
MORTLOCK SHIELD INCORPORATED

CONSTITUTION



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MORTLOCK SHIELD INCORPORATED

CONSTITUTION

1. **Name**

The name of the incorporated association is “**MORTLOCK SHIELD INC**” referred to herein as “the association”.

2. **Definitions**

2.1 “committee” means the committee of management of the association;

2.2 “general meeting” means a general meeting of members of the association convened in accordance with these rules;

2.3 “member” means a member from a team of the association;

2.4 “the Act” means the *Associations Incorporation Act 1985*;

2.5 “special resolution” means a special resolution defined in the Act;

2.6 “month” shall mean a calendar month;

2.7 “by-laws” means any by-law made by the committee;

2.8 “constitution” means this constitution as amended from time to time;

2.9 “league” means any football league participating in the Mortlock Shield competition;

2.10 “team” means a team participating in the Mortlock Shield competition.

3. **Objects or Purposes of the Association**

The objects of the association are:

3.1 for the purpose of football;

3.2 to promote the sport of football throughout the general community.

4. **Powers of the Association**

The association shall have all the powers conferred by Section 25 of the Act.

5. Membership

5.1 Types

- 5.1.1 The Voting membership of the association shall be comprised of two delegates of each operating Eyre Peninsula Football League.
- 5.1.2 Executive Members shall be elected as officers of the association in terms 6.2 without limiting the ability of an executive member to also be a voting delegate of his/her football league .
- 5.1.3 Delegate members representing Eyre Peninsula football leagues shall be either office holders of that league, or as nominated as a delegate or proxy by that league.

5.2 Resignations

A member may resign from membership of the association by giving written notice thereof to the secretary or public officer of the association.

5.3 Expulsion of a Member

- 5.3.1 Subject to giving a member an opportunity to be heard or to make a written submission, the committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the association.
- 5.3.2 Particulars of the charge shall be communicated to the member at least one (1) month before the meeting of the committee at which the matter will be determined.
- 5.3.3 The determination of the committee shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 5.3.4 below), cease to be a member fourteen (14) days after the committee has communicated its determination to the member.
- 5.3.4 It shall be open to a member to appeal to the association in general meeting against the expulsion. The intention to appeal shall be communicated to the secretary or public officer of the association within fourteen (14) days after the determination of the committee has been communicated to the member.
- 5.3.5 In the event of an appeal under 5.3.4 above, the appellant's membership of the association shall not be terminated unless the determination of the committee to expel the member is upheld by the members of the association in general meeting after the appellant has been heard by the members of the association, and in such event membership will be terminated at the date of the general meeting at which the determination of the committee is upheld.

6. The Committee

6.1 Powers and Duties

- 6.1.1 The affairs of the association shall be managed and controlled by a committee which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the association, and are not by the Act or by these rules required to be done by the association in general meeting.
- 6.1.2 The committee has the management and control of the funds and other property of the association.
- 6.1.3 The committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the association on which these rules are silent.
- 6.1.4 The committee shall appoint a public officer as required by the Act. Notice of appointment and any change in the identity or address of the public officer, is to be lodged within one (1) month after the change (Form 10) with the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch, Ground Floor, Chesser House, 91-97 Grenfell Street, Adelaide 5000; postal address: GPO Box 1719, Adelaide 5001.

6.2 Appointment

- 6.2.1 The committee shall be comprised of appointed leagues' delegate team members from each of the Eyre Peninsula football leagues, each with a voting right plus elected executive committee of a chairperson, secretary and treasurer or additional executive positions as elected by the committee from time to time. Executive members do not have voting rights
- 6.2.2 A committee member shall be a natural person.
- 6.2.3 The first committee of the association shall be comprised of such persons as hold office prior to incorporation. The first committee shall hold office until the first annual general meeting after incorporation. All committee positions shall be subject to re-election at each AGM.
- 6.2.4 A retiring executive committee member shall be entitled to stand for re-election without nomination. No other person shall be entitled to stand for election unless he/ she has been nominated prior to the meeting by a member football league by delivering the nomination to the secretary of the association in writing.
- 6.2.5 Notice of all persons seeking election to the committee shall be given to all members of the association with the notice calling the meeting at which the election is to take place.

6.3 Proceedings of Committee

- 6.3.1 The committee shall meet together for the dispatch of business at least twice yearly in October and March of each year. The association should settle on how often meetings are to be held.
- 6.3.2 Questions arising at any meeting shall be decided by a majority of votes, and in the event of an equality of votes the chairperson shall have a casting vote (in addition to a deliberative vote if he/she is also a voting delegate member of a league).
- 6.3.3 A quorum for a meeting of the committee shall be one half of the leagues' delegate members of the committee.
- 6.3.4 A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract, with the association must disclose the nature and extent of that interest to the committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the committee must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the association.

6.4 Disqualification of Committee Members

The office of a committee member shall become vacant if a committee member is:

- 6.4.1 disqualified from being a committee member by the Act;
- 6.4.2 expelled as a member under these rules;
- 6.4.3 permanently incapacitated by ill health;
- 6.4.4 absent without apology from more than four meetings in a financial year;
- 6.4.5 no longer the duly appointed representative of a corporate member.

7. **Patron**

The committee may appoint a patron for the association on the terms and conditions as it sees fit. The patron may but not need be a member or a committee person.

8. **General Meetings**

8.1 Annual General Meetings

- 8.1.1 The committee shall hold an annual general meeting in October each year unless otherwise notified in writing at least thirty (30) days prior. One (1) delegate from each member team shall have voting rights at the annual general meeting.
- 8.1.2 The first annual general meeting shall be held within twelve (12) months after the incorporation of the association, and thereafter within five (5) months after the end of its financial year.

- 8.1.3 The order of the business at the meeting shall be:
- (a) the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting;
 - (b) the consideration of the accounts and reports of the committee and the auditor's report (if auditor's report is required);
 - (c) the election of committee members;
 - (d) the appointment of auditors (if required);
 - (e) any other business requiring consideration by the association in general meeting.

8.2 Special General Meetings

- 8.2.1 The committee may call a special general meeting of the association at any time.
- 8.2.2 Upon notice in writing of not less than two (2) members from different leagues participating in the Mortlock Shield carnival, the committee shall within twenty one (21) days of the receipt of the notice, convene a special general meeting for the purpose specified in the notice.
- 8.2.3 Every notice for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- 8.2.4 Voting at a special general meeting will be on the basis of one (1) vote per member team.

8.3 Notice of General Meetings

- 8.3.1 Subject to 8.3.2, at least fourteen (14) days notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- 8.3.2 Notice of a meeting at which a special resolution is to be proposed shall be given at least twenty one (21) days prior to the date of the meeting.

8.4 Proceedings at General Meetings

- 8.4.1 Three (3) members present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting.
- 8.4.2 If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse.
- 8.4.3 Subject to 8.4.4, the chairperson shall preside as chairperson at a general meeting of the association.
- 8.4.4 If the chairperson is not present within 5 minutes after the time appointed for holding the meeting, or he or she is present but declines to take or

retires from the chair, the members may choose a committee member or one of their own number to be the chairperson of that meeting.

8.5 Voting at General Meetings

8.5.1 Subject to these rules, every member team of the association has only one (1) vote at a meeting of the association.

8.5.2 Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of league delegate members who vote in person or, where proxies are allowed, by proxy, at that meeting.

8.5.3 Unless a poll is demanded by at least five (5) members, a question for decision at a general meeting must be determined by a show of hands.

8.6 General Proxies

A member shall be entitled to appoint in writing a natural person who is also a member of the association to be their proxy, and attend and vote at any general meeting of the association.

9. **Minutes**

9.1 Proper minutes of all proceedings of general meetings of the association and of meetings of the committee, shall be entered within one (1) month after the relevant meeting in minute books kept for the purpose.

9.2 The minutes kept pursuant to this rule must be confirmed by the members of the association or the members of the committee (as relevant) at a subsequent meeting.

9.3 The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.

9.4 Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

10. **Dispute Resolution**

10.1 The dispute resolution procedure set out in this rule applies to disputes under these Rules between:

10.1.1 a member and another member;

10.1.2 a member and the association.

- 10.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible resolve the dispute within fourteen (14) days after the dispute comes to the attention of all of the parties.
- 10.3 If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.
- 10.4 In this rule "member" includes any person who was a member not more than six months before the dispute occurred.
11. **Financial Reporting**
- 11.1 Financial Year
The first financial year of the association shall be the period ending on 31 October following incorporation, and thereafter a period of twelve (12) months commencing on 1 November and ending on 31 October of each year.
- 11.2 Accounts to be Kept
The association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the association in accordance with the Act.
- 11.3 Appointment of Auditor
- 11.3.1 At each annual general meeting, the members may appoint a person to be auditor of the association.
- 11.3.2 The auditor shall hold office until the next annual general meeting and is eligible for re-appointment.
- 11.3.3 If an appointment is not made at an annual general meeting, the committee may appoint an auditor for the current financial year.
12. **Prohibition Against Securing Profits for Members**
The income and capital of the association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the association.
13. **Winding Up**
The association may be wound up in the manner provided for in the Act.
14. **Application of Surplus Assets**
- 14.1 If after the winding up of the association there remains "surplus assets" as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income

to its members. The association may determine to distribute surplus assets to nominated charities.

- 14.2 Such organisation or organizations shall be identified and determined by a resolution of members in general meeting.

15. Rules

- 15.1 These rules may be altered (including an alteration to the association's name) at the annual general meeting or a special general meeting by special resolution by a majority of the members present. Any proposed alteration shall be provided to the secretary and sent to each member league at least thirty (30) days prior to the annual general meeting or special general meeting. This includes rescission or replacement by substitute rules
- 15.2 The alteration shall be registered with the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch, as required by the Act.
- 15.3 The registered rules shall bind the association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

