CONSTITUTION

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PORT LINCOLN FOOTBALL LEAGUE INCORPORATED CONSTITUTION

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1. Definitions

In this Constitution the following terms have a particular meaning:

1.1 Board of Management

Board – the collective of the members of the Board of Management of the League.

Board Member - the individual club representatives of the Board of Management

Independent Board Member - those voted onto the Board of Management by the Board.

Members of the Board - both Independent Board Members and Board Members

Chairperson - Chairperson of the Board of Management

Vice Chairperson - Vice Chairperson of the Board of Management.

1.2 General Terms

AGM – Annual General Meeting

Business Day - a day that banks are open for business in South Australia.

By-Laws - any by-law made by the League pursuant to this Constitution.

Clubs - the clubs who are members of the League.

Committee - the committees of the League established by the Board.

Constitution - this document as amended from time to time.

EP Board - the Eyre Peninsula Football Board.

Eyre Peninsula Zone - those Leagues embraced by the EP Board, namely Eastern Eyre, Great Flinders, Port Lincoln, and Western Eyre.

Football - the game of Australian Rules Football.

League - The Port Lincoln Football League Incorporated.

Official - any person appointed by a Club in an official capacity (i.e., coach, runner, trainers, manager, secretary, president, treasurer, steward, sprigger etc.)

Players - players that are registered to play for a Club.

Resident - a player or official who has the following qualifications.

(a) works and resides within the Eyre Peninsula Zone.
(b) has his name on the local electoral role, or has his postal, residential address within the Eyre Peninsula Zone.

Rules - the rules adopted by the Board as the rules of the League.

SANFL - the South Australian National Football League Incorporated.

Special Resolution - a resolution approved by at least 75% of Board Members eligible to vote on the resolution provided at least 21 days written notice of the intent to propose the resolution has been provided to members.

Tribunal - the independent disciplinary tribunal established by the Board to arbitrate breaches of the Rules.

Umpires - the Port Lincoln Football League Umpire Panel.

2 Interpretation

2.1 Headings are part of this constitution but if there is any conflict or inconsistency between a heading and other text of this constitution then the heading does not alter the meaning of the other text.

2.2 Singular words include the plural, and plural words include the singular.

2.3 Words of one gender are all inclusive.

2.4 Words indicating a person include a company, a corporation or an incorporated association and any other legal entity, and a partnership or other association.

2.5 Cognate words and expressions, and grammatical variations, or words and expressions which are defined, have corresponding meanings.

2.6 A reference to an Act or other legislation includes regulations or other subordinate legislation and includes all amendments and substituted legislation from time to time.

2.7 A reference to a party includes the successors and assigns of that party but this does not permit an assignment except in accordance with the terms of this constitution.

2.8 If a party referred to in this constitution includes more than one person, then each person is both jointly and severally liable for the obligations under this constitution.

2.9 Where the day on or by which anything is to be done is not a Business Day that thing must be done on or by the preceding Business Day

3 Name

The name of the association unless otherwise decided will be “The Port Lincoln Football League Incorporated”.

4. Districts

The districts of the League will comprise all the counties on Eyre Peninsula south of a boundary between the Great Flinders Football League comprising the Hundreds of Sleaford, Uley, Lincoln, Flinders, Louth, Wanilla, Lake Wangary and Warrow.

5. Objectives

5.1 The objects of the League will be undertaken by the Board and include the following:

5.1.1 To promote, encourage and participate in all forms of sporting activity and particularly Football.

5.1.2 To arrange, control and manage League matches and competitions between Clubs and other football leagues in accordance with the rules defined in this Constitution.

5.1.3 To arrange the time and place and conditions under which all matches promoted by the League will be played.

5.1.4 To raise money by subscription, percentage or otherwise from Clubs and/or Players as the Board may from time to time determine.

5.1.5 To hear and determine upon any allegation, complaint or dispute involving any breach of the rules or laws of Football adopted by the League, or in respect of any matter affecting the interests of the League, Clubs or Players with power to impose fines, suspension, expulsion or otherwise.

5.1.6 To purchase, rent, have on lease or in exchange, hire or otherwise acquire, construct, provide, make hold, improve, and maintain real and personal property of every description for the purposes of carrying out the objectives of the League.

5.1.7 To borrow, raise upon such terms and conditions and upon such securities if any as may be determined.

5.1.8 To invest and deal with the monies of the League if not immediately required in such a manner as may be from time to time determined.

5.1.9 To sell, assign, transfer, exchange, mortgage, lease, or grant options in respect of let, hire, dispose of or turn to account all or any part of the real or personal property of the League or any estate or interest therein upon such conditions in all respects as may seem expedient.

5.1.10 To co-operate with other sporting associations or clubs in the promotion and encouragement of sporting and associated activities.

5.1.11 To raise funds by any lawful means for any purpose consistent with these objectives.

5.1.12 To do all such acts and things as may be incidental, subsidiary, or conducive to any of the above objectives.

5.2 The income and property of the League must be applied solely towards the promotion of the objectives of the League, and no portion may be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise to any person associated with the League or their relatives, provided that nothing will prevent the payment in good faith of remuneration to any officer or servant of the League or to any person for any service actually rendered to the League, or reasonable and proper rental for premises let by any person to the League.

6 Membership

6.1 The membership of the League will consist of each Club.

6.2 The Board, at the Board's absolute discretion, will determine which Football clubs will be members of the League.

6.3 The Board will maintain a register of Clubs who are members of the League which will include a person nominated by each Club as that Club's contact person.

6.4 The Board may remove any Club as a member of the League in accordance with this Constitution.

6.5 The Board may admit such other Football clubs to be members of the League as the Board determines.

6.6 The Board will determine the eligibility criteria for joining the League, the criteria for remaining a member and the sanctions imposed on any Club that fails to meet these criteria.

7 Board

7.1. Functions and Powers of the Board

7.1.1. The Board is the governing body of the League and as such exercises all of the functions and powers of the League except to the extent that those powers have been delegated.

7.1.2. Subject to rule 7.1.4, the Board of Management may delegate any of its powers to a committee or to the Operations Manager or other staff of the League.

7.1.3. All current delegations must be recorded in a register of delegations which must be made available to Clubs at the AGM.

7.1.4. The Board of Management does not have the power to delegate:
(a) the appointment or removal of the Operations Manager.

(b) the cancellation of the membership of a Club; or
(c) the imposition of a levy.

7.1.5. The Board of Management will undertake the following specific functions:
(a) facilitate the Club's annual compulsory contributions.
(b) develop a strategic plan for the League to maintain strategic direction.
(c) develop an annual operational plan for presentation at the AGM which seeks to maximize investment, achieve the greatest possible return and to establish efficient processes.
(d) access resources to achieve the League's objectives.
(e) encourage collaboration between stakeholders.
(f) identify and utilize appropriate funding resources for the development of special projects.
(g) develop policies, processes, rules, by-laws, and procedures.
(h) communicate and extend the achievements of the League.
(i) develop progress reports to Clubs and other stakeholders.
(j) make decisions on operations, financial levies and expenditures and other relevant matters based on advice and recommendations received from the Committees who report to the Board.
(k) control and management of the funds and other property of the league.

7.2. Composition of Board

7.2.1. The Board will comprise four (4) Independent Board Members elected for two years at a time and six (6) Club Delegates, one (1) from each Club elected annually by each club.

7.2.2. The Board must elect a Chairperson and a Vice-Chairperson from the Independent Board Members annually following the AGM.

7.2.3. Each Member of the Board will receive from the Operations Manager a yearly pass, which on presentation will admit the Member of the Board to all matches arranged by the League with exception, as decided from time to time, while the holder is a Member of the Board.

7.3. Appointing the Board

7.3.1 The appointment of the Independent Board Members will be made by the Board at the AGM with procedural assistance from the Operations Manager.

7.3.2 Each Club will nominate a delegate to be their representative on the Board.

7.3.3 Each Club must nominate an alternative person (proxy) who may perform the role of the Board Member if the Board Member is unable to attend any meeting and that nominee will have all the powers of a Board Member.

7.3.4 The Secretary of each Club must notify the Administration Officer in writing prior to the AGM of the appointment of its Board Member and their proxy for the next football season.

7.3.5 No Board Member will have the right to vote at any meeting of the Board unless a notification of their appointment, signed by the Secretary of the Club which they represent, has been served on the Administration Office

7.4. Election of Independent Board Members

7.4.1. In September of each year the Board must approve and publish a date and time by which nominations of the Independent Board members for the Board are to be made.

7.4.2. All Independent Board Members must be elected by a majority of Club Board members and Independent Board members not up for election.

7.4.3. The Independent Board members will have specific portfolios dependent on their experience and expertise, which include chairing aligned committee meetings.

7.4.4. All elected Independent Board Members will, subject to this Constitution, hold office until the AGM two (2) years following their election.

7.4.5. A candidate for election as an Independent Board Member must before the due date for nomination deliver to the Operations Manager a nomination in writing.

7.4.6. Independent Board Members whose terms have expired must retire from office but are eligible to stand for re-election.

7.4.7. A nomination may be withdrawn in writing, signed by the person nominated and delivered to the Operations Manager at any time before the ballot papers are delivered to the Board.

7.4.8. If the number of those elected is fewer than the number of vacancies the Chairperson must declare a casual vacancy in respect of any position not filled.

7.4.9. The Operations Manager must determine which candidates are validly nominated and conduct the elections.

7.5 Appointment of Appointed Board Members

7.5.1 The Elected Board members may appoint up to two (2) Appointed Board Members, at their sole discretion.

7.5.2 In appointing Appointed Board members, the Elected Board members will have regard to which personal and professional skills and experience the Elected Board members believe will complement the Board composition.

7.5.3 The term of office of each Appointed Board Member must be fixed by the Elected Board Members at the time of the Appointed Board Members Appointment but it cannot exceed one (1) year.

7.6 Vacation of Members of the Board

The office of a Member of the Board will be vacated in the following circumstances:

7.6.1 if the Member of the Board resigns by notice in writing.

7.6.2 at the discretion of the Board, if the Member of the Board is absent, without leave of the Board, from three consecutive meetings of the Board.

7.6.3 if a resolution of the Board determines that the Member of the Board has become ineffective at carrying out the duties of a Board Member.

7.6.4 if the Member of the Board voluntarily stands aside, whereupon the office must be vacated during the period for which they stand aside,

7.6.5 if the Member of the Board ceases to reside in the Eyre Peninsula Zone, or

7.6.6 if the Member of the Board is convicted of an indictable offence.

7.6.7 In the event of a Club cancelling their Board Member's appointment for any reason whatsoever, that Club must make an application to the Operations Manager to declare the office vacant and must immediately elect or appoint another person to act as their Board Member for the balance of the then current tenure.

7.7 Casual vacancies

7.7.1 If the office of any Independent Board Member is vacant, other than as a consequence of the term of the Independent Board Member expiring, a casual vacancy will be created.

7.7.2 Independent Board Members elected to fill a casual vacancy must be elected by a majority of members of the Board.

7.7.3 A person elected to fill a casual vacancy will serve until the next AGM, but if elected to replace an Independent Board Member who has voluntarily stood aside then they will hold office until either that Independent Board Member resumes as an Independent Board Member or until that Independent Board Member's term of office expires.

7.7.4 An Independent Board Member casual vacancy that still exists at the time of an AGM may be filled by election by the Board providing a written nomination is submitted seven (7) days prior to the meeting and adheres to 7.4.9.

7.7.5 If an Independent Board Member casual vacancy still exists after the AGM it may be filled by election by the Board at the next Board meeting following the provision of a written nomination being submitted seven (7) days prior to the meeting and adheres to 7.4.9.

7.8 Meetings of the Board

7.8.1 Meetings of the Board must be held at least ten (10) times per calendar year.

7.8.2 Notice will be deemed to have been given when the schedule of meetings for the year is sent to each Member of the Board. In the event of a change from the times published, one week's notice is required.

7.8.3 There will be no proxies or alternates for Independent Board Members absent from any meeting.

7.8.4 In the absence of a Board Member an officially nominated proxy may attend and have full voting rights.

7.8.5 The Chairperson may convene a meeting of the Board to consider urgent business that requires resolution prior to the next scheduled meeting, or to consider a major item of business that could not practically be dealt with at the next scheduled meeting.

7.8.6 Notwithstanding rule 7.8.5, in circumstances determined by the Chairperson to be urgent and exceptional, the required period of notice will be at the discretion of the Chairperson provided it exceeds 24 hours or such shorter time as unanimously agreed by the Board.

7.8.7 The Administration Officer must provide agendas prior to meetings and keep minutes of all resolutions and proceedings of meetings of the Board.

7.8.8 All meetings of the Board must be held at a convenient place or as otherwise decided by the Board from time to time.

7.8.9 Meetings of the Board must be chaired by the Chairperson. If the Chairperson is unable to chair a meeting, in whole or in part, the Vice-Chairperson must take the chair.

7.8.10 If both the Chairperson and the Vice Chairperson are unable to chair a meeting and an Independent Board Member may be nominated by the

Board Members at the meeting to be the acting Chairperson for that meeting.

7.8.11 The Chairperson may permit a member of the Board to attend the meeting via electronic devices providing advance notice is given and the meeting time is not affected.

7.9 Quorum

7.9.1 The quorum for all meetings of the Board will be six (6)

7.9.2 If a quorum is not present the Administration Officer must reschedule the meeting to a place and time that will enable a quorum to be present.

7.10 Resolutions

7.10.1 Voting on resolutions must be by show of hands, except where the Member of the Board is attending via electronic devices, in which case the Member of the Board state whether they are voting for or against the resolution.

7.10.2 In cases where it is necessary to seek a resolution of the Board before the next scheduled meeting:

(a) the Chairperson may determine that the proposed resolution and any supporting papers be circulated by the Administration Officer to Members of the Board:
(b) Members of the Board will record their vote for or against the resolution in an email or Teams post to the Administration Officer, and
(c) any resolution put in this manner will be deemed to be a valid resolution of the Board.

7.10.3 The Chairperson will have a deliberative as well as a casting vote.

7.11 Eligibility

7.11.1 Members of the Board must be residents of the Eyre Peninsula Zone.

7.11.2 When considering the suitability of a person who has nominated to be an Independent Board Member, the Board must have regard to the nominee's personal attributes with experience in one or more of the following areas being considered favourable:

(a) business management.
(b) corporate governance.
(c) sporting administration.
(d) legal competencies.
(e) accounting competencies
(f) planning.
(g) local government; and

(h) indigenous community administration and understanding.

7.12 Conflicts of interest

7.12.1 Members of the Board must declare any conflict of interest to the Operations Manager before appointment.

7.12.2 Members of the Board must declare any conflict of interest through the Chairperson of the Board at any time a conflict may arise while a sitting Member of the Board.

7.12.3 A Member of the Board having a direct or indirect pecuniary interest in a contract or proposed contract with the League must disclose the nature and extent of that interest to the Board as required by the Act and shall not vote with respect to that contract or proposed contract.

7.13 Rescission of Resolutions

A motion to rescind or vary a resolution which has been carried by the Board may be carried out subject to the following conditions:

7.13.1 If the motion which is sought to rescind or vary has been passed in the then current year, notice of intention to move such variation or rescission must be given at a previous meeting of the Board and such motion to rescind or vary shall not be carried unless by Special Resolution.

7.13.2 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 must be given at a previous Board meeting, but such motion may be carried by a majority of the Members of the Board.

7.13.3 No motion, the effect of which if carried would be to rescind or vary any previous motion, shall if negated be again brought forward during the current year unless a motion giving leave to bring such matter forward is carried out by Special Resolution.

7.14 Dispute Resolution

7.14.1 The procedure set out in this rule applies to disputes under these rules between:
a member and another member
a member and the league

7.14.2 The parties to the dispute must meet and discuss the matter in dispute and if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

7.14.3 If the parties are unable to resolve the dispute at the meeting the parties

may choose to meet and discuss the dispute before a third independent person agreed to by the parties.

7.14.4 The rules of natural justice must be observed.

8 Committees

8.1 The Board may, from time to time, by resolution at any meeting, delegate any of its powers to a committee consisting of one or more such people as it thinks fit to appoint and may recall or revoke any such delegation or appointment.

8.2 Each year at the AGM the Board must advise each Club of the positions that are required to be filled by nominees from each Club on the various Committees established by the Board from time to time.

8.3 The names of all the people nominated by each Club as Committee members and formal proxies must be submitted to the Operations Manager in writing by a date nominated by the Board at the AGM.

8.4 Any Club wishing to alter or revise a committee member nominee must give the Operations Manager notice in writing prior to the next Committee meeting.

8.5 The Board may refuse to accept any person nominated by a Club as a Committee member but if rejected the relevant Club must appoint an alternative person acceptable to the Board.

8.6 Any Committee member who is unable to attend a committee meeting may nominate their proxy as an alternative person to represent that Committee member at any meeting.

8.7 If both the committee member and the formal proxy are unable to attend a meeting the Club may nominate another member to replace them, but they must be nominated in writing prior to the meeting.

8.8 In extenuating circumstances, the Chairperson of the Committee may accept a nominated replacement verbally.

8.9 The nomination of Committee members by each Club is a condition of membership of the League and any Club who fails to nominate the required number of nominees will face disciplinary action by the Board.

8.10 A Committee member who fails to attend three (3) consecutive Committee meetings without leave of that Committee will cause that Committee member's Club (if relevant) to be subject to whatever disciplinary or restorative action that the Board deems appropriate.

9 Umpire Panel

9.1 The role of this committee of the League is to provide, wherever possible, game officials.

9.2 This is a self-regulated committee but must report to the League when requested and are answerable to the Board.

9.3 The Umpire Panel must work within the confines of their annually established budget allocated by the Board.

10. Administration Team

The Board will establish an Administration Team which will comprise of the following positions:

10.1 Operations Manager

10.1.1 The primary function of this role is to coordinate the implementation and management of programs and facilities at all levels of the League as determined by the Board.

10.1.2 The Board may appoint an Operations Manager who will hold office in accordance with the requirements of the Board and on such employment terms as the Board sees fit.

10.1.3 The Board will develop an employment position description which defines the role and responsibilities of the Operations Manager and the tasks that are delegated to the Operations Manager from the Board.

10.1.4 Unless the Board determines otherwise, the Operations Manager will be the Public Officer of the League.

10.1.5 The Board may, if it thinks fit, appoint an acting Operations Manager to perform all or any of the duties of the Operations Manager either temporarily or otherwise.

10.2 Administration Officer

10.2.1 The primary aspect of this role is to support the Operations Manager by preparing and recording the agendas, minutes, and other records of the meetings of the League, and being the initial League contact regarding correspondence.

10.2.2 The Board will develop a position description which defines the role and responsibilities of the Administration Officer and the tasks that are delegated to the Administration Officer from the Board.

10.2.3 The Board may appoint such a person annually.

10.2.4 The Board may, if it thinks fit, appoint an acting Administration Officer to perform all or any of the duties of the Administration Officer either temporarily or otherwise.

10.3 Finance Officer

10.3.1 The primary aspect of this role is to assist the Operations Manager on all matters financial of the League.

10.3.2 The Board will develop a position description which defines the role and responsibilities of the Finance Officer and the tasks that are delegated to the Finance Officer from the Board.

10.3.3 The Board may appoint such a person annually.

10.4 Junior Development Officer

10.4.1 This position is to coordinate the implementation and management of the junior programs of the League as determined by the Board.

10.4.2 The Board will develop a position description which defines the role and responsibilities of the Junior Development Officer and the tasks that are delegated to the Junior Development Officer from the Board.

10.4.3 The Board may appoint such a person bi-annually.

10.5 Canteen Manager

10.5.1 It is the responsibility of the Canteen Manager to run the Centenary Oval canteen efficiently and profitably within the guidelines of the League.

10.5.2 The Board will develop an employment position description which define the role and responsibilities of the Canteen Manager and the tasks that are delegated to the Canteen Manager from the Board.

10.5.2 The Board may appoint such a person annually.

10.6 Bar Manager

10.6.1 It is the responsibility of the Bar Manager to run the bar efficiently and profitably within the guidelines of the League.

10.6.2 The Board will develop an employment position description which defines the role and responsibilities of the Bar Manager and the tasks that are delegated to the Bar Manager from the Board.

10.6.3 The Board may appoint such a person annually.

10.7 Girls' Junior Development Officer

10.7.1 This position is to coordinate the implementation and management of the girls' junior programs of the League as determined by the Board.

10.7.2 The Board will develop a position description which defines the role and Responsibilities of the Girls Junior Development Officer and the tasks that are delegated to the Girls Junior Development Officer from the Board

10.7.3 The Board may appoint such person annually.

11. Seal

11.1 The League must provide a common seal containing the name of the League.

11.2 The seal must not be used except by authority of the Board.

11.3 Every instrument to which the Seal is required to be affixed must be signed by the Chairman of the Board, or Vice Chairman in the absence of the Chair, and counter-signed by the Operations Manager.

12 Annual General Meetings

12,1 The AGM must be held by 31st December each year.

12.2 The following business must be transacted at the AGM:

12.1.1 the Annual Report and audited financial statements for the past year will be presented.

12.1.2 an annual operations plan will be presented.

12.1.3 Committees will be appointed, and Clubs notified of the Committee positions it will need to fulfil.

12.1.4 the people who will make up the Tribunal will be appointed.

12.1.5 the auditor will be appointed.

12.1.6 Board Members will be appointed.

12.1.7 The Clubs annual compulsory contributions will be determined

12.1.8 consideration will be given to any other business or matter accenting the welfare or interest of the League.

12.2 The time and place of the AGM must be advertised to community members and given to the secretaries of the Clubs, and such notices must be given at least fourteen days prior to the date of the holding of an AGM.

13 Rules

The Board may adopt and keep in force Rules for the regulation and control of Clubs and Players.

14 By-Laws

14.1 The Board has the power from time to time to make, alter, and repeal any by-laws as it may deem necessary, convenient, or expedient, in relation to the proper conduct and management of the business and affairs of the League and the attainment of its objectives.

14.2 All by-laws so made will be binding on all Clubs as a condition of membership of the League.

15 Alteration of Constitution

15.1 This Constitution may not be altered or rescinded or added to except by Special Resolution of the Board at a meeting called for that purpose.

15.2 Any resolution by the Board to alter, rescind or add to the Constitution so far as it relates to the appointment or removal of Board Members must be approved by Special Resolution of the Board at a meeting called for that purpose.

16 Life Members

16.1 The Board may confer life membership of the League upon any person or persons who have rendered meritorious service to the League.

16.2 Notwithstanding the title ‘Life Member’ any person elected by the Board as a life member is not a member of the League, this term is ceremonious only.

16.3 Eligibility for life membership may be determined by the Board in its discretion.

17 Clubs Withdrawing from the League

No Club will be permitted to withdraw as a member of the League without giving notice by certified mail of its intention to do so to the Operations Manager prior to 31st October in any year.

18 Dissolution of the League

18.1 The Board will have the power to resolve that the League be absolutely dissolved, and the affairs of the League wound up via a Special Resolution in accordance with the Act.

18.2 If a resolution is made in accordance with rule 18.1 the League will be dissolved, and the affairs wound up.

18.3 Upon winding up if the assets of the League are more than sufficient to satisfy its liabilities such surplus assets shall be distributed to any organization which has similar objects and has rules which prohibit the distribution of its assets and income to its members. Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.

18.4 Should liabilities be in excess of the League's assets, any net deficiency must be levied equally upon each Club.

18.5 Player registration must be dealt with in accordance with the SANFL Constitution.

19 Other Matters

19.1 The League will affiliate each year with the SANFL.

19.2 Any matter not dealt with within this Constitution and/or By-Laws must be adjudicated upon by the SANFL, and their decision will be binding on all Members of the Board and Clubs.

20 Indemnity

20.1 The Board must ensure that Insurance cover is taken out to cover Board Members, other officers of the League and Clubs for losses or charges sustained in carrying out their duties for the League.

20.2 No indemnity will apply if such losses or charges are incurred through their wilful default or through a fraudulent act.