

East Perth Football Club Inc (the Club)
Summary of Constitutional Changes

On 1 July 2016, the *Associations Incorporation Act 2015 (WA)* (**Act**) came into effect and replaced the *Associations Incorporation Act 1987 (WA)*.

Under the Act, all incorporated associations (such as the Club) must review and update its Constitution **by 1 July 2019** to ensure its rules comply with the requirements of the new Act. For this reason, the Club is seeking approval of by a Special Resolution of Members (being 75% of those members present and voting) to replace its Constitution.

If the Club has not updated its rules by 1 July 2019, the model rules under the Act will apply to the extent of any inconsistency between the Club's rules and the Act.

Given the Club is, in any event, required to update its Constitution in light of the new Act - the Board considered it an appropriate time to propose amendments to rules contained in the Constitution which the Board felt were outdated or otherwise did not reflect what the Club does in practice.

Below is an overview of the substantive amendments to the Constitution.

| Rule | Overview | Comments |
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| 4.5 | Inclusion of a new Object of the Club. | Requirement to reflect the activities of the Club. |
| 6.2, 6.3 | Insertion of new rules dealing with the circumstances in which payments can be made to Members out of the funds of the Club. | Required by section 22(2) of the Act. For example, payments are able to be made by the Club to Members for reasonable remuneration for services provided, payment of interest of money borrowed by the Club from a Member, for reimbursement for reasonable expenses incurred by a Member on behalf of the Club. |
| 9 - 16 | Drafting changes to rules dealing with Membership. | No substantive changes have been made to the Membership structure or the rights and obligations that attach to Membership. However, drafting changes have been made to clarify the different types of Membership and their respective rights and obligations. |
| 17 | Changes to the application process for new Members. | The previous Constitution required Members to be nominated and seconded by existing Members – in practice this does not occur. Applications for Membership are received through the relevant application form (or nomination by the Board for Honorary and Life Members). A more streamlined process is preferable to encourage more people to apply for Membership. |
| 18 | Changes to clarify that the CEO has been delegated the power by the Board to accept new applications for Membership. | This is what happens in practice, as opposed to formal Board approval (to ensure the process is streamlined). The Board retains the right to revoke this power. |
| 19 | Changes made to the rules dealing with the Register of Members. | Required by Schedule 1, Division 1, Item 4, as well as section 54(3), 56(2) of the Act. These include outlining what details are required to be |

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| | | included in the Register of Members, as well as the circumstances in which Members may access and take copies of the Register of Members. |
| 21 | Drafting changes have been made to outline when a person will cease to be a Member of the Club (including where a Member resigns). | Required by Schedule 1, Division 1, Item 3 of the Act. |
| 23.2 | Election of the Chairperson. | Changes have been made so that the Chairperson is elected by the Board, rather than Members. The Members still retain the power to elect and remove the Board. References to 'President' have been replaced with 'Chairperson' to align more closely with the AFL. |
| 23.12 | Changes to clarify the circumstances in which the office of a Board Member becomes vacant. | Required by Schedule 1, Division 1, Item 6(c) of the Act. |
| 24.1 | Changes to facilitate a rotational system of Board Members. | To facilitate good governance and ensure Board continuity, and to avoid circumstances where all Board Members are required to retire at once. |
| 25.3 | Quorum for meetings of the Board. | For clarity. |
| 25.14 | Changes have been made to allow Board Members to pass circular resolutions by electronic means. | These changes are appropriate given the advancement in technology. This gives the Board the power to act in an emergency, where it would otherwise not be able to meet in person. |
| 29 | Removal of the rule dealing with Secretary. | The Club does not have a Secretary - rather, the CEO fulfils secretarial duties. |
| 31 | Control of funds of the Club (ie bank accounts). | Required by Schedule 1, Division 1, Item 11 of the Act. Drafting changes for clarity. |
| 35.2 – 35.7 | When and how the Club (and Members) may call General Meetings and relevant notice periods that must be given. | Required by Schedule 1, Division 1, Item 13 of the Act. Drafting changes for clarity. |
| 40 | Insertion of a new dispute resolution mechanism. | Required by Schedule 1, Division 1, Item 18 of the Act. This rule deals with the process for which Members, or a Member and the Club may resolve a dispute. |
| 45 | Insertion of new rules dealing with the Club's liquor licence. | Additional language has been included, for the avoidance of doubt, to comply with the <i>Liquor Control Act 1988</i> (WA). |