



# **River Murray Football League Inc**

## **Constitution**

**Amended 4-12-2023**

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## League Constitution

The name of the League shall be the River Murray Football League Incorporated, which shall be affiliated with the SANFL Inc.

The clubs included in this League are:

Imperial Football Club Incorporated  
Jervois Football Club Incorporated  
Mannum Football Club Incorporated  
Coorong Cats Football Club Incorporated  
Mypolonga Football Club Incorporated  
Rambler Football Club Incorporated  
Tailem Bend Football Club Incorporated  
Mallee District Sporting Club Incorporated  
Southern Mallee Football and Netball Club Incorporated

### 1. Meanings

#### 1.1 Definitions

In this constitution:

**Chairman** is the person elected as Chairman of the Executive and may be referred to as The President of the League.

**Community** is the combined local community area of the Clubs.

**Delegates** are representatives of their home club.

**Directors** are elected members of the Executive Committee.

**Deputy Chairman** is the person elected as Deputy Chairman of the Executive and may be referred to as the Vice President of The League.

**Executive** is the governing body of the League comprising the directors.

**Football** is the game of Australian football played substantially in accordance with the laws of Australian Football published by the Australian Football League.

**League** is all of the clubs that are approved and represented by delegates.

**Resolution** is a motion to add, change or delete a By-law or procedure (refer Schedule 1. 4.1 for procedure).

**Special Resolution** is a motion to add, change or delete part of the constitution, to add or expel a club or to wind up the League (refer Schedule 1. 4.1 for procedure).

**SANFL** is the South Australian National Football League Incorporated (A2870).

**SANFL Rules** are the Regulations, rules and policies of SANFL.

**The Act** being the Associations Incorporation Act 1985 (SA).

#### 1.2 Interpretation

In this Constitution:

- (a) Words have the meaning given to them in the table above;
- (b) The singular includes the plural and vice versa;
- (c) Reference to any gender includes the other gender;
- (d) Person includes a firm, a corporation a body corporate, an unincorporated association or an authority; and
- (e) A reference to any instrument includes a reference to that instrument as varied from time to time.

## **2        Responsibilities**

### **2.1    Objects**

The Leagues objects as set out in our strategic plan in the by-laws are to:

- (a)    Arrange, promote conduct and manage football matches between the Clubs and other football leagues;
- (b)    Promote and foster community interest in, football; and
- (c)    Cooperate with other sporting associations in promoting sport and associated activities within the community.

### **2.2    Powers**

The League shall have all the powers conferred by section 25 of the Act.

### **2.3    Discrimination**

The League must not discriminate on the grounds of race, social standing, occupation, and gender, political or religious belief.

## **3.        Governance**

### **3.1    Members**

The rules about members are set out in Schedule 1. Delegate Club Management.

### **3.2    Executive**

The rules about the Executive and Directors are set out in Schedule 2. Executive Committee Management

### **3.3    Manage**

The Executive manages the affairs and controls the funds and property of the League as per the Constitution and By-laws.

### **3.4    By-laws**

- (a) The Executive may make and vary By-laws relating to the advancement and management of the League.
- (b) The By-laws must be consistent with this constitution and the SANFL Rules, unless SANFL otherwise approves in writing.
- (c) By-laws are only effective if approved by the Clubs in a general meeting.
- (d) Refer to Schedule 1. 4.10 For procedure.

**4. Indemnity and Insurance**

- (a) The League indemnifies each director, employee, officer and auditor against any liability he or she may incur in connection with:
- (b) The League, except where the liability arises because of his or her negligence, default, breach of duty or trust: and
- (c) Defending any proceedings relating to these matters, whether civil or criminal in which judgment is given in his or her favour or in which he or she is acquitted.
- (d) The League may insure the present and past directors and other officers of the League against any liability they incur in connection with their position to the extent the law allows.

**5. Other Matters**

**5.1 SANFL**

- (a) The League will affiliate with the SANFL.
- (b) The League and the Clubs must comply with the SANFL Rules.

**5.2 Seal**

The League must have a common seal containing its full name. It may not be used without the authorization of the executive. Two Directors must witness the affixation of the seal by signing the document.

**5.3 Minutes**

The League must keep minutes of proceedings of the League, the Executive and its committees at its offices. They must be confirmed at a subsequent meeting of the relevant body and signed by the chairman of that meeting or its previous meeting.

**5.4 Accounts**

The League must keep proper accounting records of its financial position at its offices.

**5.5 Auditor**

The League must, if required by law, appoint an auditor to audit its books and records and report to the Clubs on the financial affairs of the League

**5.6 Alteration**

This constitution may only be amended by a special resolution of the Clubs at a duly convened general meeting or at the Annual General Meeting.

**5.7 Non Profit**

The assets and income of the League must be applied solely to further the objects. No part may be distributed directly or indirectly to the members except as covered by good faith payment for services rendered or expenses incurred for the league or as covered by By-laws.

**5.8 Winding Up**

- (a) The League may be wound up in the manner provided for in the Act.
- (b) Any surplus assets remaining after the payment of the League's liabilities may be transferred to the existing members of the League provided the Clubs are an incorporated body that has identical or similar purposes which is not carried on for the profit or gain to its individual members as determined by the Executive.
- (c) The whole of the Leagues property shall be vested in the control of the Executive Committee. Should the League not function for two (2) seasons and is definitely assured of not reforming on the third season, or should it appear at any time during its existence advisable or necessary to dissolve the League, the whole of the Leagues property must be sold and together with all the cash including that which is in the bank or on hand, must be equally divided between all Clubs financial prior to the disbanding of the League.

**5.9 No Assignment**

A Club may not assign membership in the League, including by transfer or by giving security.

**5.10 Contract**

This Constitution and the By-laws are a contract between the League and the Clubs.

**5.11 Notices**

- (a) A Notice must be in writing and may be given by delivering it personally, sending it by prepaid post, facsimile or electronic transmission to:
  - (1) The league, at its registered office or other address it specifies in a notice to the Clubs from time to time:
  - (2) A director, at the address given by him or her to the League from time to time: or
  - (3) To a Club at its address in the members' register or its address last known to the League.

Notice is taken to be given, in the case of post, five days after posting, and in the other cases, at the time of sending.

**SCHEDULE 1 Delegate Club Management**

**Members**

**1. Members**

**1.1 Existing Members**

The Clubs are the existing members of the League

**1.2 New Members**

The Clubs may by special resolution, admit another football club as a member on the terms they see fit. It then becomes a Club under this constitution.

**1.3 Register**

The Executive must maintain a register of Clubs detailing for each:

- (a) Its current address and other contact details;
- (b) Its date of becoming and ceasing to be a member

**2. Membership End**

**2.1 Ceasing to be a member**

A Club ceases to be a member if it:

- (a) Resigns by notice in writing to the Executive;
- (b) Fails to pay its subscriptions when due and the Executive does not allow further time to pay;
- (c) Is dissolved or deregistered; or
- (d) Is expelled by a special resolution of the other Clubs.

**2.2 Expelling a member**

- (a) If the Executive determines that a Club:
  - (1) Has failed to comply with this constitution;
  - (2) Is insolvent or any steps are taken to wind it up, appoint a liquidator, administrator, receiver or receiver and manager to any of its property; or
  - (3) Is guilty of conduct that the Executive considers to be detrimental to the League,It may propose a special resolution at a general meeting that the Club be expelled.
- (b) The Executive must:
  - (1) Give the Club at least 14 days' notice of the proposed expulsion resolution; and
  - (2) At the time it considers the matter, allow the Club to be present and be heard. The Club may be legally represented.



**3.        Subscriptions**

The Clubs must pay the subscriptions at the times that the Executive determines.

**4.        Meetings**

**4.1      Calling Meetings**

- (a)    The Executive:
  - (1)    May call a general meeting whenever it thinks fit; and
  - (2)    Must call an annual general meeting at least once in each calendar year and shall take place no later than the second week in December.
- (b)    The Executive determines the time and place of the meeting.
- (c)    The Executive must give each Club at least:
  - (1)    21 days notice of a general meeting, if a special resolution is to be proposed at the meeting; or
  - (2)    14 days' notice of a general meeting in any other case.
- (d)    The notice must state the time and place of the meeting, an agenda and the proposed resolutions.
- (e)    At least one half of the Clubs may request the Executive to call a general meeting. If the Executive does not call a general meeting within 30 days of the Clubs' request, the Clubs may themselves and at their expense call a general meeting in as nearly as is practicable the same way as if it is called by the Executive.
- (f)    Failure to properly give notice of a general meeting does not invalidate the meeting or resolution passed at the meeting.

**4.2      Chair**

The chairman for the general meeting is:

- (a)    The Chairman or, in his absence, the Deputy Chairman.
- (b)    If they are not present within 15 minutes after the appointed time for the start of the meeting or decline to act, the Chairman is the person elected by the Clubs from the Directors who are present.

**4.3      Directors**

The directors may attend a general meeting.

**4.4      Quorum**

A Quorum for a general meeting is not less than half of the Clubs.

#### **4.5 Failure of Quorum**

- (a) If a quorum is not present at a general meeting within 15 minutes from the time appointed for its start:
  - (1) If the meeting was convened upon the requisition of Clubs, the meeting is dissolved;
  - (2) In any other case, the meeting is adjourned to the same day in the next calendar month at the same time and place or to the other day, time and place as the Executive appoints by notice to the Clubs. The Executive must give at least 21 days (21) clear days notice of the adjourned general meeting;
- (b) If at an adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting, the Clubs' representatives present are a quorum and may transact the business for which the meeting was called.

#### **4.6 Representative**

- (a) Each club must have two persons as delegates to attend general meetings and shall be allowed one vote on any issue.
- (b) Only the delegates can vote for the Club they represent.
- (c) The Delegates details must be given to the League Executive before the meeting commences and sign the record of attendance.
- (d) The Executive shall be allowed one vote on any issue.
- (e) The Delegates appointment will expire immediately after the Annual General meeting.

#### **4.7 Observer**

- (a) A Club may invite 1 person who may attend a general meeting as an observer.
- (b) The observer may speak on motions but cannot vote.

#### **4.8 Business of the meeting**

- (a) An annual general meeting may;
  - (1) Receive and consider the financial reports. Executive reports and auditor's report;
  - (2) Elect directors;
  - (3) Appoint members to the Leagues Independent Tribunal;
  - (4) Appoint and remove the auditor;
  - (5) Fix the remuneration of the directors and auditor;
  - (6) Amend this constitution (special resolution)
- (b) A general meeting may;
  - (1) Confirm the minutes of the previous general meeting;
  - (2) Remove and replace directors;
  - (3) Admit a new Club (special resolution)
  - (4) Expel a Club (special resolution), following the Executives recommendation;
  - (5) Approve amendments to, or implementation of, By-Laws proposed by the Executive;
  - (6) Amend this constitution (special resolution)

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- (7) Transact other business the Executive considers appropriate; and
- (8) Wind up the League (special resolution).

### **4.9 Procedure**

- (a) The chairman of the general meeting:
  - (1) Determines the procedure in the meeting
  - (2) Must give a fair opportunity for representatives to speak for or against a motion.
  - (3) Sets the time allowed for speakers and may end a speech if the speaker is repeating matters previously put or is putting matters irrelevant to the motion.
  - (4) May put a motion when he or she sees fit.
- (b) The Executive may establish rules of procedure for general meeting on the terms it sees fit.

### **4.10 Resolutions**

- (a) Each Club has one vote.
- (b) The Executive has one vote.
- (c) A resolution is decided on a show of hands unless a poll is demanded by the chairman of the meeting or a Club.
- (d) A declaration by the chairman of the meeting that the resolution is passed or loses is conclusive evidence of that fact.
- (e) If a poll is demanded, the chairman of the meeting will conduct it in the manner and at the time he or she sees fit.
- (f) If there is a deadlock, the chairman of the meeting has a casting vote.
- (g) All Resolutions (General or Special) must be passed by a majority of not less than two thirds of the Clubs present and entitled to vote.

### **4.11 Use of Technology**

A general meeting may be held using any means of audio or audio-visual communication by which each person participating can hear and be heard by each other.

## **5. Written Resolutions**

- (a) The League may pass a resolution without a meeting if all Clubs sign a document stating they are in favour of the resolution set out in the document.
- (b) Separate copies of a document may be used for signing by Clubs.
- (c) The resolution is passed when the last Club signs.

## **SCHEDULE 2 Executive Committee Management**

### **Executive and Directors**

#### **1. Executive**

- (a) The Executive consists of:
  - (1) Minimum of 7 and maximum of 9 ordinary directors:  
and
  - (2) May include up to 2 special directors independent of the Clubs as extra.
- (b) The directors shall be made up of Chairman, Deputy Chairman, Secretary, Treasurer and 3 other ordinary directors. The Executive may determine the number of directors from time to time.

#### **2. Directors**

##### **2.1 Special Directors**

- (a) The Executive may appoint up to 2 special directors independent of the Clubs with identified special skills, experience or knowledge to complement those of the other directors.
- (b) The term of appointment is no more than one year. A person may be re-appointed following the end of his or her term.

##### **2.2 Ordinary Directors**

- (a) The League elects ordinary directors at an annual general meeting.
- (b) The Executive may appoint a person to fill a vacancy.

##### **2.3 Term**

- (a) If an ordinary director is appointed by the Executive, the director's term:
  - (1) Starts on appointment, unless otherwise specified; and
  - (2) Ends at the end of the annual general meeting immediately after the appointment, unless ended sooner under this constitution.
- (b) If a director is elected at a general meeting, the director's term:
  - (1) Starts at the end of the general meeting; and
  - (2) Ends at the conclusion of the annual general meeting at which the director retires unless ended sooner under this constitution.

**3. Election of Directors**

- (a) The Executive must call for nomination for the election of directors at least 28 days before the annual general meeting by giving notice to the Clubs.
- (b) A Club may nominate a person for the election of directors by:
  - (1) Giving the League notice of the nomination in the form the League requires within less than 14 days before the annual general meeting;
  - (2) Including in the notice the name of the proposed candidate's written consent; the address, telephone number and other contact details for the proposed candidate; and any other information the form requires.
- (c) A retiring director need not be nominated. The retiring director may stand for selection again by indicating his or her intention in writing to the Executive before nominations close.
- (d) If the properly nominated candidates are no more than the positions to be filled, they are deemed duly elected at the next annual general meeting.
- (e) If the number of proposed candidates exceeds the number of positions to be filled a vote must be taken at the annual general meeting.
- (f) Each position must be the subject of a separate vote unless the meeting resolves with no vote cast against the resolution, that the appointments may be voted on together or if there is a vote by ballot, the ballot does not require a member voting for one candidate to vote for another candidate.

**4. Ceasing as Director**

**4.1 Remove**

- (a) The Executive may remove a special director at any time before the end of his or her term.
- (b) The League may in a general meeting remove any director from office and appoints another person as a replacement. The notice convening the meeting must specify the director to be removed, the reasons for the director's removal and the name of the proposed replacement, if any.

**4.2**

- (a) At each annual general meeting:
  - (1) One half of the ordinary directors, or if there is not a multiple of two, then the number nearest one half; and
  - (2) Any other director not in this one half who has been a director for 2 or more years,  
Must retire.
- (b) The directors to retire are those who have been Directors the longest since their last election. As between persons last elected as Directors on the same day, those to retire must be determined by lot, unless they agree otherwise.
- (c) A retiring director is eligible for re-election

#### **4.3 Ceasing**

A person also ceases to be a director if he or she:

- (a) Resigns;
- (b) Is disqualified to act under relevant law;
- (c) is absent from 3 ordinary consecutive meetings of the Executive, without leave; or
- (d) Becomes of unsound mind.

#### **5. Chairman**

- (a) The Chairman is elected at the annual general meeting by the delegates of the Clubs from the directors elected that form the Executive at that meeting.
- (b) The chairman must be an ordinary director independent of the Clubs.
- (c) The Chairman and Deputy Chairman continue in the position until the earlier of;
  - (1) His or her term of office expires;
  - (2) The Executive removes him or her or appoints a new person to the position;
  - (3) He or she resigns; or
  - (4) He or she is disqualified to act under relevant law.

#### **6. Appointment of Officers**

- (a) The Executive may appoint the public officer of the association and employees and delegate any of its powers to them.
- (b) If a relevant law requires an auditor to be appointed, the Executive may appoint an auditor.

#### **7. Executive Meetings**

##### **7.1 Calling Meetings**

- (a) The Chairman or any 2 directors may convene meetings of the Executive.
- (b) The person calling the meeting must specify in a notice to the other directors the time, place and agenda for the meeting.
- (c) At least 2 days notice must be given of all Executive meetings, unless a majority of the directors' waive this requirement.

##### **7.2 Chairman**

- (a) The Chairman and in his absence, the Deputy Chairman, is chairman of Executive meetings.
- (b) If the Chairman or Deputy Chairman is not present, the Executive may elect one of the other directors to chair the meeting.

##### **7.3 Quorum**

The quorum for an Executive meeting is not less than half of the directors.

**7.4 Power**

The Executive may exercise all the power of the League which are not required to be exercised in general meeting.

**7.5 Decisions**

- (a) The Executive will decide all matters by a majority of votes.
- (b) If there is a deadlock, the Chairman of the meeting has a casting vote

**7.6 Use of Technology**

The Executive meeting may be held using any means of audio or audio-visual communication by which each director participating can hear and be heard by each other director.

**8. Written Resolutions**

- (a) The Executive may pass a resolution without a meeting if all directors sign a document stating they are in favour of the resolution set out in the document.
- (b) Separate copies of a document may be used for signing by directors.
- (c) The resolution is passed when the last director signs.

**9. Delegation**

- (a) The Executive may delegate its powers to sub-committees or employees of the League.
- (b) The Executive may appoint those people it sees as appropriate as members of a sub-committee.
- (c) The proceedings of a sub-committee are governed by the provisions for meetings of the Executive, as far as they apply.
- (d) The Executive may by power of attorney appoint any person to be the attorney of the League for any purpose and with the powers, authorities, and discretions, (not exceeding those vested in or exercisable by the Executive under this constitution), for the period and subject to the conditions as they think fit.

**10. Defects**

A defect in the appointment of a director does not invalidate an act of the Executive.

**11. Director's Remuneration**

- (a) The directors may be paid out of the funds of the League by way of remuneration for their services as directors the sum as is from time to time fixed by the League at an annual general meeting.
- (b) The remuneration must be divided among the directors in the manner and proportions as the Executive may determine and, in default of determination, equally
- (c) The directors must be paid their reasonable travelling and other expenses incurred by them when engaged in the business of the League or in attending general meetings of the League, the Executive or any committees.

**12. Director's Interests**

**12.1 General**

- (a) A director is not disqualified, by virtue of his or her position as director from;
  - (1) Holding any office or place of profit (except that of an auditor) under any entity in which the League is a shareholder or otherwise interested;
  - (2) Voting in favour of any resolution appointing himself, herself or any of the other directors as officers of the entity;
  - (3) Contracting with the League.
- (b) A director is not liable to account to the League for any profit arising from any office or place of profit realized by any contract or arrangement by reason only of that director holding the position of a director.

**12.2 Effect of Breach**

If a director breaches a provision of this clause or acts when he or she has a conflict, the validity of any act, resolution, transaction or matter is not affected.

**12.3 Execution of Documents**

A director may despite the director's interest, participate in the execution of any instrument by or for the League.