

CONSTITUTION OF THE GRIDIRON ASSOCIATION OF SOUTH AUSTRALIA



ADOPTED MARCH 2021

Contents

Page

1. Name	2
2. Definitions	2
3. Objects	2
4. Membership of Affiliated Bodies	4
5. The Board of Management	6
6. Sub committees	8
7. Meeting	8
8. Financial Reporting	10
9. Rules	11
10. Links to National body	11
11. Transition	11
12. Prohibition against securing profits for members	12
13. Winding Up	12
14. Application of Surplus Assets	12

1. NAME

The name of the Association shall be Gridiron Association of South Australia Incorporated, referred to hereinafter as 'the Association'.

2. DEFINITIONS

In this Constitution unless the context requires otherwise:

Affiliated Member means an incorporated entity admitted to the association.

Annual General Meeting (AGM) means the Annual General Meeting of the association required to be held by the Association in each calendar year under the Corporations Act.

General Meeting means a general meeting of members of the association convened in accordance with these rules

Association means Gridiron Association of South Australia

Board means the group of people voted by the affiliated bodies and members to manage the association.

Club means a sporting club that is an Affiliate Member.

Special Resolution has the same meaning as that given to it in the Corporations Act.

The Act refers to the Associations Incorporation Act 1985 as amended from time to time.

3. OBJECTS

IFAF is the sole international sporting authority entitled to make and enforce regulations for the encouragement and development of American Football to its members. So that the above authority may be exercised in a fair and reasonable manner, IFAF has drawn up Statutes and Regulations governing American Football.

Gridiron Australia has been recognised by IFAF as the peak governing body for American

Football in Australia, and delegated by IFAF with exercising the Sporting Power for Australia. The Gridiron Association of South Australia recognises IFAF as the sole International Authority, and Gridiron Australia as the peak Governing body in Australia.

The Objects of the association shall be to:

- (a) To promote, control, manage and encourage wide spread participation in the game of American Football and its derivatives at all levels (hereinafter referred to as 'Gridiron').
- (b) To promote and encourage the principals of Fair Play, inclusiveness and to ensure fairness and equity for all to enjoy Gridiron in South Australia at all levels.
- (c) To provide avenues for players, coaches and volunteers to improve their skills and knowledge of Gridiron in South Australia.
- (d) To support and encourage players, coaches and volunteers to participate in National and International competitions as a representative of the State of South Australia or the Australian National team.
- (e) To hear and determine any allegation or complaint or charge involving a breach of the Association Constitution, policies, or the rules of the game as determined by IFAF (or other rules as adopted by Gridiron Australia and the Association).
- (f) To delegate all or any of its powers to any committee or committees consisting of one or more persons and to employ person(s) as may be determined from time to time.
- (g) Adopt and exercise the Sporting Power as the state body for Gridiron in South Australia and to act as an affiliated member of Gridiron Australia in accordance with the Statutes and Regulations.
- (h) Develop, implement, promotes, interpret, enforce and amend Policies and Procedures for the control and conduct of Gridiron in South Australia as required.

- (i) Encourage the provision and development of appropriate facilities for participation in Gridiron in South Australia.
- (j) Maintain and enhance standards, quality and reputation of Gridiron in South Australia for the collective and mutual benefit and interests of members and the sport of Gridiron.
- (k) Support Gridiron Australia to be the only body entitled to prepare and enter Australian Gridiron teams in International Sport competitions.
- (l) Promote, control, manage and conduct Gridiron events, competitions and championships within South Australia.
- (m) Undertake any actions or activities necessary, incidental or conducive, to advance these Objects and within the Act.

4. MEMBERSHIP OF AFFILIATED BODIES

- (a) Member organisations shall be Incorporated Bodies (hereinafter referred to as 'Affiliated Bodies') that commit to supporting the above objects of the Association and agree to be bound by its rules.
- (b) Applications for new membership shall meet all the requirements as set out in an Association Policy. An application for membership must be lodged with the Association Secretary 21 days prior to the Annual General Meeting.
- (c) Upon acceptance of the application by the Board and upon payment of the annual subscription fee, as outlined in the Association Policy, the applicant shall be a member of the Association.
- (d) Period of membership shall be from one Annual General Meeting to the next Annual General Meeting or from the General Meeting membership was accepted to the next Annual General Meeting.
- (e) An affiliated body which desires to resign from membership shall remain liable for all subscriptions and fees incurred and outstanding up to the time of its

accepted resignation. Resignations must be provided to the Association in writing.

- (f) Each affiliated body shall notify the Association of any changes in its Office Bearers or delegates.
- (g) It is the responsibility of each affiliated body to see that communications from the Association are circulated among its members and promptly complied with or answered as the case may be.
- (h) Will be required to send two authorised delegates to all general meetings to vote on motions presented, business arising, and to vote on board position appointments.

4.1 Membership shall cease upon:

- (a) Resignation in writing delivered to the Association;
- (b) Non-renewal of membership;
- (c) Expulsion of an Affiliated Member:
 - (i) Subject to giving a member an opportunity to be heard or to make a written submission, the Board may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Association.
 - (ii) Particulars of the charge shall be communicated to the member at least twenty-eight (28) days before the meeting of the Board at which the matter will be determined.
 - (iii) The determination of the Board shall be communicated to the member, and in the event of an adverse determination the member shall cease to be a member 14 days after the Board has communicated its determination to the member.
 - (iv) It shall be open to a member to appeal to the Association against the suspension. The intention to appeal shall be communicated to the

secretary or public officer of the Association within 14 days after the determination of the Board has been communicated to the member.

- (v) In the event of an appeal, 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 a 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.

5. THE BOARD OF MANAGEMENT

5.1 Powers and Duties

- (a) The affairs of the association shall be managed and controlled by the Board 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.
- (b) The Board has the management and control of the funds and other property of the association.
- (c) The Board 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.
- (d) The committee shall appoint a public officer as required by the Act.

5.2 Appointment

- (a) A Board member shall be a natural person.
- (b) The Board shall consist of a minimum of 5 individuals and a maximum of 10.
- (c) Board members do not need to be a member of an affiliated body.
- (d) The Board shall be comprised of a minimum of a Chairperson, Secretary and Treasurer, and any additional positions as required to fulfil the objectives of the Association.

- (e) All roles on the Board shall be appointed from the elected members at the very next Board meeting after an AGM.
- (f) In the event of a casual vacancy or unfilled position, the Board may fill those positions as required. These positions will remain in place until the following AGM, at which time the individual needs to nominate for election.
- (g) Members are elected to the Board for a period of 24 months, or until the second AGM (whichever comes first) after their appointment at which time they must resign from their position and nominate for re-election. Members are eligible for a maximum of 3 terms in office. Members are eligible for re-nomination after a period of 12 months, or at the next AGM (whichever comes first) after resignation.
- (h) By exception to (g) above, a member may be re-elected for an additional term if there are no suitable candidates to adequately fill their vacated position.
- (i) At each AGM one half of the board, being those who have been in office the longest must retire from their position. These members can be considered for re-election as long as they have not yet completed their three terms in office, there are no suitable candidates to fulfil their vacated position or they have completed the required break.

5.3 Disqualification

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

- (a) Disqualified from being a Board member by the Act .
- (b) Expelled as a member under these rules.
- (c) Permanently incapacitated by ill health or death.
- (d) Absent without apology from more than three consecutive Board meetings or more than five Board meetings in a financial year.

5.4 Meetings

- (a) The Board shall meet as often as may be required to conduct the business of the Association and not less than 9 times in each calendar year.

- (b) The Chairperson will chair all meetings, or delegate to another member in their absence.
- (c) The Board will make decisions on all matters coming within the powers of the Association and not required by the Constitution and Rules to be done in General Meeting.
- (d) A quorum shall be one half of the members of the Board.
- (e) No expenditure shall be incurred without the approval of the Board.
- (f) The Board from time to time will make policies and procedures for the betterment of the league, and has the ability to enforce any policy or procedure as required.
- (g) All decisions shall be by majority vote with the Chairperson having the deciding vote in the event of a tie.

6. SUB COMMITTEES

- (a) The Board may appoint sub-committees of members and non-members for specific purposes who shall meet as they see fit or as directed by the Board and who shall report to the Board.
- (b) Sub-committees shall consist of a Chairperson and members selected by the Board.
- (c) Every Chairperson shall be responsible for reporting on its activities at each Board meeting.
- (d) No expenditure shall be incurred without the approval of the Board.

7. MEETINGS

7.1 General Meetings

- (a) The Board shall call an AGM meeting in accordance with the Act and these rules.
- (b) The AGM shall be within five months of the end of the Associations Financial Year.

- (c) Written notice of no less than 28 days of all General Meetings shall be distributed to all members and affiliated bodies.
- (d) The order of business at the Annual General Meeting shall be:
 - (i) the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting.
 - (ii) Election of Board members.
 - (iii) The consideration of the accounts and reports of the Board.
 - (iv) any other business requiring consideration by the Association in a General Meeting.
- (e) At the Board Meeting before the Annual General Meeting the Board shall appoint a Returning Officer to conduct the elections, if necessary. The Returning Officer shall not be a candidate for election to any office.
- (f) Nominations for all offices of the Association shall be in writing and lodged with the Secretary at least 14 days before the date fixed for the Annual General Meetings.
- (g) Anyone intending to move a motion at the Annual General Meeting shall give to the Secretary notice in writing of their intention and the terms of the motion not later than 7 days before the date fixed for the meeting.
- (h) A quorum shall be one half of the affiliated bodies and one half of the current elected Board.
- (i) All nominations must be appointed by a majority vote of those present and eligible to vote.
- (j) All decisions shall be by majority vote with the Chairperson having the deciding vote in the event of a tie.
- (k) If more nominations are received than required for the respective vacancies, there shall be a vote among those present and eligible to vote via secret ballot.
- (l) All voting will be by a show of hands. The only exception will be for the election of Board members which will be conducted via a secret ballot and tallied by the Returning Officer.

- (m) If at any General Meeting there is no quorum within 30 minutes of the time appointed for the meeting, then a majority of members present may decide to adjourn the meeting for a period not exceeding 14 days. The quorum for such adjourned meeting shall be reduced to five, failing which the meeting will lapse altogether.
- (n) A Special General Meeting shall be called by the Secretary within 28 days of receipt of a directive of the Board or a written request from the secretaries of the majority of affiliated bodies specifying the business to be conducted at the meeting.
- (o) Proxy voting will not be allowed.

7.2 Minutes

- (a) Proper minutes of all proceedings of general meetings of the Association and of meetings of the Board, shall be entered within one month after the relevant meeting and kept for future reference.
- (b) The minutes kept pursuant to this rule must be confirmed by the members of the Association or the members of the Board (as relevant) at a subsequent meeting.
- (c) 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.
- (d) 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.

8. FINACIAL REPORTING

8.1 Financial Year

The financial year of the association shall commence on 1 July and ending on 30 June of each year.

8.2 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.

9. RULES

- (a) These rules may be altered (including an alteration to the association's name) by special resolution of the members of the association. This includes rescission or replacement by substitute rules.
- (b) The alteration shall be registered with Consumer and Business Services which administers the Corporate Affairs Commission, as required by the Act.
- (c) 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.

10. LINKS TO NATIONAL BODY – GRIDIRON AUSTRALIA

- (a) Where appropriate utilise Gridiron Australia policies and procedures to have a consistent approach to the sport.
- (b) We will strive to assist Gridiron Australia and work with them for the betterment of the game in this State and Country.
- (c) We will abide by the rules of the National body and will act within the Codes of Conduct set out in the policies.
- (d) Where possible we will attend any Gridiron Australia workshop/conference as required to work together to advance the sport.
- (e) We will support the development of National policies.

11. TRANSITION

- (a) One club representatives will be invited to the board meetings for a period of 12 months from the inception of this constitution in addition to elected members.
- (b) They will have the same voting rights as any other elected member for that period.
- (c) Once the 12 months has elapsed from the inception of this constitution we will transition to the independent board.
- (d) For the 1st 12 months we may exceed the total number of 10 members but will revert once transition period is over.

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 ASSETTS

- (a) 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.
- (b) Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.