for the Annual General Meeting.

11.3 Elections

- (a) If the number of nominations received for the Board does not exceed the number of vacancies to be filled, then, subject to clause 11.3(f) those nominated will be declared elected at the Annual General Meeting.
- (b) If there are insufficient nominations received to fill all vacancies on the Board, nominations for the remaining Director positions may be made by Members from the floor of the Annual General Meeting. If the number of nominations received from the floor does not exceed the number of vacancies to be filled, then, subject to clause 11.3(f), those nominated will be declared elected at the Annual General Meeting.
- (c) If there are insufficient nominations received from Members to fill all vacancies on the Board, the remaining vacancies will be casual vacancies under clause 12.1. Nominations for the remaining casual vacancies may be made by any person from the floor of the Annual General Meeting. Nominations for casual vacancies are subject to Board approval and will be considered by the Board at the next scheduled Board meeting.
- (d) If at any stage the number of nominations for the Board exceeds the number of vacancies then to be filled, an election must be conducted at the Annual General Meeting.
- (e) Elections must be conducted by secret ballot or in such manner and by such method as may be determined by the Board from time to time or if the Board has not made a determination, by the method determined by the chairperson of the Annual General Meeting.

- (f) At the end of the procedures described in clauses 11.3(a) to 11.3(e) above, any Full Member may demand a confirmatory vote in which case each Board Member appointed or elected under the preceding clauses at that meeting (**Prospective Director**) must have his or her appointment or election approved by Ordinary Resolution of the meeting. If the appointment or election of a Prospective Director is not approved by the meeting, he or she will not be entitled to take office.
- (g) If at the close of the Annual General Meeting, vacancies on the Board remain unfilled, the vacant positions will be casual vacancies under clause 12.1.

11.4 Term of Appointment for Elected Directors

- (a) Subject to clause 11.4(b), the term of office of each Director begins at the conclusion of the Annual General Meeting at which their election occurs.
- (b) If the law requires the Director to have a particular qualification or clearance (for example, police clearance), the Director's term will not begin until the qualification or clearance has been established.
- (c) Subject to clause 11.4(d), the term of office of each Director ends at the conclusion of the second Annual General Meeting following their election, but the Director is eligible for re-election.
- (d) At least half of the Directors must retire every year. If the number of Directors whose term ends in any one year (**Retiring Directors**) is less than one half of the number of Directors, then an additional number of the Directors who are not due to retire (**Non-Retiring Directors**) must retire to make up one half.
- (e) If the Non-Retiring Directors cannot agree on which of the Non-Retiring Directors will retire, it will be determined by ballot.

12. VACANCIES ON THE BOARD

12.1 Casual Vacancies

Any casual vacancy occurring in the position of Director may be filled by Ordinary Resolution of the Board. Persons filling casual vacancies need not be Members of the Association. A person appointed to fill a casual vacancy holds office only until the end of the next Annual General Meeting irrespective of the term of office of the person whom he or she replaces.

12.2 Grounds for Termination of Director

The office of a Director becomes vacant if the Director:

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with her creditors generally;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (d) is disqualified from office under section 30 of the Act;
- (e) resigns his or her office by notice in writing to the Association;
- (f) is absent without the consent of the Board from meetings of the Board held during a period of six (6) months;

- (g) 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;
- (h) is removed by the Members in General Meeting; or
- (i) would otherwise be prohibited from being a director of a corporation under the *Corporations Act 2001 (Cth)*.

12.3 Board May Act

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

13. MEETINGS OF THE BOARD

13.1 Board to Meet

- (a) The Board 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). Subject to this Constitution, the Board may adjourn and otherwise regulate its meetings as it thinks fit.
- (b) Any Director may at any time convene a meeting of the Board on reasonable notice to the other Directors.

13.2 Attendance by Telephone

A Director may attend a meeting by telephone or other electronic means by which he or she can hear and be heard.

13.3 Decisions of Board

Subject to this Constitution, questions arising at any meeting of the Board may be decided by Ordinary Resolution. Each Director has one (1) vote on any question. Where voting is equal, the chairperson may exercise a casting vote. If the chairperson does not exercise a casting vote, the motion will be lost.

13.4 Resolutions not in Meeting

- (a) Subject to clause 13.4(d), the Board may pass a resolution without a Board meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Director signs.
- (b) For the purposes of clause 13.4(a), separate copies of a document may be used for signing by those entitled to vote if the wording of the resolution and statement is identical in each copy.
- (c) Any document referred to in this clause may be in the form of a facsimile or electronic transmission.
- (d) A resolution may not be passed under clause 13.4(a) if, before it is circulated for voting under clause 13.4(a), the Board resolves that it can only be put at a meeting of the Board.

- (e) A resolution passed under this clause must be recorded in the minute book.

13.5 Quorum

At meetings of the Board the number of Directors whose presence is required to constitute a quorum is 5

13.6 Chairperson

The Board must appoint one of the Directors as its chairperson. The chairperson will act as chair of any Board meeting or General Meeting at which he or she is present and unless the Board decides otherwise is the nominal head of the Association. If the chairperson is not present, or is unwilling or unable to preside at a board meeting the remaining Directors must appoint another Director to preside as chair for that meeting only.

13.7 Directors' Interests

The Directors must comply with sections 31 and 32 of the Act regarding disclosure of interests and voting on contracts in which a Director has an interest.

14. EXECUTIVE

The Board may, from time to time, employ a chief executive and other personnel it considers necessary or appropriate, in each case for such period and on such conditions as the Board determines.

15. DELEGATIONS

The Board may, in writing, establish subcommittees and delegate to each of them the exercise of the functions of the Board that are specified in the instrument of delegation, other than:

- (a) this power of delegation; and
- (b) a function that is a function imposed on the Board by the Act, by any other law, or by resolution of the Association General Meeting.

16. 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 Board 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) Directors or by one Director and another person authorised by the Board for that purpose.

17. ANNUAL GENERAL MEETING

- (a) An Annual General Meeting 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 Board.
- (b) All General Meetings other than the Annual General Meeting will be Special General Meetings.

18. SPECIAL GENERAL MEETINGS

18.1 Special General Meetings may be held

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

18.2 Requisition of Special General Meetings

- (a) On the requisition in writing of not less than twenty per cent (20%) of the total number of Full Members, the Board must, within one month after the receipt of the requisition convene a Special General Meeting for the purpose specified in the requisition.
- (b) Every requisition for a Special General Meeting must be signed by requisitioning 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 Members making the requisitions.
- (c) If the Board does not cause a Special General Meeting to be held within one month after the receipt of the requisition, the 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 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 Board and for this purpose the Board must ensure that the Members making the requisition are supplied free of charge with particulars of the Members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting must be borne by the Association.

19. ATTENDANCE AT GENERAL MEETINGS AND APPOINTMENT OF DELEGATES

- (a) Unless this Constitution expressly provides otherwise, Members and the Directors are entitled to attend General Meetings but only Full Members are entitled to vote.
- (b) Each Full Member, by notice to the Association, may appoint a natural person to act as its delegate in all matters connected with the Full Member and the Association. Subject to clause 19(e) and 19(f), the appointed delegate may exercise any of the Full Members powers in matters connected with the Full Member and the Association.
- (c) A Full Member may, by notice to the Association, revoke an appointment made under clause 19(b).
- (d) For all the purposes of this Constitution, a Full Member represented at a General Meeting by a Delegate is to be taken to be present in person at the meeting.
- (e) The Appointed Delegate cannot overrule a decision made by the School Principal.
- (f) When the School Principal and Appointed Delegate are both present at a meeting of the Association, the powers of the Full Member may be exercised by the School Principal only.
- (g) When the School Principal and the Appointed Delegate are both present at a meeting of the Association, the School Principal may, upon notice to the Association, confer the powers of the Full Member to the Appointed Delegate.

20. NOTICE OF GENERAL MEETING

- (a) Notice of every General Meeting must be given to every Member and the Directors by the means authorised in clause 32.
- (b) A notice of a General Meeting must specify the place, day and hour of the meeting and state the nature and order of the business to be transacted at the 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:
 - (i) the agenda for the meeting;
 - (ii) any notice of motion received from Members entitled to vote.

21. BUSINESS

- (a) The ordinary business to be transacted at the Annual General Meeting includes the consideration of accounts and the reports of the Board and auditors, the election of Directors under this Constitution and the appointment of the auditors (if so required).
- (b) All business that is transacted at a General Meeting or an Annual General Meeting, other than those matters referred to in clause 21(a), is special business.
- (c) No business other than that stated on the notice for a General Meeting may be transacted at that meeting.

22. PROCEEDINGS AT GENERAL MEETINGS

22.1 Quorum

No business may be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. Subject to clause 22.3(a)ii, a quorum for General Meetings is 51% of Full Members.

22.2 Chairperson to preside

The chairperson of the Board will, subject to this Constitution, preside as chairperson at every General Meeting except:

- (a) in relation to any election for which the chairperson of the Board is a nominee; or
- (b) where the chairperson of the Board has a conflict of interest.

If the chairperson of the Board is not present or is unwilling or unable to preside, the Full Members present must appoint another Director to preside as chair for that meeting only.

22.3 Adjournment of meeting

- (a) If within half an hour from the time appointed for the General Meeting a quorum is not present, the 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. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the adjourned meeting
 - (i) if the meeting was convened on the requisition of Full Members under clause 18.2, the meeting will lapse; and

- (ii) in any other case, those Full Members present will constitute a quorum.
- (b) The chairperson may, with the consent of any meeting at which a quorum is present, and must, if directed by the meeting, adjourn the meeting from time to time and from place to place but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- (d) Except as provided in clause 22.3(c) it is not necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

22.4 Voting Procedure

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 or on the declaration of the result of the show of hands) demanded by:

- (a) the chairperson; or
- (b) a simple majority of Full Members present at the meeting.

22.5 Recording of Determinations

A declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing 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.

23. VOTING AT GENERAL MEETINGS

23.1 Members entitled to vote

Each Full Member is entitled to one (1) vote at General Meetings.

23.2 Chairperson may not exercise casting vote

The chair of a General Meeting does not have a casting vote.

24. DISPUTE RESOLUTION PROCEDURE

- (a) The dispute resolution procedure set out in this clause applies to disputes between a Member and:
 - (i) another Member; or
 - (ii) the Association.
- (b) 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.
- (c) If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties may, within twenty four (24) days after the dispute first comes to the attention of both parties, refer the dispute to the State Sport Dispute Centre for resolution.

- (d) The Board may prescribe additional grievance procedures in Regulations
- (e) In this clause 'Member' includes any former Member who was a Member not more than six months before the dispute occurred.

25. RECORDS AND ACCOUNTS

The Association must comply with its obligations under of the Act in respect of accounts, records and minutes.

26. AUDITOR

If the association is legally required to have an annual audit:

- (a) A qualified auditor must be appointed at each Annual General Meeting as the Association's auditor (**Auditor**) for the then current Fiscal Year.
- (b) Any vacancy occurring during the year in the office of Auditor must be filled by the Board.
- (c) The Auditor has power at any time to call for the production of all books, accounts and other documents relating to the affairs of the Association.

If the Association is not legally required to have an annual audit but chooses to do so:

- (d) An auditor may be appointed at each Annual General Meeting as the Association's auditor for the then current Fiscal Year.
- (e) If the Annual General Meeting appoints an auditor, any vacancy occurring during the year in the office of auditor must be filled by the Board.
- (f) The auditor has power at any time to call for the production of all books, accounts and other documents relating to the affairs of the Association.

27. APPLICATION OF INCOME

27.1 The income and property of the Association must be applied solely towards the promotion of the Objects.

27.2 Except as prescribed in this Constitution or the Act, no portion of the income or property of the Association may be paid or transferred, directly or indirectly or whether by way of dividend, bonus or otherwise, to any Member or any associate of a Member.

27.3 Subject to clause 27.4, nothing in clauses 27.1 or 27.2 prevents a payment in good faith to any Member:

- (a) in accordance with clauses 3 and 27.1 where that Member is a not-for-profit entity with a similar purpose to the Association;
- (b) for any services actually rendered to the Association whether as an employee, Director or otherwise;
- (c) for goods supplied to the Association in the ordinary and usual course of operation;
- (d) for interest on money borrowed from any Member;
- (e) for rent for premises demised or let by any Member to the Association;

- (f) for any reasonable out-of-pocket expenses incurred by the Member on behalf of the Association.

27.4 No payment made under clause 27.3 may exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

28. WINDING UP

Subject to this Constitution, the Association may be wound up or deregistered in accordance with the Act.

29. DISTRIBUTION OF ASSETS ON WINDING UP

- (a) If, on winding up, dissolution or deregistration of the Association and after satisfaction of all the Association's debts and liabilities, there remain surplus assets (as defined in the Act) those surplus assets must not be paid to or distributed amongst the Members but must be distributed to another organisation or organisations which has objects similar to the Objects and a constitution which prohibits the distribution of income and property to Members.
- (b) The organisation or organisations to whom the distribution is to be made under clause 29(a) may be determined by the Members in General Meeting at or before the time of winding up, dissolution or deregistration,

30. CONSTITUTION

30.1 Alteration of Constitution

- (a) Subject to clause 30.1(b), this Constitution may be repealed or altered or a new provision may be added by Special Resolution passed at a duly convened General Meeting.
- (b) The Board may, by Ordinary Resolution, make an amendment that it considers necessary to ensure that the Association achieves or maintains exemption from a tax.

31. REGULATIONS

31.1 Board to formulate Regulations

The Board may make and amend rules, regulations, by-laws or policies (**Regulations**) for the proper advancement, management and administration of the Association, the advancement of the purposes of the Association and Football in South Australia as it thinks necessary or desirable, including without limitation regulations governing:

- (a) the conduct of Football programs (including but not limited to the rules of Football programs and codes of conduct);
- (b) the conduct of meetings;
- (c) the resolution of disputes;
- (d) discipline of Members and Participants for breaches of this Constitution or the Regulations; and
- (e) any other matter in respect of which this Constitution authorises the Board to make Regulations or which the Board considers is necessary or appropriate for the good governance of the Association and its affairs.

The Regulations must be consistent with the Constitution.

31.2 Regulations Binding

All Regulations are binding on the Association and all Members.

31.3 Publication of Regulations

Regulations and any amendments, alterations or other changes to or interpretations of the Regulations may be communicated to Members by a notice on the Association's website or in any journal or publication which is published by or on behalf of the Association and which is circulated by the Association to the Members.

32. NOTICE

- (a) Any notice required or authorised by this Constitution to be given to a Member may be served on the Member personally or by sending it through the post in a prepaid envelope addressed to the Member at the Member's last known place of business or by facsimile, email or other electronic means or by its insertion on the Association's website or in any journal or publication which is published by or on behalf of the Association and which is circulated by the Association to its members.
- (b) Any notice required or authorised by this Constitution to be given to the Association may be served by delivering it personally to the Association at its registered office or by sending it through the post in a prepaid envelope addressed to the Association at the registered office.
- (c) A notice served by post will be taken to have been received by the recipient on the second working day after it was posted.
- (d) A notice served by facsimile, email or other electronic means will be taken to have been received by the Member two hours after it was sent.

33. PATRONS AND VICE PATRONS

The Association at its Annual General Meeting may appoint annually on the recommendation of the Board a chief patron and as many vice patrons as it considers necessary, subject to approval of that person or persons.

34. INDEMNITY

- (a) Every Director and employee of the Association is entitled to be indemnified out of the property and assets of the Association against any liability incurred by them in their capacity as Director or employee in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any proceedings in which relief is granted by the Court.
- (b) The Association must indemnify its Directors and employees against all damages and losses (including legal costs) for which any such Director or employee may be or become liable to any third party in consequence of any act or omission:
 - (i) in the case of a Director, performed or made in good faith whilst acting on behalf of and with the authority, express or implied of the Association; and
 - (ii) in the case of an employee, performed or made in good faith in the course of, and within the scope of their employment by the Association.

35. TRANSITIONAL PROVISIONS

35.1 Continuing Membership

- (a) Each School that is a member of the Association on the day on which this Constitution is adopted will automatically be admitted to membership as a Full Member.
- (b) 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 Board, is the category most appropriate for that Member.

35.2 Directors

Each member of the administrative or governing body (by whatever name called) of the Association in office immediately prior to approval of this constitution under the Act shall continue in those positions. Time served in the Director's current term will be counted as if this Constitution had been in place at the commencement of that term.

35.3 Regulations deemed applicable

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