

THE SOUTH AUSTRALIAN NATIONAL FOOTBALL LEAGUE INC.

CONSTITUTION AND RULES

Constitution as amended pursuant to meeting of the Directors
of the 10 December 2019

**AS TYPED FINAL
VERSION 12/12/2019**

1. NAME

The name of the association is **“South Australian National Football League Incorporated” (“the League”)**.

2. OBJECTS AND POWERS

2.1. OBJECTS

The objects for which the League is established are as follows:

- 2.1.1 To promote, encourage, control, develop and manage the game of Football.
- 2.1.2 To promote, control, manage and encourage Football matches and competitions between teams of League Clubs.
- 2.1.3 To promote, control, manage and encourage football teams and football matches in football competitions; including without limitation the Australian Football League, in which football teams other than teams of a League Club is a participant.
- 2.1.4 To promote and encourage the playing of all other forms of athletic sport.

2.2 POWERS

In furtherance of its objects the League has the powers and duties of a natural person which without limitation include the following powers:

- 2.2.1 To arrange Football matches between teams of League Clubs or combinations of League Clubs and teams representing leagues or clubs or combinations of clubs in any State of Australia or elsewhere.
- 2.2.2 To divide competitions between teams of League Clubs into one or more grades or divisions.
- 2.2.3 To arrange and control the time, place and conditions under which Football matches arranged or promoted by the League will be played.
- 2.2.4 To become a member of other leagues, associations or bodies formed for similar purposes.
- 2.2.5 To frame and administer laws relating to football as may be necessary to achieve uniformity of the laws relating to the game of Football.
- 2.2.6 To define the boundaries of the districts or zones of each League Club and to vary and alter such boundaries from time to time.
- 2.2.7 To raise money by subscriptions, or otherwise from the League Clubs or their players as the League may from time to time determine.
- 2.2.8 To assist (pecuniarily or otherwise) League Clubs and to recognise the services of and/or to assist (pecuniarily or otherwise) present or past playing members of League Clubs as the League may from time to time determine.
- 2.2.9 To hear and determine any allegation or complaint or charge involving a breach of these Rules, the Regulations or the Laws of the Game or in respect of any matter affecting the interests of the game or of the League which may be made against any League Club or against any playing member or members of a League Club or against any member of the League with full power to inflict fines or penalties by way of censure, suspension, expulsion, disqualification or in any other way whatsoever for the breach of any of these Rules, the

Regulations or of the Laws of the game.

- 2.2.10 To hear and determine any dispute or matter relating to or arising out of these Rules, the Regulations or the Laws of the Game, in which the League or any of the League Clubs are concerned or which, having been submitted to the League by any other body is considered by the League to be a dispute or matter upon which, in the interests of the game, a determination should be made.
- 2.2.11 To invest and deal with monies of the League in such manner as may from time to time be determined and to lend monies to such persons and on such terms as the League may deem expedient and to subscribe for, take, acquire, hold, sell, exchange and deal in shares, stocks, bonds, obligations, debentures or securities of any Government Authority, person or body corporate.
- 2.2.12 To draw, make, accept, endorse, discount, execute and issue, bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- 2.2.13 To lease or acquire by purchase or take possession of in any manner whatsoever any freehold or leasehold land in the State of South Australia or elsewhere and to acquire, rent, construct, provide, make and maintain a sporting stadium and all such grandstands, buildings, fences, conveniences and structures of any other kind whatsoever as may be desired, required or necessary for the proper conduct and management of the business of the League or the advancement or attainment of its objects.
- 2.2.14 To borrow or raise money or secure the payment of money in such manner as the League thinks fit and in particular by the issue of debentures or debenture stock charged upon all or any of the real or personal property of the League (both present and future) and to purchase, redeem or pay off any such securities.
- 2.2.15 To sell, improve, manage, let, mortgage, dispose of or turn into account all or any part of the real or personal property of the League.
- 2.2.16 To render assistance (pecuniarily or otherwise) to any other association, body or institution promoting any form of sport and to any patriotic or charitable association, institution or body.
- 2.2.17 To establish and support or aid in the establishment or support of any funds, trusts and conveniences calculated to benefit employees or past employees of the League, or dependents or connections of any such persons, or players of League Clubs or umpires of the League, and to grant pensions and allowances, and to make payments towards insurances.
- 2.2.18 To establish, maintain and conduct a stadium and/or club for the accommodation or use of Members of the League, League Clubs, and members of League Clubs, members of affiliated clubs, associations and leagues and supporters of football generally and to afford them all the usual privileges, advantages and conveniences of a club with or without residential accommodation and to apply for any license or permit under the Liquor Licensing Act 1997 as amended as the League may from time to time decide.
- 2.2.19 To acquire, establish, print and publish newspapers, periodicals, books and leaflets or other literary work which the League may think desirable for the promotion of its objects.
- 2.2.20 To control the use of the program of matches published by the League and to take such action as may be necessary from time to time to protect the rights of the League in respect of the program of matches.

- 2.2.21 To remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any debentures or other securities of the League or in or about the organisation, formation or promotion of the League or the conduct of its business.
- 2.2.22 To take any gift of property subject to any special trust or not for any one or more of the objects of the League.
- 2.2.23 To purchase or otherwise acquire rights in relation to the reproduction of football matches by film, videotape or by any other mode of reproduction, visual or otherwise and to control the rights are used by a purchaser or hirer.
- 2.2.24 To carry on the business of a radio and/or television broadcasting station for the purpose of broadcasting football matches or otherwise and for that purpose to purchase, acquire, take over, establish, erect, work, equip, manage, control, maintain, supervise, and regulate transmitting and receiving stations.
- 2.2.25 To do all such acts and things as are incidental or subsidiary to or conducive to the attainment of all or any of the above objects.
- 2.2.26 To delegate all or any of its powers to any person or committee.

3. INTERPRETATION

In the construction of this Constitution and Rules and any Regulations made pursuant to it, except where otherwise expressly provided or where the context otherwise admits or requires:

- 3.1 "**Affiliated Association or League**" or "**Affiliated League**" means any football association or league which has become affiliated with SANFL pursuant to this Constitution .
- 3.2 "**Affiliated League Club**" means any club which is a member of or which is affiliated with an Affiliated League which has become affiliated with SANFL under this Constitution .
- 3.3 "**AFC**" means Adelaide Football Club Ltd.
- 3.4 "**AFL**" means, Australian Football League.
- 3.5 "**Appointed Commissioner**" means a person elected to the Football Commission under Rule 5.5.1.2.
- 3.6 "**Charter**" means the charter or any amendment to the charter establishing the Community Football Committee pursuant to Rule 7.
- 3.7 "**Chief Executive Officer**" means the person appointed to the position of Chief Executive Officer of the League under Rule 5.6.
- 3.8 "**Commissioner**" includes an Elected Commissioner and an Appointed Commissioner.
- 3.9 "**Community Football Committee**" means the Committee appointed under Rule 7 of this Constitution
- 3.10 "**Community Football Committee Director**" means the person appointed to be a Director under Rule 5.3.2.

- 3.11 **"Director" or "League Club Director"** means, a person appointed as a Director of and approved by the League under Rule 5.3. and includes an Alternate Director duly appointed and approved by the League under Rule 5.3 when such an Alternate Director is acting in the capacity of a Director and includes any Director who holds that office on the date of adoption of these Rules
- 3.12 **"Disqualify"** means in relation to any penalty imposed or to be imposed, to prevent a person from playing Football, or acting in any official capacity in connection with, or being in any way whatsoever connected with the arranging, conducting, controlling or administration of football and football matches as the case may be, for an indefinite period.
- 3.13 **"Elected Commissioner"** mean a person elected to the Football Commission under Rule 5.5.1.1.
- 3.14 **"Financial Year" or "Financial Year of the League"** means the period of one year commencing on November in one calendar year and ending on 31 October in the following calendar year.
- 3.15 **"Football"** means the game of Australian Football.
- 3.16 **"Football Commission"** means the South Australian Football Commission referred to in Rule 5.5.
- 3.17 **"Football Season" or "Season"** means the period between the 1st day of February and the 31st day of December in any calendar year or such other periods as the Football Commission from time to time determines.
- 3.18 **"General Meeting" or "General Meeting of the League"** means any meeting of Members of the League including an Annual General Meeting.
- 3.19 **"Laws of the Game"** means, the laws governing or regulating the playing of Football as determined by the AFL from time to time and any amendment or alteration to those laws.
- 3.20 **"League"** means, South Australian National Football League Incorporated.
- 3.21 **"League Club"** means each of:-

Central District Football Club Inc., Glenelg Football Club Inc., North Adelaide Football Club Inc., Norwood Football Club Inc., Port Adelaide Magpies Football Club Inc., South Adelaide Football Club Inc., Sturt Football Club Inc., West Adelaide Football Club Inc., and Woodville/West Torrens Football Club Inc.
- 3.22 **"League Football" or "League Match"** means, any game of Football arranged by the League in which the senior teams of two League Clubs are the participants.
- 3.23 **"Life Member"** means any person who is a Life Member of the League at the date of adoption of these Rules and any person who is elected to Life Membership of the League under Rule 5.2.
- 3.24 **"Member" or "Member of the League"** means a person referred to in Rule 5.4.1.
- 3.25 **"Ordinary Resolution"** means a resolution passed by the affirmative vote of more than fifty per cent (50%) of the total number of persons entitled to cast a vote in respect of such resolution.
- 3.26 **"PAFC"** means Port Adelaide Football Club Ltd.
- 3.27 **"Player" or "Playing Member"** means a person who is a registered player of a League Club.
- 3.28 **"President"** means the Chairperson of the Football Commission appointed under Rule 5.5.6.
- 3.29 **"Regional Football Advisory Council"** means the body established pursuant to the Regulations to advise on regional football matters.
- 3.30 **"Regulations"** means any regulations made under these Rules.

- 3.31 **"Rules"** means the Rules contained in this Constitution and Rules and includes where the context so permits or requires, any Regulations and By-Laws made under these Rules.
- 3.32 **"Special Resolution"** means a resolution passed by the affirmative vote of not less than two thirds of the total number of persons entitled to cast a vote in respect of such resolution.
- 3.33 **"Suspend"** means, in relation to any penalty imposed or to be imposed, to prevent a person from playing football, or acting in any official capacity in connection with, or being connected in any way whatsoever with the arranging, conducting, controlling or administration of football and football matches, as the case may be for a definite period.
- 3.34 **"Vice President"** means the Deputy Chairperson of the Football Commission appointed under Rule 5.5.6.
- 3.35 **"Voting Members"** means the persons who are entitled to vote at meetings of Members of the League under Rule 5.4.4.
- 3.36 Words denoting the singular number include the plural and words denoting the plural number include the singular and words denoting one gender include any other gender appropriate to the context or subject matter.

4. NON PROFIT ORGANISATION

All income and property of the League must be applied solely towards the promotion of the objects of the League as set out in Rule 2.1 and no part of such income or property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to any Member of the League.

Nothing in this Rule 4 shall be construed so as to prevent the payment in good faith of remuneration to any Officers of the League, members of the Football Commission or any Member of the League or of a League Club in return for any services actually rendered to the League or of allowances and travelling expenses to a Member of the League or members of the Football Commission.

5. ADMINISTRATION

5.1. Patron and Vice Patrons

The League must:-

- 5.1.1. Appoint a Patron who will be appointed for a period to be determined by the League from time to time, which position must be first offered to His/Her Excellency the Governor of South Australia;
- 5.1.2. Appoint one or more Vice Patrons who upon their appointment will hold such position until death or resignation.

5.2. Life Members

The Football Commission may in its absolute discretion appoint up to three (3) Life Members of the League in any one year being persons who have rendered outstanding service to the League or to Football.

5.3. Directors

- 5.3.1. Subject to Rule 5.3.3 each League Club other than Port Adelaide Magpies Football Club Inc. must appoint:-

- 5.3.1.1. One person to be a Director of the League who must be either the Chairperson, President or an elected member for the time being of the Board of Directors or Committee of Management or other Committee which has the power to manage and control the affairs of that League Club.
- 5.3.1.2. One person to be an Alternate Directors for the Director appointed under Rule 5.3.1.1 whom must be either the Chairperson, President, Chief Executive Officer or an elected member for the time being of the Board of Directors or the Committee of management or other committee which has the power to manage and control the affairs of that League Club.
- 5.3.2. The Community Football Committee must appoint one of its number to be a Director and a further one of its number to be Alternate Director.
- 5.3.3. Each person appointed to be a Director or Alternate Director under Rules 5.3.1 and 5.3.2 must be approved by the League in General Meeting and failing there being sufficient Members of the League at any time to form a quorum at a General Meeting, then by the Football Commission.
- 5.3.4. A Director must not act as and will not be or be deemed to be a trustee for or agent of the body which appoints them, but must act for the encouragement and promotion of Football in accordance with the objects of the League set out in this Constitution.
- 5.3.5. Each League Club and the Community Football Committee may terminate the appointment of a Director or Alternate Director made by it by giving notice in writing of such termination to the League. Upon such termination of appointment, the League Club concerned or the Community Football Committee must appoint another Director or Alternate Director to replace the Director or Alternate Director whose appointment has been terminated.
- 5.3.6. A Director or Alternate Director who obtains information because they are a Director or Alternate Director must keep the information confidential and not disclose the information to parties other than as approved by the League.

5.4. Members of the League

- 5.4.1. The Directors and the Life Members of the League at the time of adoption of these Rules are, and any Directors and Life Members appointed after the adoption of these Rules will, whilst they remain as Directors or Life Members, be the only Members of the League.
- 5.4.2. Subject to Rule 5.4.3 Voting Members are the only persons entitled to be given notice of and to attend at any meeting of the League.
- 5.4.3. Members of the League other than Voting Members are entitled to be given notice of and to attend the Annual General Meeting of the League and may be given notice of and may attend other meetings of the League at the discretion of the President.
- 5.4.4. The only persons entitled to vote at a meeting of the League are the Directors appointed under Rules 5.3.1 and 5.3.2 or any Alternate Director who attends a meeting of the League in the place of a Director.
- 5.4.5. A Member will remain as a Member of the League until the person ceases to be a Member because they :-
 - 5.4.5.1. die;
 - 5.4.5.2. resign by notice in writing to the League;

- 5.4.5.3. become an insolvent under administration;
- 5.4.5.4. in the case of a person being a Member by virtue of them being appointed a Director by a League Club, or the Community Football Committee ;
 - 5.4.5.4.1. their appointment is revoked by their appointor; or
 - 5.4.5.4.2. at the conclusion of the Annual General Meeting of the League following their appointment the person has not been reappointed by their appointor for the year following that Annual General Meeting.
- 5.4.5.5. becomes a person of unsound mind who is liable to be dealt with in any way under any law relating to mental health;

5.5. South Australian Football Commission

- 5.5.1. There will be a South Australian Football Commission comprising not less than seven (7) nor more than nine (9) persons being:-
 - 5.5.1.1. seven (7) persons elected by the League none of whom can be an officer or employee of any League Club, or delegate to or Director or Alternate Director of the League appointed by any League Club, or the Community Football Committee.
 - 5.5.1.2. not more than two (2) persons appointed by the Elected Commissioners neither of whom can be an officer or an employee of any League Club or a delegate to or Director or Alternate Director of the League appointed by any League Club or the Community Football Committee.
- 5.5.2. Subject to Rule 5.5.11 the members of the Football Commission referred to in Rule 5.5.1.1 must be elected, in accordance with the voting process detailed in Rule 5.5.13, at a General Meeting of the League which must be convened and held for that purpose not more than one week before the Annual General Meeting of the League in each year.
- 5.5.3. Any person appointed as an Appointed Commissioner pursuant to Rule 5.5.1.2 will be appointed for a maximum term of two (2) years and such person may be removed from office at any time by the Elected Commissioners who may appoint another person in the place of any Appointed Commissioner so removed. An Appointed Commissioner may not serve more than three (3) consecutive two (2) year terms as an Appointed Commissioner.

An Appointed Commissioner may nominate for the position of an Elected Commissioner and the term that the Elected Commissioner has served as an Appointed Commissioner will be counted in determining the person's period of service as an Elected Commissioner.

- 5.5.4. Each member of the Football Commission elected under Rule 5.5.1.1 :-
 - 5.5.4.1 will be elected for a term which commences at the conclusion of the General Meeting at which the person was elected and expires at midnight on the day before the General Meeting convened under Rule 5.5.2 for the purpose of electing members of the Football Commission held in the third Year after their appointment.
 - 5.5.4.2 may not serve more than three (3) consecutive terms as an Elected Commissioner.
 - 5.5.4.3 Notwithstanding the provisions of Rule 5.5.4.2 on application in writing by

an Elected Commissioner made to the Directors of the League not less than eight (8) weeks prior to the Annual General Meeting the Directors may by resolution at a General Meeting held at least six (6) weeks prior to the Annual General Meeting grant to that Elected Commissioner the right to nominate for one (1) additional term as an Elected Commissioner. If the Elected Commissioner is elected at the General Meeting held in accordance with Rule 5.5.2 or pursuant to Rule 5.5.13.4 the Elected Commissioner shall have the term extended for one additional term.

5.5.4.4 To ensure an orderly transition to effect the change in the maximum term for Elected Commissioners, an Elected Commissioner who is in their third or more consecutive term as an Elected Commissioner as at the date of the amendment to this Constitution on the 10th day of December 2019 shall notwithstanding Rule 5.5.4.2 be eligible to be elected to one additional term as an Elected Commissioner. The term of that Elected Commissioner will expire at the end of this additional term.

5.5.4.5 A person previously appointed as an Appointed Commissioner and then elected as an Elected Commissioner can only serve a maximum of nine (9) years as a Commissioner provided that if the nine (9) years' service expires part of the way through the existing term of that person the Elected Commissioner's term shall expire at the end of that existing term with the consent of the Directors of the League which consent shall be provided by no later than the 24th day of October of the year preceding the next Annual General Meeting in which the nine (9) years period of service of the Elected Commissioner would otherwise have expired. Any extension of and for the term will only be for the balance of the three (3) year term and no further extension is permitted pursuant to Rule 5.5.4.3.

5.5.4.6 An Elected Commissioner who has served the maximum term of office in accordance with Rule 5.5.4.2 shall not be eligible to serve as an Elected Commissioner for a period of three (3) years following the completion of their maximum term.

For the purpose of this Rule 5.5.4 "Year" means the period beginning on the date of an Annual General Meeting of the League in one year and ending on the date of the Annual General Meeting of the League in the next year.

5.5.5. Subject to Rule 5.5.3, each Appointed Commissioner will hold office until the commencement of the first meeting of the Football Commission held after the Annual General Meeting of the League in each year.

5.5.6. The Elected Commissioners must appoint one of its number to be Chairperson and another of its number to be Deputy Chairpersons. The Chairperson will also be known as the President of the League, and the Deputy Chairpersons will also be known as the Vice President of the League.

Where the Elected Commissioners are unable to appoint a Chairperson as a result of a tie in the number of votes cast in favour of two or more nominees the League Directors shall convene a General Meeting to be held within seven (7) days of the vote by the Elected Commissioners to determine which candidate shall be elected as Chairperson and President of the League.

5.5.7. Each of the President and the Vice President will continue to hold that position until the expiration of their term of office as a member of the Football Commission or until they resigns from the office of President or Vice President as the case may be or until they cease to be a member of the Football Commission or in the case of the President the term expires pursuant to Rule 5.5.8 or for any other reason whichever first happens.

- 5.5.8. The President of the League may only serve a maximum of six (6) years as President provided that if the six (6) year term expires part of the way through the President's term as an Elected Commissioner, the President's term shall expire at the end of that existing term as Elected Commissioner with the consent of the Directors of the League which consent shall be provided by no later than the General Meeting prior to the Annual General Meeting in which the six (6) year period of service as President would otherwise have expired. Any extension of the term of President will only be for the balance of the term of the President as an Elected Commissioner.

A President who at the Annual General Meeting following the 10th December 2019 General Meeting has served the maximum term of office in accordance with Rule 5.5.8 as at the Annual General Meeting shall notwithstanding Rule 5.5.8 be eligible to serve for one (1) additional term of three (3) years as President if the Elected Commissioners vote to elect the person as President.

- 5.5.9. Subject to Rule 5.5.4.2 a member of the Football Commission will upon the expiration of their term of office be eligible for re-appointment to the Football Commission.
- 5.5.10. The term of office of a member of the Football Commission will terminate immediately if the person:-
- 5.5.10.1. resigns their office by notice in writing to the Football Commission;
 - 5.5.10.2. dies;
 - 5.5.10.3. becomes an insolvent under administration;
 - 5.5.10.4. becomes of unsound mind or a person who is liable to be dealt with in any way under any law relating to mental health;
 - 5.5.10.5. their term of appointment expires under these Rules.
- 5.5.11. A casual vacancy in the office of an Elected Commissioner on the Football Commission may only be filled by the Football Commission. A person appointed to fill a casual vacancy will hold office until the expiration of the term of the person who they replaced on the Football Commission.

A person appointed pursuant to a casual vacancy and who is then elected as an Elected Commissioner can only serve a maximum of nine (9) years as a Commissioner provided that if the nine (9) years' service expires part of the way through the existing term of that person the Elected Commissioner's term shall expire at the end of that existing term with the consent of the Directors of the League which consent shall be provided by no later than the 24th day of October of the year preceding the next Annual General Meeting in which the nine (9) years period of service of the Elected Commissioner would otherwise have expired. Any extension of and for the term will only be for the balance of the three (3) year term and no further extension is permitted pursuant to Rule 5.5.4.3.

5.5.12. **Management of the Affairs of the League and Powers and Duties of the Football Commission**

- 5.5.12.1. Subject to Rule 5.5.12.2 and to any powers and duties which may be reserved by or vested in the Voting Members under Rule 5.5.12.2 the management and control of the affairs of the League is vested in the Football Commission which will have the powers and duties of a natural person which without limitation include the following powers and duties:-

- 5.5.12.1.1. To appoint, dismiss and fix the salary and terms and conditions of employment of any employee of the League.
- 5.5.12.1.2. To appoint committees comprised of such persons as it may decide fit to investigate any matter in any way relating to the affairs of the League and to perform such duties as it may determine, and subject to these Rules, to regulate the proceedings of all such committees.
- 5.5.12.1.3. To ensure that minutes are kept of all meetings of the Football Commission and of such other meetings as it may determine.
- 5.5.12.1.4. To keep a correct account of all monies and other assets belonging to the League, to ensure that all monies received by the League are banked in a bank or banks approved by it ; and to authorise persons to sign cheques on any bank account, endorse cheques and sign other documents on behalf of the League.
- 5.5.12.1.5. To maintain proper books of account for the League, to prepare and submit annual accounts to the Auditors of the League and to send to each Director a copy of such accounts when audited.
- 5.5.12.1.6. To invest monies of the League not immediately required for the purposes of the League in any form of investment thought appropriate and to vary transpose or realise such investments from time to time.
- 5.5.12.1.7. To sell any real or personal property of the League whether for cash or on terms and by auction or by private contract, to exchange any real or personal property of the League for any other property and to buy or take on exchange or otherwise acquire any real or personal property for the League and do any such thing on such terms and conditions as it may think fit.
- 5.5.12.1.8. To borrow money and give security for such borrowings by mortgage or charge over any property of the League.
- 5.5.12.1.9. To make and give receipts releases and other discharges for money payable to the League or any other claims or demands by the League.
- 5.5.12.1.10. To commence conduct defend compound or abandon any legal proceedings by or against the League; to refer any claims or demand made by or against the League to arbitration.
- 5.5.12.1.11. To enter into negotiations and contracts; to rescind and vary such contracts and to execute and do all such acts deeds and things as it may consider necessary or desirable for the proper performance of its duties.
- 5.5.12.1.12. To make regulations, by-laws and standing orders not inconsistent with these Rules and to rescind, alter, vary or add to such regulations by- laws and standing orders.
- 5.5.12.1.13. To exercise all such other powers and carry out and perform all such duties as may be conferred upon it under these Rules or the Regulations.

- 5.5.12.2. The Football Commission must not unless expressly authorised by a special resolution of Voting Members exercise any powers which would enable:-
- 5.5.12.2.1. The admission of any club to, or the expulsion or suspension of any League Club from, the League competition;
 - 5.5.12.2.2. The League to amalgamate with or join in any other League;
 - 5.5.12.2.3. The sale or disposal or grant of a lease of any asset of the League having a market value in excess of \$10 million.
 - 5.5.12.2.4. The acquisition or lease of any asset having a market value of, or the expenditure on any individual capital project of more than \$3 million.
- 5.5.12.3. The Voting Members may by Special Resolution passed at a General Meeting of the League, revoke, withdraw, alter or vary any of the powers vested in and exercisable by the Football Commission under Rule 5.5.12.1 and may by further Special Resolution passed at a General Meeting of the League, delegate to the Football Commission any of the powers so revoked, withdrawn, altered or varied upon such terms and conditions as they deem fit and either collaterally with or to the exclusion of any powers which they may have from time to time.
- 5.5.12.4. Any powers exercisable by the Voting Members which relate to the management and control of the affairs of the League as a consequence of a Special Resolution passed under Rule 5.5.12.3 must be exercised by the Voting Members at a General Meeting of the League.

5.5.13. Election of Commissioners

- 5.5.13.1. A person who is eligible pursuant to Rule 5.5.1.1 to be appointed as an Elected Commissioner may nominate for election to the Football Commission ('Nominee') by giving written notice to the Football Commission in the form approved by the Football Commission from time to time. Each nomination must be proposed by two persons, each of whom must be either a Commissioner or a Director.
- 5.5.13.2. A nomination must be received by the Football Commission, not more than six months or less than one month, prior to the Annual General Meeting of the League in each year.
- 5.5.13.3. A member of the Football Commission who is an Elected Commissioner must, prior to 31 October in the year preceding the end of their term as an Elected Commissioner, indicate to the Football Commission whether they will seek re-election to the Football Commission.
- 5.5.13.4. When the number of Nominees in any year does not exceed the number of vacancies, then those persons who have nominated will be deemed to have been duly elected and will be declared duly elected at the General Meeting of the League held pursuant to Rule 5.5.2.
- 5.5.13.5. If the number of Nominees is greater than the number of vacancies, then a ballot shall be held to fill the vacancies. The procedure for the ballot will be as follows:-

- 5.5.13.5.1. The Secretary will include with the notice of the General Meeting of the League to be held in accordance with Rule 5.5.2, a notice setting out the Nominees for election to the Football Commission and the number of vacancies and the nomination forms received by the Football Commission for each Nominee.
- 5.5.13.5.2. At the General Meeting of the League held pursuant to Rule 5.5.2:
- (a) Each Voting Member shall be provided with a ballot paper;
 - (b) The ballot paper will show the full names of all of the Nominees, with the Nominees to be listed in alphabetical order having regard to each Nominee's surname.
 - (c) Each Voting Member will be entitled to vote:
 - (i) in person; and
 - (ii) for as many Nominees as there are vacancies to be filled by placing a distinct mark in the space provided adjacent to the Nominee's name.
- Any vote given otherwise than in accordance with this Rule 5.5.13.5.2(c) will be deemed to be informal and will not be counted.
- 5.5.13.5.3. The completed ballot papers shall be provided to the Returning Officer who shall:
- (a) count the votes cast in favour of each Nominee; and
 - (b) determine those persons who have received the greatest number of votes.
- 5.5.13.5.4. To determine those persons who shall be elected to the Football Commission in accordance with Rule 5.5.1.1 the following shall apply;
- (a) the Nominee with the greatest number of votes will be declared to be duly elected to fill the first vacancy on the Football Commission;
 - (b) if there are two vacancies, the Nominee with the second greatest number of votes will be declared duly elected to fill the next vacancy;
 - (c) if there are more than two vacancies, the Nominee(s) with the next greatest number of votes shall be elected to fill the remaining vacancies.
- 5.5.13.5.5. In the event of a tie in the number of votes cast in favour of two or more Nominees, as a result of which the persons to be elected to fill the vacancies on the Football Commission under Rule 5.5.13.5.4 are unable to be determined, then Rule 5.5.13.6 shall apply.
- 5.5.13.6. If Rule 5.5.13.5.5 applies to the ballot conducted in accordance with Rule 5.5.13.5 ('the first ballot'), then;
- 5.5.13.6.1. those Nominees who were elected under Rule 5.5.13.5.4 shall be declared to be elected under Rule 5.5.13.5.4;
 - 5.5.13.6.2. A further ballot ('the second ballot') shall be conducted to fill any remaining vacancy with only those persons who tied in the first ballot to be listed on the ballot paper;

- 5.5.13.6.3. the ballot shall otherwise be conducted in accordance with Rule 5.5.13.5;
- 5.5.13.6.4. in the case of a tie in the second ballot then the person or persons, as the case may be, to be elected to the Football Commission shall be determined by the chairperson of the General Meeting of the League at which the ballot is conducted.
- 5.5.13.7. The retiring members of the Football Commission will continue in office until the new members of the Football Commission are declared to be elected. Such declaration will be made by the chairperson of the General Meeting of the League held pursuant to Rule 5.5.2.
- 5.5.13.8. The League Directors shall from time to time determine the Returning Officer for the purposes of any ballot carried out under this Rule 5.5.13.
- 5.5.13.9. The Returning Officer shall not be any person who is:-
 - 5.5.13.9.1. an officer or employee of any League Club; or
 - 5.5.13.9.2. an officer or employee of the League or;
 - 5.5.13.9.3. a Nominee.

5.5.14. Members of the Football Commission – Duties and Obligations

5.5.14.1. Care and Diligence

- 5.5.14.1.1. A Commissioner must exercise their powers and discharge their duties with the degree of care and diligence that a reasonable person would exercise if they:
 - (a) were a Commissioner of an entity in the League’s circumstances; and
 - (b) occupy the office held by, and have the same responsibilities within the entity as, the Commissioner.
- 5.5.14.1.2. A Commissioner who makes a business judgement is taken to meet the requirements of Rule 5.5.14.1 and any equivalent duties at common law and in equity in respect of the judgement if they:
 - (a) make the judgement in good faith or for a proper purpose; and
 - (b) do not have a material personal interest in the subject of the judgement; and
 - (c) inform themselves about the subject matter of the judgement to the extent they reasonably believe to be appropriate; and
 - (d) rationally believe that the judgement is in the best interest of the League.
- 5.5.14.1.3. The Commissioner’s belief that the judgement is in the best interest of the League is a rational one unless a belief is one that no reasonable person in their position would hold.

5.5.14.2. Good Faith

A Commissioner must exercise their powers and discharge their duties:

5.5.14.2.1. in good faith in the best interests of the League; and

5.5.14.2.2. for a proper purpose.

5.5.14.3. Use of Position

A Commissioner must not improperly use their position to:

5.5.14.3.1. gain an advantage for themselves or someone else; or

5.5.14.3.2. cause detriment to the League.

5.5.14.4. Use of Information

A person who obtains information because they are or have been a Commissioner must not improperly use the information to:

5.5.14.4.1. gain an advantage for themselves or someone else; or

5.5.14.4.2. cause detriment to the League.

5.5.14.5. Confidentiality

A person who obtains information because they are or have been a Commissioner must keep the information confidential and not disclose the information to parties other than as approved by the League.

5.5.14.6. Attendance

A Commissioner must not be absent from more than three (3) consecutive meetings of the Football Commission without leave from the Chairperson of the Football Commission.

5.5.14.7. Suspension and Removal

If a Commissioner breaches any provision of this Rule 5.5.14 then:

5.5.14.7.1. the Commissioner may be suspended from office for a period of time, which period shall not exceed six months; or

5.5.14.7.2. in the case of an Elected Commissioner, the Commissioner may be removed from office, by a special resolution of the Football Commission.

5.5.14.8. Exercising Powers

5.5.14.8.1. The powers set out in Rule 5.5.14.7 may only be exercised by the Football Commission in accordance with this Rule 5.5.14.8.

5.5.14.8.2. Before any vote of the Football Commission to exercise a power prescribed by Rule 5.5.14.7, the person who is alleged to have breached the Rule:

- (a) must, not less than fourteen (14) days prior to the meeting of the Football Commission at which the matter is to be considered, be provided with a written notice which sets out the Rule that is alleged to have been breached, the conduct which is alleged to have constituted the breach and that the Football Commission

intends to consider and vote as to whether the person has committed a breach of this Rule 5.5.14, and if so whether the person should be suspended or removed from office; and

- (b) be given the opportunity to be heard by the Football Commission at the meeting prior to the Football Commission considering the matter.

5.6. Chief Executive Officer

The Football Commission must appoint a Chief Executive Officer who will:-

- 5.6.1. Carry out such duties as may be specified in these Rules or as shall from time to time be determined by the Football Commission;
- 5.6.2. Be responsible to the Football Commission for the proper performance of the duties of all other employees of the League; and
- 5.6.3. Advise the Football Commission as to the best means of administering and promoting the affairs of the League.

5.7. Delegation of Powers

The Football Commission may delegate any of the powers and duties conferred upon it under these Rules, or the Regulations to any tribunal, committee or Commission duly established under these Rules, to any employee or employees of the League, or to any other person, persons or committee which it from time to time decides.

6. MEETINGS AND PROCEEDINGS OF THE FOOTBALL COMMISSION

The Football Commission may meet to conduct its business and regulate its meetings and proceedings as it thinks fit except that:-

- 6.1. A quorum for meetings of the Football Commission will be five (5) Commissioners.
- 6.2. The President will be the chairperson of all meetings of the Football Commission. If for any reason the President is absent from any meeting, the Vice President will be chairperson of that meeting. If for any reason both the President and the Vice President are absent from any meeting the members of the Football Commission present at that meeting must appoint one of their number to be chairperson of that meeting.
- 6.3. All resolutions of the Football Commission must be passed by a simple majority. Each member of the Football Commission is entitled to a deliberative vote on any resolution put to it. In the event of an equality of votes, the President, or in their absence from any meeting, the chairperson of that meeting, will also have a casting vote.
- 6.4. Any member of the Football Commission may convene a meeting of the Football Commission and, unless otherwise agreed by the members of the Football Commission, not less than 24 hours prior notice of the date, time and place of each meeting must be given to each member of the Football Commission.
- 6.5. The continuing members of the Football Commission may act despite any vacancy in the Commission, but if and whilst their number is reduced below the number fixed by these Rules as the quorum for meetings of the Football Commission, the continuing members of the Football Commission may act for the purpose of increasing the number of members to that number or for the convening of a General Meeting of the League, but for no other purpose.
- 6.6. The Football Commission may appoint one or more sub-committees consisting of such persons as it decides. Each sub-committee must act in an advisory capacity only, and must conform to

any regulation that may be imposed by the Football Commission. The Football Commission has power to appoint any person to a sub-committee.

- 6.7. Unless the Football Commission has made an appointment in that regard, each sub-committee must appoint one of its number to be the chairperson of its meeting.
- 6.8. A sub-committee may meet and adjourn as it thinks fit. Questions arising at any meeting must be determined by a majority of votes of the members of such sub-committee present, each of whom will be entitled to one vote. In the case of an equality of votes the chairperson of the meeting will have a second or casting vote.
- 6.9. All acts done by any meeting of the Football Commission shall, despite it being later found that there was a defect in the appointment of any member of the Football Commission or that the members of the Football Commission or any of them were disqualified, be as valid as if every person had been duly appointed and was qualified to be a member of the Football Commission.
- 6.10. A resolution in writing signed by all members of the Football Commission in Australia for the time being entitled to vote at a meeting of the Football Commission, will be as valid and effectual as if it had been passed at a meeting of the Football Commission duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Football Commission.
- 6.11. For the purposes of Rule 6.1 a member of the Football Commission will be regarded as present at the meeting if the meeting is conducted by telephone or other electronic means of conferring so that each member of the Football Commission is able to hear the proceedings of the meeting and to be heard themselves by all others attending the meeting.
- 6.12. No member of the Football Commission will be disqualified from their office because they have entered into any contract or enters into any arrangement with the League either as a vendor, purchaser, solicitor or otherwise.
- 6.13. No contract or arrangement referred to in Rule 6.12 or any contract or arrangement entered into by or on behalf of the League in which all of the members of the Football Commission or any member of the Football Commission are or is in any way interested will be avoided nor will any member of the Football Commission so contracting or being so interested be liable to account to the League for any profit realised by any such contract or arrangement by reason only of such member of the Football Commission holding that office or because of the fiduciary relationship thereby established.
- 6.14. Every member of the Football Commission who is in any way directly or indirectly interested in a contract or proposed contract with the League must as soon as practicable after the relevant facts have come to their knowledge declare the nature of their interest at the next meeting of the Football Commission.
- 6.15. For the purpose of Rule 6.14, a general notice given to the Football Commission by a member of the Football Commission to the effect that the person is an officer or member of a specified company or a member of a specified firm and is to be regarded as interested in any contract which may after the date of the notice be made with that company or firm will be deemed to be a sufficient declaration of interest in relation to any contract so made.
- 6.16. No notice referred to in Rule 6.15 will be effective unless it is either given at a meeting of the Football Commission or the member of the Football Commission so concerned takes reasonable steps to ensure that it is tabled and read at the next meeting of the Football Commission after it is given.
- 6.17. It is the duty of every member of the Football Commission who holds any office or possesses any property whereby duties or interests might be created in conflict with the persons duties or interests as a member of the Football Commission to declare at a meeting of the Football Commission the nature, character and extent of the conflict. Such declaration must be made at the first meeting of the Football Commission held after the person becomes a member of the

Football Commission or, if they are already a member of the Football Commission, at the first meeting of the Football Commission after they have commenced to hold that office or possess the property.

- 6.18. The Chief Executive Officer must cause every declaration under Rules 6.14 and 6.17 to be recorded in the minutes of the meeting at which it is made, and must maintain a register of all such declarations.
- 6.19. No member of the Football Commission is entitled to take part in any discussion nor vote in respect of any contract or arrangement in which they are interested and if they do so, their vote must not be counted.

7. COMMUNITY FOOTBALL COMMITTEE

- 7.1 There will be a committee established by Charter by the Football Commission pursuant to Rule 5.5.12.1.2 and the delegation of power contained in Rule 5.7 of these Rules to be known as the Community Football Committee which will comprise of such persons as the Football Commission may from time to time decide to appoint all of whom must be nominated by: -

- 7.1.1 the Regional Football Advisory Council; or

- 7.1.2 the League Directors; or

- 7.1.3 the Football Commission

for the purpose to act in an advisory capacity to the Football Commission on the strategic direction for community football that optimally supports the League's strategic vision and priorities.

- 7.2. The Community Football Committee will comprise of not more than eight members, or such other number as the Football Commission may approve, all of whom must be appointed by the Football Commission in accordance with the Charter of the Community Football Committee.

- 7.3 The members of the Community Football Committee must be:-

- 7.3.1 Two (2) persons appointed by the Football Commission, who must be members of the Football Commission and one of whom will chair meetings of the Community Football Committee.

In the event that the person so appointed as chairperson by the Football Commission is unable to attend any meeting of the Community Football Committee, they must nominate a person who is a member of the Community Football Committee to act as chairperson of any meeting which they are unable to attend.

- 7.4 The Community Football Committee must exercise and carry out powers and duties conferred upon it by the Football Commission, from time to time, and by any Rules or Regulations or by-laws of the League.

- 7.5 The Community Football Committee shall appoint, with the prior approval of the Football Commission, one of its number as a Director of the League and one of its number as an Alternate Director of the League.

8. MEETINGS OF THE LEAGUE

8.1. Annual General Meeting

The Annual General Meeting of the League must be held by no later than the 31st day of March in each calendar year, at which meeting the following business must be transacted:-

- 8.1.1. The approval or otherwise of proposed Directors and Alternate Directors appointed by League Clubs and the Community Football Committee under Rules 5.3.1 to 5.3.3 inclusive.
- 8.1.2. Presentation of the Annual Report and Balance Sheet of the League for the year ending on the 31st day of October prior to the date of such Annual General Meeting.
- 8.1.3. Election of a Patron and Vice-patrons.
- 8.1.4. Approval of appointment of auditors.
- 8.1.5. Any other business.

8.2. General Meetings

General Meetings of the League may be convened:-

- 8.2.1. Subject to Rule 8.4.1, by the President or Chief Executive Officer at any time upon the giving of not less than 24 hours' notice.
- 8.2.2. Upon a request in writing signed by not less than four (4) Directors, provided that such request specifies the nature of the business to be brought forward at such General Meeting.

8.3. Quorum

At any meeting of the League six (6) Directors must be present to form a quorum. If at the expiration of 30 minutes from the time appointed for the holding of any meeting a quorum is not present, that meeting will lapse.

8.4. Notice of Meetings

- 8.4.1. Not less than fourteen (14) clear days' notice must be given to Voting Members of the League of any meeting of the League at which it is proposed to pass a Special Resolution.
- 8.4.2. Subject to Rules 8.2.1 and 8.4.1 not less than five (5) clear days' notice must be given to all Voting Members of the League, of a meeting of the League.
- 8.4.3. A notice of meeting of the League must specify the place, date and time of the meeting and the business proposed to be conducted at that meeting.
- 8.4.4. Members of the League other than Voting Members must be given not less than five (5) clear days' notice of the Annual General Meeting of the League.

8.5. Chairperson of Meetings

The President or in their absence, the Vice President will preside at each meeting of Members of the League. In the absence of both the President and the Vice President from any meeting, the Voting Members present must elect a chairperson from their number for that meeting.

8.6. Voting at Meetings of the League

- 8.6.1. At any meeting of the League:-
 - 8.6.1.1. Subject to Rule 8.6.2 each Voting Member present in person will be entitled to one vote on each motion submitted for resolution.

- 8.6.1.2. All motions submitted for resolution will be determined by a show of hands unless a ballot is demanded by not less than four Voting Members.
 - 8.6.1.3. Any Voting Member may call for a division.
 - 8.6.1.4. If a ballot is demanded, other than any ballot taken under Rule 5.5.13, the chairperson of the meeting will determine the time and manner of the taking of such ballot.
 - 8.6.1.5. On any resolution put to the meeting, the chairperson of the meeting whether on a show of hands, a poll division or ballot will have neither a deliberative vote nor, in the event of there being an equality of votes for and against the resolution, a casting vote.
- 8.6.2. A Voting Member who is appointed by the Community Football Committee under Rule 5.3.2 cannot vote on any resolution which:-
- 8.6.2.1. Would enable the admission of any club to, or the expulsion or suspension of any League Club from, the League competition;
 - 8.6.2.2. Would enable the League to amalgamate with or join in any other League;
 - 8.6.2.3. Relates directly or indirectly to any other matters contained or referred to in this Constitution or the Regulations as altered, varied or substituted from time to time except to the extent that such resolution concerns or affects a matter relating to Community Football, an Affiliated League, Affiliated League Club or a player of an Affiliated League Club.

8.7. Rescission of Resolutions

The following provisions will apply with respect to the rescission of resolutions passed by the League:-

8.7.1. Special Resolution

A resolution which has been passed at a meeting of the League as a Special Resolution can be rescinded or varied only by a Special Resolution passed at a General Meeting of the League.

8.7.2. Ordinary Resolutions

An Ordinary Resolution may be rescinded or varied subject to the following conditions:-

- 8.7.2.1. Notice of intention to move the rescission or variation of an Ordinary Resolution must be given at a prior meeting of the League or by not less than 14 days written notice of intention to move such rescission or variation;

8.7.2.2. The resolution to rescind or vary an Ordinary Resolution must be passed as an Ordinary Resolution at a General Meeting of the League.

8.8. For the purpose of Rule 8:-

- 8.8.1 A Director will be regarded as present at the meeting if the meeting is conducted by telephone or other electronic means or by any other form of communication whether it exists when this Rule is adopted or by a combination of any of these methods of conferring so that each member of the Board of Directors is able to hear the proceedings of the meeting and to be heard themselves by all others attending the meeting.
- 8.8.2 A Quorum is present if the conditions set out in this Rule are satisfied for at least the number of Directors required to form a Quorum. A meeting held in this way is taken to take place at the place from where the person chairing the meeting is located.
- 8.8.3 A Director may not leave the meeting by disconnecting their means of communication unless they have previously obtained the express consent of the person chairing the meeting.

9. GENERAL MATTERS

9.1. Accounting and Auditing

- 9.1.1. The Football Commission must cause to be kept a complete account of the income and expenditure and of the affairs of the League and must also ensure:-
- 9.1.1.1. That a proper set of books is kept by the person holding the position of Chief Financial Officer of the League showing the state of the assets of the League and its actual and contingent liabilities.
- 9.1.1.2. That all monies owing by the League are duly and regularly paid.
- 9.1.1.3. That all monies owing to the League are duly received.
- 9.1.1.4. That all monies received by the League are promptly deposited in the League's bank accounts and receipts, vouchers and other documents pertaining to the League's financial affairs must be carefully filed and preserved for inspection by the auditor.
- 9.1.2. The League must as soon as practicable after the end of each Financial Year of the League and in any event not later than the last day of February in the following calendar year, publish a report of the activities of the League for that Financial Year together with a duly audited Balance Sheet and Profit and Loss Account of the League for that period.

9.2. Auditor

- 9.2.1. Any registered company auditor not being a member of the League is eligible to be appointed as an auditor of the League.
- 9.2.2. The Football Commission must appoint an auditor of the League which appointment will be subject to the approval of the Voting Members at an Annual General Meeting of the League.
- 9.2.3. The auditor of the League will subject to any agreement between the auditor and the League continue in office unless they resign or until the Football Commission appoints another auditor as a replacement, whichever happens first.
- 9.2.4. The auditor must audit the accounts of the League for the one year period ending on the last day of October in each year. The audit report must be attached to the

financial statements and laid before the League at its Annual General Meeting.

- 9.2.5. The auditor has the power at any time to call for the production of all books, accounts and other documents relating to the affairs of the League.

9.3. Common Seal

- 9.3.1. The League will have a Common Seal which can only be used with the authority of the Football Commission or a sub-committee of the Football Commission authorised by the Football Commission in that behalf.
- 9.3.2. Every document to which the seal is affixed must be signed by two Members of the Football Commission

9.4. Notices

- 9.4.1. Any notice required by these Rules to be given:
- 9.4.1.1. By the League to any Director or member of the Football Commission may be given by letter addressed to such Director or member of the Football Commission and delivered to them personally or posted to their last known address by prepaid addressed envelope or wrapper.
- 9.4.1.2. By the League to any League Club may be given by letter addressed to the General Manager of such League Club and delivered to them personally or posted to their address as notified to the League by prepaid addressed envelope or wrapper.
- 9.4.1.3. By the League to any other person may be given by letter addressed to such person and delivered to them personally or posted to their usual or last known place of abode by prepaid addressed envelope or wrapper.
- 9.4.1.4. To the League may be given by letter addressed to the Chief Executive Officer of the League and delivered personally or by post to them at the registered office for the time being of the League.
- 9.4.2. Where any notice required by these Rules to be given by the League or to the League is sent by post, service of such notice shall be deemed to have been effected at the time at which the letter would be delivered in the ordinary course of postage.
- 9.4.3. All notices forms and documents of any other kind whatsoever which by these Rules are required or authorised to be given to the League by any League Club or to be signed by the President, Chairperson or General Manager of any League Club shall unless otherwise expressly provided by these Rules be signed by the persons whose names appear in the register of Registered Officials of a League Club, kept by the League as the President, Chairperson or General Manager of such League Club and when so signed shall bind such League Club and its officers to the League and all of its members.

9.5. Alteration to Rules

The League may at any General Meeting of the League by Special Resolution alter amend or repeal all or any of these Rules for the time being in force and in addition may make new Rules in addition to or in substitution for any Rules of the League contained in this Constitution.

9.6. Winding Up

If for any reason the League is wound up and on winding up the assets of the League are more than sufficient to satisfy its liabilities, any excess must subject to any rule of law to the contrary be divided equally between such of the League Clubs as shall be represented or entitled to be

represented by a Director at the time of such winding up and are organisations predominantly carried on for the encouragement of a game or sport and not for the profit or gain of its individual members.

9.7. Indemnity

Every member of the Football Commission, and of any committee, commission or tribunal constituted under these Rules, the Officers, servants and the Directors must be indemnified out of the funds of the League against all costs; charges, damages, actions, proceedings or expenses which may be incurred or sustained by reason of any act or thing done by them in discharge or projected or intended discharge of the duties of their office except as may be precluded by law or by statute.

9.8. Financial Year

The financial year of the League is the period commencing on 1 November in one calendar year and ending on 31 October in the following calendar year.

9.9. League Clubs to be Bound by these Rules Before Fielding Teams in League Competitions

A League Club will not be entitled to field a team in any competition arranged or conducted by the League unless it has acknowledged to the League that it will be bound by these Rules and any Regulations and By-Laws made under them. The form of such acknowledgement will be such as the Football Commission may require from time to time.

9.10. Matters Not Dealt With

Any matter of any kind whatsoever pertaining to the furtherance of Football or the Objects of the League or any matter ancillary or incidental thereto not dealt with or provided for in these Rules may be dealt with in such manner as the Football Commission determines.