

EAST PERTH FOOTBALL CLUB (INC)
CONSTITUTION AND RULES

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EAST PERTH FOOTBALL CLUB (INC)

CONSTITUTION AND RULES

1. NAME

- 1.1 The name of the Club shall be East Perth Football Club (Inc) ("**the Club**").
- 1.2 The Club's registered office shall be situated at Leederville Oval, 246 Vincent Street, Leederville in Western Australia or at such other address as shall from time to time be determined by the Club.

2. LICENCE

The Club shall seek and hold a licence from the West Australian Football Commission Inc. ("**WAFC**") to participate in the West Australian Football League ("**WAFL**") competition conducted by that body or any successor to that body.

3. MANAGEMENT OF THE CLUB

The affairs and management of the Club shall be controlled and regulated by an elected board of management herein referred to as "**the Board**".

4. OBJECTS

The objects of the Club ("**Objects**") are to:

- 4.1 foster, promote and advance the game of Australian Rules football and to provide facilities for playing that game;
- 4.2 provide recreational and sporting facilities for its Members, to encourage the game of football in its district and to promote good fellowship amongst its Members;
- 4.3 provide and maintain Club premises in Western Australia for the accommodation and benefit of all of its Members and their guests; and
- 4.4 foster, promote and encourage the history, tradition and culture of the Club.

5. POWERS

For the attainment of the aforesaid objects the Club shall have the following powers.

- 5.1 To make such agreements with local government authorities and or other bodies for the purpose of leasing or hiring of suitable property or properties for the purposes of the Club and to maintain the grounds, lawns and buildings for the use and accommodation of its Members.

- 5.2 To borrow money by way of loans or overdraft or by the issue of bonds, debentures or the granting of other obligations or securities or by mortgage or charge upon all or any of the property of the Club for the purpose of carrying on the work or activities of the Club.
- 5.3 To enter into such agreements as are necessary and reasonable or are considered advisable for the proper utilisation of the Club's assets and for the proper carrying out of the other Objects herein detailed.
- 5.4 To purchase or lease or exchange hire or otherwise acquire any real and personal property any rights or privileges which the Club may think necessary or convenient for the purpose aforesaid. Improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the real and personal property of the Club and in particular to lay out any land and/or buildings of which the Club is owner or over which it has any control, so that the same may be used for the objects aforesaid.
- 5.5 To borrow or raise or secure the payment of money in such manner as the Club thinks fit, and in particular by the issue of debentures or debenture stock, charged upon all or any of the Club's property, both present and future and to purchase, redeem, or pay off any such debentures.
- 5.6 To draw, make, accept, or endorse, discount and issue promissory notes and bills of exchange.
- 5.7 To enter into and bind all or part of the assets and undertakings of the Club by guarantees, indemnities or similar obligation in any cases where it is thought that the objects of the Club can be more fully realised or attained by such obligations.
- 5.8 To sell and dispose of any or all of the real and personal property of the Club for such consideration as the Club may think fit.
- 5.9 Invest and deal with the moneys of the Club not immediately required in such manner as may from time to time be determined.
- 5.10 To do all such things as are incidental or conducive to the attainment of the Objects.
- 5.11 To apply for obtain and renew from time to time a license under the Liquor Control Act 1988 (WA) ("**Liquor Act**") and amendments.
- 5.12 To conduct manage and arrange teams for the purpose of competing in competitions and matches in football and such other games as the Board may think fit and to form clubs or organisations for such purposes which shall be under the control and direction of the Board or any sub-committee thereof in which event the sub-committee shall report to and be responsible to the Board.

6. INCOME & PROPERTY

- 6.1 The income and property of the Club however derived shall be applied solely towards the promotion of the Objects of the Club and no portion of the property or income shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to any persons who at any time are or have been Members

of the Club or to any of them or to any person claiming through any of them except in good faith in the promotion of the Objects.

6.2 A payment may be made (directly or indirectly) to a Member out of the funds of the Club only if it is authorised under rule 6.3.

6.3 A payment to a Member out of the funds of the Club is authorised if it is:

- (a) the payment in good faith to that Member of reasonable remuneration for services provided to the Club; or reasonable compensation for goods supplied to the Club in the ordinary course of business;
- (b) the payment of interest on money borrowed from a Member by the Club, at a rate not exceeding the cash rate published from time to time by the Reserve Bank of Australia;
- (c) the payment of reasonable rent to the Member for any premises leased by the Member to the Club; or
- (d) the reimbursement of reasonable expenses properly incurred by a Member on behalf of the Club.

7. COLOURS

The colours of the Club shall be Royal Blue and Black.

8. UNIFORM

The design of the uniform of the Club shall be such as the Board shall from time to time decide.

9. MEMBERS

9.1 The Club shall consist of all Members appearing in the Register to be Members of the Club as at the date of the adoption of these Rules at the Special General Meeting called for that purpose on [insert] and which Register of Members for purpose of identification shall be certified by the President at that Meeting. Any other person may apply to become a Member of the Club on application in the manner provided in rule 16.

9.2 A person may apply for admission as a Member in accordance with rule 16 under one of the following categories of Membership:

- (a) Ordinary Members;
- (b) Non-Metropolitan Members;
- (c) Concession Members;
- (d) Family Members;
- (e) Corporate Members;
- (f) Life Members;

- (g) Honorary Members;
 - (h) Temporary Members; and
 - (i) Junior Members,
- collectively, the "**Members**".

10. ORDINARY MEMBERS

10.1 Ordinary Members are entitled to all the rights provided under this Constitution, including (but not limited to) the right to:

- (a) receive notices from the Club;
- (b) attend, request the convening of and vote at all General Meetings of the Club; and
- (c) be elected to the Board and any committees of the Club.

10.2 Ordinary Members:

- (a) Any person over the age of eighteen years having paid in advance the prescribed Membership fee as set down by the Board from time to time are eligible for admission as an Ordinary Member.
- (b) For the purposes of these Rules, a reference to the exercise of rights of an Ordinary Member will include the classes of Members referred to in rules 10.3 to 10.7 inclusive.

10.3 Players and Support Staff Members:

- (a) Players of any football team of the Club or a member of the Support Staff of the Club being over the age of eighteen years are eligible to apply for admission as a Player and Support Staff Member.
- (b) These persons may, at the discretion of the Board, be exempt from the payment of a subscription fee and any portion of the annual Membership fee without in any way interfering with their rights and obligations as Ordinary Members.
- (c) Players and Support Staff Members are eligible to exercise all the rights and privileges of an Ordinary Member under this Constitution.

10.4 Concession Members:

- (a) Pensioners (over sixty-five years of age), unemployed persons over the age of eighteen years or Seniors Card Holders who hold a current Commonwealth of Australia Concession Card or Seniors Card are eligible for admission as a Concession Member.

- (b) Full time students over the age of eighteen years but under the age of twenty-five (25) who produce evidence to substantiate their status as a full time student are also eligible for admission as a Concession Member.
- (c) Concession Members are eligible to exercise all the rights and privileges of an Ordinary Member under this Constitution.

10.5 Non-Metropolitan Members:

- (a) Any person over the age of eighteen years whose permanent residence is not less than 100 kilometers from the Club premises having paid in advance the prescribed Membership fee as may be decided by the Board from time to time are eligible for admission as a Non-Metropolitan Member.
- (b) Any Non-Metropolitan Member who ceases to have the residential qualification of a Non-Metropolitan Member and whose current Membership fees have been paid may upon application to the Club (after payment of any difference in Membership fees between the classes of Non-Metropolitan Member and Ordinary Member), be transferred to the Ordinary Members list.
- (c) Non-Metropolitan Members are eligible to exercise all the rights and privileges of an Ordinary Member under this Constitution.

10.6 Family Members

- (a) Two adults (over the age of eighteen years) and up to four children (under the age of eighteen years, as at 31 October of the season of which the application is made) having paid in advance the prescribed Membership fee as determined by the Board from time to time are eligible to apply for admission as Family Members.
- (b) Adult Family Members (over the age of eighteen years) are eligible to exercise all the rights and privileges of Ordinary Members under this Constitution, and children Family Members (under the age of eighteen years) will be afforded the same rights and privileges as Junior Members under rule 15.

10.7 Life Time Members

- (a) Any person who appeared in the Register of Members as a Life Time Member immediately prior to the adoption of this Constitution will continue to be a Life Time Member.
- (b) A Life Time Member is eligible to exercise all the rights and privileges of an Ordinary Member under this Constitution.
- (c) Life Time Members may not transfer their membership to any other person.

11. CORPORATE MEMBERS

- 11.1 A person or an organisation may apply for admission as a Corporate Member. The eligibility criteria for approval as a Corporate Member will be determined by the Board from time to time.

- 11.2 Corporate Members are entitled to exercise such privileges of the Club as the Board shall from time to time determine and having paid such Membership fee as set down by the Board from time to time.
- 11.3 Corporate Members shall have the right to receive notices from the Club and attend General Meetings of the Club, but do not have the right to vote at any General Meeting of the Club nor hold office of the Club nor propose or second any person to be an office bearer of the Club.
- 11.4 A Corporate Member that is an organisation must by written notice to the CEO appoint a natural person (who does not need to be a Member) to act as its representative at General Meetings in all matters, subject to the Act and subject to any restrictions on the representative's powers imposed by the Corporate Member ("**Representative**").
- 11.5 The Board may, at any time, reject or revoke the appointment of a Representative, if the Board believes on reasonable grounds that it is in the best interests of the Club to do so.

12. LIFE MEMBERS

- 12.1 In any year, the Board may recommend for election as Life Members:
- (a) not more than two (2) Ordinary Members or employees of the Club for especially meritorious service rendered to the Club for not less than ten (10) years; and
 - (b) any Ordinary Member or person who has played one hundred and fifty (150) games for the League team of the Club, or has played ten (10) years with the League team of the Club.
- 12.2 Any person recommended for admission as a Life Member shall be, subject to election by a three-fourths majority at the next ensuing Annual General Meeting, will be elected as a Life Member and will be entitled to all the rights and privileges of an Ordinary Member. Life Members shall not be liable to pay any annual subscription fee.

13. HONORARY MEMBERS

- 13.1 The Board may, in its discretion, nominate a person for admission as an Honorary Member.
- 13.2 Honorary Members are entitled to exercise such privileges of the Club and for such period and on such terms as the Board shall from time to time determine, however, shall not have the right to vote at any election or meeting, nor hold any office of the Club nor propose or second any person to be an office bearer of the Club.

14. TEMPORARY MEMBERS

- 14.1 Temporary Members are persons categorised as:
- (a) a person who is a member, an official or a person assisting a group that is to participate in a pre-arranged event or activity for the day conducted for the purposes of one of the Club's Objects;

- (b) a person who is on any day visiting the Club as a member or an official of another Club, including persons who are assisting a visiting club;
- (c) a person who is on any day visiting the Club as a member or an official of another Club that is to hold a pre-arranged function at the Club involving the use of the Club's sporting facilities;
- (d) a person who, at the invitation of a member, engages in sport on that day;
- (e) a visitor who is a full financial member of any like club in Western Australia or any Licensed Club located outside of Western Australia; and
- (f) persons who for age, ill health or infirmity and distance from the Club has retired from active participation but desires to retain an association with the Club.

14.2 Such persons described in this rule 14, may for the purpose of the Act be taken to be a person who is accorded Temporary Membership of the Club on that day.

14.3 Temporary Members shall not be entitled to vote at any meeting of the members of the Club, nor have any right, title or interest in or to any of the property of the Club, nor propose or second any candidate for admission as a member. Temporary members need only display their credentials to meet the criteria.

15. JUNIOR MEMBERS

15.1 Persons being under the age of eighteen years of age who, having completed the prescribed application form and having paid in advance the prescribed Membership fee are eligible to be admitted as a Junior Member.

15.2 Junior Members are permitted to exercise such privileges of the Club as the Board shall from time to time determine, however, shall not have the right to vote at any election or meeting, nor hold any office of the Club nor propose or second any person to be an office bearer of the Club.

15.3 A Junior Member upon attaining the age of eighteen years shall cease to be a Junior Member and shall be entitled to apply for admission as an Ordinary Member in accordance with rule 16 without payment of any nomination or subscription fee.

16. APPLICATIONS FOR MEMBERSHIP

16.1 All applications for Membership:

- (a) subject to rule 16.2, must be received in writing in the form prescribed by the Board from time to time for that class of Membership;
- (b) specify the class of Membership sought and any information evidencing that the applicant meets any eligibility criteria for that class of Membership; and
- (c) be accompanied by the nomination or Membership fee (if any, and as applicable to the class of Membership sought) as determined by the Board from time to time.

16.2 No application form shall be required for Honorary or Temporary Membership.

17. APPROVAL OF MEMBERS

17.1 As at the date of adoption of this Constitution, the power to consider and approve applications for Membership has been delegated by the Board to the Chief Executive Officer. The Chief Executive Officer is responsible for considering and approving applications for Membership until such time as the Board directs otherwise.

17.2 The Chief Executive Officer (or the Board, as applicable), in determining whether to approve an applicant for admission as a Member, will consider whether the applicant meets the applicable eligibility criteria for the class of Membership sought.

17.3 An applicant whose Membership application has been approved under this rule 17 will only become a Member and be able to exercise the rights and privileges attaching to its class of Membership once:

- (a) the Club has received payment of the required Membership fee (if applicable); and
- (b) the Chief Executive Officer has entered the applicant's details in the Register of Members.

18. REGISTER OF MEMBERS

18.1 The Club shall maintain a register on the Club's premises in accordance with section 53 of the *Associations Incorporation Act 2015* (WA) ("**the Act**") ("**Register**" or "**Register of Members**") setting out:

- (a) the full name and residential, postal and email address of each Member of the Club;
- (b) the class of Membership of each Member including any changes of class of Membership (if applicable);
- (c) the date to which any subscription attaching to their Membership is paid;
- (d) the date on which each Member's name was entered into the Register; and
- (e) for a period of one year after a person ceases to be a Member, the date on which the person ceased to be a Member and the reason for the cessation.

18.2 Any change in the Membership of the Club must be recorded in the Register within twenty-eight (28) days.

18.3 The Register may be maintained in electronic form.

18.4 The Register is available for inspection by any current Member upon written request to the Chief Executive Officer.

18.5 If:

- (a) a Member wishes to make a copy of, or take an extract from, the Register under section 54(2) of the Act; or
- (b) a Member makes a written request under section 56(1) of the Act to be provided with a copy of the Register,

the Board may in its discretion require the Member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Club.

19. CONDITIONS OF MEMBERSHIP

- 19.1 The annual subscription for each class of Membership shall be determined by the Board. Unless otherwise resolved by the Board, the annual subscription shall be due and payable within two months of the commencement of each Financial Year of the Club (being 1 November) and every Member whose subscription is not paid within three months of that time shall automatically cease to be a Member of the Club.
- 19.2 Every Member shall upon paying their subscription be supplied with a Membership card in such form as the Board may from time to time prescribe and such Membership card shall admit him or her to the Club premises. Such Membership card shall not be transferable.
- 19.3 Any Member transferring their Membership card or allowing its use to another person who is not a Member will be liable to have their Membership card forfeited in addition to suffering any other penalty which the Board may impose.
- 19.4 The Club may have a Club Badge in such form as the Board may from time to time prescribe. The Board may sell or cause to be sold such badges to members or persons being supporters of the Club, as they shall from time to time think fit.

20. CEASING TO BE A MEMBER

- 20.1 A Member will cease to be a Member:
 - (a) if the Member resigns by notice in writing to the Chief Executive Officer, on the date that the notice is received by the Chief Executive Officer, or any later date specified in the notice;
 - (b) if their Membership is revoked in accordance with rule 21;
 - (c) where the Member is an individual, if the Member dies; or
 - (d) where the Member is an organisation, if it is wound up, dissolved, deregistered or otherwise ceases to be an organisation.
- 20.2 A Member who ceases to be a Member under this Rule is not entitled to any refund of their subscription fee.

21. EXPULSION OF MEMBERS

- 21.1 In the event of any Member being charged in writing by the Board with:

- (a) conduct which the Board may consider prejudicial to the interests of the Club;
- (b) a serious breach by a Member of these Rules or any other by-law of the Club;
- (c) conduct on the part of a Member rendering it, in the opinion of the Board, desirable that he or she should cease to be a Member or that other action be taken under this rule; or
- (d) failing to pay any amounts imposed on them under these Rules or the by-laws of the Club,

the Member shall be called before the Board and failing a satisfactory explanation in the opinion of the Board, they may be cautioned, suspended or required to be removed from the Register of Members. There shall be no refund of any entrance fee or subscription if the Member has his or her Membership suspended or is removed from the Register of Members.

- 21.2 Any charge that the Board may wish to lay shall be laid by the Chief Executive Officer in writing to the Member charged.
- 21.3 The Board shall be especially summoned to consider questions under this rule 21. The Member charged will be entitled to attend the Board Meeting and notice in writing shall be sent to the Member at least seven days prior to the meeting. Before coming to a decision the Board shall hear any explanation from such Member charged, together with any evidence in support of such explanation. The decision of the Board shall be final.
- 21.4 The Chief Executive Officer shall, on the application of the Member charged, made not less than three clear days before the date fixed for the Board meeting convened to hear such charge, send a written notice to any other Member requesting that such Member appear and give evidence in respect to the charge.
- 21.5 In the event of the Member charged failing to attend at the time and place arranged, the Board may, nevertheless, proceed with the hearing of the complaint and take evidence and decide the case as if all parties had been present.
- 21.6 If, after hearing the evidence, the Board shall be of the opinion that the charge is sustained, it shall inflict such penalty as it shall think fit and shall cause notice of such penalty to be sent to the Member charged, by registered post to the address for that Member as recorded in the Register of Members.
- 21.7 The Board may by a majority resolve to summarily suspend a Member pending investigation of any charge under this rule 21, or the dispute resolution process in rule 38.
- 21.8 Any Member causing loss or damage to the Club or its equipment or property through failure to observe and comply with these rules, or the By-laws of the Club or the directions or orders of the Board, or any officer of the Club, shall be fully liable therefore.

22. BOARD OF MANAGEMENT

- 22.1 The Board shall comprise a seven (7) elected members ("**Board Members**"). The Board may resolve to appoint a further two (2) Board Members from time to time, who shall hold office until the next election process conducted in accordance with rule 23.7, at which time they will be required to retire and are eligible for re-election (subject to the requirement that there be no more than seven (7) Board Members after the conclusion of that election process).
- 22.2 The Board Members must, by a majority vote, elect one of their own to the position of President. The President's term will align with its term as a Board Member, and at the expiration of that term, he or she will be required to retire and is eligible for re-election as a Board Member.
- 22.3 The Board Members shall be elected for a period of two (2) years and shall be eligible for re-election at the cessation of that term.
- 22.4 A person is eligible for election to the Board if that person is
- (a) eighteen (18) years of age or over;
 - (b) an Ordinary Member or a Life Member;
 - (c) are not disqualified from being an office holder of the Board under sections 39 and 40 of the Act; and
 - (d) satisfy any eligibility requirements determined by the Board from time to time.
- 22.5 In the event of all the Board Members desiring to resign or, in the event of the number of Members of the Board from any cause whatsoever falling to three or less, a new Board shall be elected in the manner provided in the following rules.
- 22.6 A Board Member may resign from his or her office by tendering his or her resignation to the Chief Executive Officer in writing.
- 22.7 Such resignation under rule 22.6 shall not take effect until it is accepted by the Board. Any casual vacancy in the Board shall be filled by the Board, but the person so chosen shall only hold office until the next election and shall be eligible for re-election.
- 22.8 All Board Members shall be honorary and shall not receive fees for acting as a Board Member. This rule does not apply to any payments for reasonably out-of-pocket travel and accommodation expenses incurred in connection with the performance of the Board Member's functions, including (but not limited to) attending Board meetings and General Meetings.
- 22.9 To the fullest extent permitted by law and without limiting the powers of the Club, every Board Member shall be indemnified by way of an insurance policy or out of the funds of the Club against any losses, liabilities, damages, costs, charges or expenses incurred by him or her in or about the discharge of his or her duties as an officer of the Club.

22.10 No Board Member shall be liable for the acts of any other Board Member, or for joining in any receipt or act for the sake of conformity, or for any loss or expense happening to the Club, unless the same happens through his own willful act, neglect or default.

22.11 The accounts of any Board Member of the Club may be settled and allowed, or disallowed, either wholly or in part by the Board.

22.12 If a Board Member:

- (a) dies;
- (b) resigns under rule 22.6;
- (c) becomes physically or mentally incapable of performing his or her duties as a Board Member and the Board resolves that his or her office be vacated for that reason;
- (d) ceases to be an Ordinary Member or a Life Member (as applicable);
- (e) is absent from three (3) consecutive Board Meetings, without leave of absence and the Board resolves that his or her office be vacated for that reason,

their office shall immediately become vacant and the Chief Executive Officer shall notify him or her of having ceased to hold office.

22.13 Any casual vacancy in the Board may be filled by an Ordinary Member or a Life Member as appointed by the Board. Such person so appointed shall hold office until the next election and shall be eligible for re-election.

22.14 The Chief Executive Officer has a standing invitation to attend all Board Meetings.

23. ELECTION OF BOARD

23.1 To facilitate a rotational system of Board Members, in accordance with the Club's election process to be held in 2019, four (4) Board Members (one of whom must be the President) shall be required to retire and elections shall be held for their positions on the Board in accordance with the election process outlined in rule 23.7. The retiring Board Members shall be eligible for re-election.

23.2 In accordance with the Club's annual election process held in each year from 2020, a minimum of three (3) Board Members shall be required to retire from office and elections shall be held for their positions on the Board in accordance with the election process outlined in rule 23.7. The Board Members required to retire will be the Board Members who have been in office the longest since last being elected by reference to their two (2) year term.

23.3 The retiring Board Members shall be eligible for re-election.

23.4 Where more than four (4) vacancies occur in any one (1) year the four (4) candidates receiving the highest number of votes shall be elected for two (2) years. Other candidates will be elected in voting order for a period of one (1) year to fill the remaining vacancy or vacancies.

- 23.5 No Board Member shall hold more than one office at any one time.
- 23.6 A notice calling for nominations for the positions of Board Members will be advertised by the Club Newsletter to each Member at least 14 days prior to the last Friday in August. Retiring Board Members, if seeking re-election, must re-nominate in accordance with rule 23.7(b).
- 23.7 The election shall be conducted in accordance with the following provisions.
- (a) The Board shall appoint a Member to oversee the election process ("**Returning Officer**") and two (2) scrutineers.
 - (b) Any person who wishes to be elected to the Board must be nominated in writing, on the nomination form approved by the Board from time to time, signed by two (2) Members (who are either Ordinary Members or Life Members). The candidate shall also sign the nomination form as evidence of consent to the nomination.
 - (c) Nomination forms, accompanied by the candidate's resume (of no more than 200 words), shall be sent or delivered to the Chief Executive Officer on or before 5.00pm on the last Friday of August. Any nomination which is received by the Chief Executive Officer after this time and date will not be considered.
 - (d) The Chief Executive Officer shall place on the Club's web site a list of the names of the persons nominated for election as Board Members, with the names of the nominators immediately after receipt thereof and such list shall remain posted until and inclusive of the day of the declaration of the result. Failure to post and keep posted any such notification shall not invalidate any nomination.
 - (e) If there are more nominations than vacancies to be filled the election of the Board Members shall be by a ballot conducted in the following manner:
 - (i) The Chief Executive Officer shall forward by post or email to every Member of the Club entitled to vote as aforesaid not later than 21 September a ballot paper or papers showing separately the full names of candidates nominated for each position in such order as shall be decided by lot to be drawn by the Returning Officer and at least one other scrutineer appointed by him or her.
 - (ii) The ballot paper or papers are to contain a resume of each candidate and the names of two Members which have proposed and seconded the nomination, and such other voting instruction information as the Returning Officer shall in his or her absolute discretion decide. A form of counterfoil shall be used.
 - (f) The ballot shall be open upon the posting or emailing of the ballot papers as aforesaid and shall close at 5.00pm (Perth time) on 14 October.
 - (g) The Returning Officer shall be provided with a ballot box which shall be locked by him or her and kept locked until the ballot has closed. The locked ballot box shall be placed in a convenient position in the Club premises upon the opening

of the ballot and shall remain there during the usual business hours for the purpose of receiving ballot papers until the close of the ballot.

- (h) Every Member of the Club eligible and desiring to vote shall do so on and by the ballot paper posted or emailed to them as aforesaid by striking out the names of any candidate for whom he or she does not wish to vote leaving the same number of names as there are vacancies. Otherwise the ballot paper shall be declared informal.
- (i) The following provisions shall apply in respect of ballot papers sent by post to Members:
 - (i) The ballot paper or papers shall be placed in the pre-printed envelope to be sent by the Chief Executive Officer addressed to the Returning Officer, East Perth Football Club, at the Club's usual postal address. This envelope is to contain provision on the back for the signature and name and address of the voter. The envelope shall be sent by post or delivered to the Returning Officer at the Club premises or deposited in the ballot box. Votes contained in envelopes that do not include the name and address of the sender shall be declared invalid and will where applicable remain unopened.
 - (ii) All ballot papers arriving by post or delivered to the Returning Officer shall from day to day be lodged unopened in the ballot box.
- (j) The following provisions shall apply in respect of ballot papers sent by email to Members:
 - (i) The ballot paper or papers shall be addressed to the Member and sent to the email address listed for the Member in the Register of Members.
 - (ii) The ballot paper or papers are to be completed by the Member and returned by email to the Returning Officer at the email address listed for the Returning Officer on the ballot paper or papers.
 - (iii) All ballot papers received by email shall be printed by the Returning Officer and placed into the ballot box for counting in accordance with rule 23.7(k).
- (k) On closure of the ballot, the ballot box shall be removed by the Returning Officer and opened by him or her in the presence of at least one (1) of the scrutineers and the counting of the votes shall then proceed at the conclusion of which the result thereof shall be posted on the notice board in the Club premises.
- (l) The result of the ballot shall be declared by the Returning Officer no later than ten (10) days after the closure of the ballot and such declaration shall be final and conclusive. All candidates shall be invited to attend the declaration of the ballot and the result shall also be included in the Annual Report and announced at the Annual General Meeting.
- (m) Provided that the Chief Executive Officer has used his or her best endeavors to comply with his or her obligations, and otherwise good faith has been shown,

the accidental failure of the Chief Executive Officer to dispatch a ballot paper or papers to any Member of the Club, or the non-receipt of the same by any Member, or the loss in the course of post, non-delivery or non-receipt of any ballot paper by the Chief Executive Officer or the Returning Officer shall not invalidate any ballot.

- (n) When in the course of an election and as often as it shall happen that two (2) or more candidates obtain an equal number of votes and the vacancy or vacancies which remain to be filled are less in number than the said candidates, a further secret ballot or further secret ballots (as the case may require) shall be taken at the Annual General Meeting upon which the Members present and eligible to vote shall vote to determine which of the said candidates shall be elected to fill the vacancy or vacancies from time to time during the election remaining to be filled. If upon the last of such ballots being taken to fill one (1) remaining vacancy the two (2) candidates left in such ballot again obtain an equal number of votes the President or other presiding officer by their casting vote shall decide which of them shall be declared elected to fill such vacancy.
- (o) In the event of the number of candidates duly nominated being less than the number of vacancies to be filled the Returning Officer at the Annual General Meeting shall declare the candidates already nominated elected and shall then call for the verbal nomination of candidates for election to fill the remaining vacancies and an election to fill the said vacancies shall be held in accordance with these provisions so far as the same are applicable to such election. If there is still a vacancy at the conclusion of the Annual General Meeting the Board may second any qualified person to fill the vacancy. That person must retire at the next election.
- (p) The retiring Board Members and the President shall hold office until 31 October and those elected in accordance with this clause 23.7 shall take office with effect from 1 November immediately following their election.

24. MEETING OF BOARD OF MANAGEMENT

- 24.1 The Board shall meet at least once in each calendar month. The minutes of all resolutions and proceedings of the Board shall be noted and held on file at the Club. The Board shall see that correct statements of account are kept showing the financial affairs of the Club and the particulars usually shown in books of account of a like nature.
- 24.2 Notice of every meeting of the Board shall be given by the Chief Executive Officer to every Board Member and shall be sent by post or email to the registered address of such Board Member or delivered to him or her by hand. Any accidental omission to send such notice or the non-receipt of such notice by any Board Member shall not invalidate the proceedings of the meeting. PROVIDED THAT no such notice need be given in respect of any meeting which is by any resolution of the Board called for any day whereon meetings of the Board are regularly held.
- 24.3 Four (4) Board Members of the Board shall constitute a quorum. If any office on the Board becomes vacant, the remaining Board Members may act but, if the total number of remaining Board Members is not sufficient to constitute a quorum at a meeting of the Board, the Board Members may act only for the purpose of increasing the number

of Board Members to a number sufficient to constitute a quorum or for the purpose of convening a General Meeting of the Club.

- 24.4 Subject to this Constitution, a resolution of the Board must be passed by a majority of the votes of Board Members present and entitled to vote on the resolution.
- 24.5 At all meetings of the Board, the President shall act as the chair. If the President is absent, the other Board Members present shall elect one of their number to act as the chair of that Board Meeting.
- 24.6 Unless the Board shall by resolution otherwise determine, the procedure at all Board Meetings shall be governed by the rules ordinarily observed in the conduct of meetings of a Board.
- 24.7 In case of doubt the President (or other person acting as chair of the Board Meeting) shall give a ruling as to the procedure to be followed.
- 24.8 Any declaration or ruling made or given by the President (or other person acting as chair of a Board Meeting) shall be final.
- 24.9 The President and all other Board Members have one vote each. In the event of an equality of votes, the President (or other person acting as chair of the Board Meeting) shall have a casting vote.
- 24.10 The President shall have the same right to speak on any question under discussion as any Board Member.
- 24.11 The Board is responsible for managing the business of the Club and may exercise all powers of the Club which are not required by the Act or this Constitution to be exercised by the Club in a General Meeting. Without limiting the generality of the foregoing, the Board shall have power from time to time (subject to this Constitution) to:
 - (a) make or alter policies as may be necessary for the management of its own proceedings and such local playing rules for football matches under the Club's control as may be deemed necessary;
 - (b) arrange all tournaments, competitions and matches and to fix the dates thereof and to alter such dates if occasion shall require and to settle all disputes in connection therewith;
 - (c) appoint the Captain, Vice-Captain and Coach of the respective Club teams;
 - (d) regulate from time to time the prescribed Membership and nomination fees;
 - (e) elect honorary positions such as a Club Patron, Vice Patron and 'Number 1 Ticket Holder');
 - (f) elect Members and to set and limit the number of categories of Membership;
 - (g) make regulations for the good governance of the Club and as to the sale of goods and liquor in the Club and as to payment thereof by the Members, PROVIDED

HOWEVER that this power shall not in any way conflict with the provisions of the Liquor Act;

- (h) regulate the fees if any to be paid by visitors or Honorary Members for the use of any property or facilities of the Club;
- (i) determine from time to time the conditions on which and time when Members may use the property and facilities of the Club or any part thereof and the manner, times and conditions, how and when and under which the premises of the Club or any part thereof shall be used by the Members or any of them PROVIDED HOWEVER that this power shall not in any way conflict with the provisions of the Liquor Act;
- (j) impose such penalties by way of fine, reprimand or suspension from enjoyment of the privileges of the Club as it shall think fit to ensure the necessary discipline, good governance, reputation, tradition and general wellbeing of the Club; and
- (k) improve, manage, develop, sell, exchange, dispose of, turn to account or otherwise deal with any part of the property of the Club.

24.12 The Board, in addition to the powers specifically conferred upon them by the rules shall have:

- (a) full control over all the affairs and undertakings of the Club with power to exercise on behalf of the Club all the rights and powers of the Club that are not to be exercised by the Members at a General Meeting or such rights and powers as are by the rules or by-laws specifically required to be exercised in some other manner;
- (b) the control of the finances of the Club; and
- (c) power to engage, control and dismiss the servants of the Club.

24.13 The Board shall have the sole right to give directions in cases not provided for herein, and all orders, by-laws or regulations made by it shall be binding.

24.14 A resolution in writing signed by a majority of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board, if a majority of the Board Members entitled to vote on the resolution:

- (a) sign a document (or separate identical copies of the document) containing a statement that they are in favour of the resolution set out in the document; or
- (b) confirm by email, text message or any other means approved by the Board that they are in favour of the resolution, in accordance with any policies adopted by the Board for this purpose.

25. DECLARATIONS OF INTEREST

25.1 Each Board Member must exercise his or her powers and discharge his or her duties as Board Member in accordance with the Act and all applicable laws.

- 25.2 At the first meeting after their election, each Board Member shall table a Declaration of Interest setting out details of any pecuniary interest, whether direct or indirect, which may give rise to a conflict of interest.
- 25.3 Each Board Member shall be obliged to table a new Declaration of Interest at the first meeting of the Board after acquiring or otherwise obtaining an additional pecuniary interest which such interest may give rise to a conflict of interest.
- 25.4 All Declarations of Interest shall be recorded in the minutes of the meeting at which it is tabled, and disclosed at the next General Meeting of the Club.
- 25.5 A Board Member shall not take part in any deliberations or decision of the Board in respect of any contract in which he or she has a pecuniary interest.
- 25.6 Rule 25.5 does not apply to any material personal interest that exists only because the Board Member:
- (a) is an employee of the Club;
 - (b) is a member of a class of persons for whose benefit the Club is established; or
 - (c) that the Board Member has in common with all, or a substantial proportion of, the Members.

26. SUB-COMMITTEES

- 26.1 The Board shall have power to appoint sub-committees for such purpose as it thinks fit composed of Members of the Club and such other persons as the Board considers desirable.
- 26.2 The Board may delegate to any committee the exercise of such functions of the Board as are specified in the delegation other than the power of delegation and a function which is a duty imposed on the Board by the Act or any other law.
- 26.3 The Board will, upon creating a sub-committee, appoint a Board Member to act as chair of the sub-committee. The sub-committee shall report to the Board and exercise the powers granted to it in accordance with any direction of the Board. Such sub-committees shall meet as thought necessary by the chair of the sub-committee. The President and Chief Executive Officer shall be ex-officio members of all sub-committees. The President shall have a deliberate vote at meetings of sub-committees and the Chief Executive Officer does not have a deliberate vote.
- 26.4 A Match Committee shall be appointed by the Board based on the recommendations of the Football Operations Manager. The Match Committee shall select the Club's teams.

27. WEST AUSTRALIAN FOOTBALL COMMISSION (OR ANY SUCCESSOR BODY) BOARD MEMBER REPRESENTATIVE

The Board shall as required by the WAFC appoint one (1) Board Member and one (1) proxy Board Member to represent the Club at the meeting of the WAFC. The Board Member and proxy Board Member shall be responsible to the Board and shall fully report to the Board the deliberations of the WAFC (or any successor body).

28. DUTIES OF CHIEF EXECUTIVE OFFICER

- 28.1 The Chief Executive Officer shall be appointed by the Board and if he or she is also a Member of the Club, shall not be liable to pay any subscription to the Club whilst acting as Chief Executive Officer.
- 28.2 The Board shall determine the length of the Chief Executive Officer's appointment and such salary and allowance, if any, as the Board may think fit.
- 28.3 The Chief Executive Officer shall carry out such duties as the Board may from time to time direct and shall:
- (a) have the custody of all documents belonging to the Club;
 - (b) keep a full and accurate minute of all resolutions and proceedings of the Board and of General Meetings and such minutes if signed by the chair of any Meeting of the Club or President (as the case may be), shall be conclusive evidence that the proceedings minuted were recorded and took place at a meeting properly convened and held;
 - (c) maintain the Register of Members in accordance with section 53 of the Act;
 - (d) when necessary, comply with the requirements of the licensing laws as to the renewal of the Club's license;
 - (e) post a list of all Board Members and other office bearers on the Club web site;
 - (f) subject to the control of the Board, be responsible for the general management of the Club and supervision of the staff;
 - (g) present to the Board confirmation of the paid up annual renewal of the Indemnity Insurance Policy for the Board Members and officers of the Club;
 - (h) until such time as the Board directs otherwise, consider and approve applications for Membership under rule 17;
 - (i) collate all receipt and expenditure documents and submit those documents to the accountancy company engaged by the Club for processing and submit a progressive Statement of Receipts and Expenditure, together with a statement of liabilities to each meeting of the Board; and
 - (j) prepare each year a duly audited annual balance sheet for presentation at the Annual General Meeting.
- 28.4 Should the Chief Executive Officer be absent with leave or sick the Board may appoint any acting Chief Executive Officer temporarily to perform his or her duties.
- 28.5 The Board may, from time to time if it shall think fit, appoint an Assistant Chief Executive Officer.

28.6 Rules 28.2 to 28.4 shall, so far as is possible, apply to any Assistant Chief Executive Officer for the time being and their duties shall be such as are from time to time determined by the Board.

29. BANK ACCOUNT

29.1 The funds of the Club must be kept in a bank account or accounts in the name of the Club. The Club's bank account shall be conducted at such bank as the Board shall from time to time direct.

29.2 The funds of the Club are to be used to do:

- (a) anything which it considers will advance or achieve the Objects; and
- (b) all other things that are incidental to carrying out the Objects.

29.3 The bank account shall be operated jointly by any two of the Board Members or other persons appointed for that purpose by the Board from time to time.

29.4 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Club are to be executed by:

- (a) any two Board Members; or
- (b) any person or persons authorised by the Board, within the expenditure limits set by the Board.

29.5 The Board may impose such special conditions on the electronic transfer of funds and the signing of cheques as it decides, including the authorising of any person to expend the funds of the Club within specified limits, from time to time.

30. FINANCIAL AND MEMBERSHIP YEAR

The financial and Membership year of the Club shall close on 31 October, and commence on 1 November in each year.

31. AUDIT

31.1 The accounts of the Club shall be audited by an auditor or auditors nominated by the Board and elected by the members of the Club at the Annual General Meeting for the ensuing year.

31.2 The Auditor shall be responsible for verifying the correctness of the Balance Sheet and supporting statements and submit a written report for presentation to the Members at the Annual General Meeting.

31.3 The audit shall be continuous and if requested by the Board the Auditor shall also complete and submit statements of Trading, Profit & Loss, and Income and Expenditure accounts covering such periods as shall be required.

31.4 If any casual vacancy occurs in the position of Auditor, the Board shall forthwith fill the same.

32. LEVIES

- 32.1 The Board may from time to time on the authority of a resolution carried by a two-thirds majority of votes of the Members present and voting at a Special General Meeting called for the purpose, make a levy on the Members of the Club at such rate or of such amount as may be authorised by such resolution to meet the immediate requirements of the Board occasioned by a financial emergency or to meet the capital cost of carrying out works of a capital nature (other than ordinary maintenance) which this Board proposed to carry out and for which the ordinary revenue after allowing for ordinary costs of administration may not be sufficient.
- 32.2 The notice calling the Special General Meeting shall state clearly the reason for making the proposed levy and the rate of amount thereof, provided that no Member shall be liable in any one year to pay by way of levy an amount in excess of one half of the amount of the annual subscription.

33. NOTICE AND TIMING OF GENERAL MEETINGS

- 33.1 The Annual General Meeting of the Club shall be held no later than 28 February in every year for the following purposes:
- (a) to receive, and if thought fit, to adopt the report of the Board and report on the general condition and progress of the Club during the preceding year and receive the Auditors Report and the Balance Sheet;
 - (b) to announce the result of the ballot for the election of Board Members, if any, for the ensuing year;
 - (c) to elect such Board Members, if any, as may be required pursuant to rules 22.13 and 23;
 - (d) to elect an Auditor or Auditors for the ensuing year and determine their remuneration;
 - (e) to transact any other business as shall be brought forward of which due notice has been given in the manner provided in these rules; and
 - (f) to transact any general business of which prior notice is not required by these rules.
- 33.2 Notwithstanding rule 33.1 and for the avoidance of doubt, the Club must hold its Annual General Meeting once in each calendar year and no later than 6 months after the end of the financial year, except where the Commissioner has allowed for a longer period under the Act.
- 33.3 Notice of the Annual General Meeting and any Special General Meeting convened under rule 34 (collectively, "**General Meetings**") must be given by post or email, to the address listed for that person in the Register of Members, to every Member, as well as to each Board Member and to any reviewer or auditor of the Club. The notice shall contain the time and place of the General Meeting and the business to be conducted at the General Meeting.

- 33.4 No other person is entitled to receive notice of a General Meeting, except any person authorised by the Board.
- 33.5 Notice of a General Meeting (which shall also be posted on the Club's web site) must be provided to Members in the manner specified in rule 33.3:
- (a) at least 21 clear days before any General Meeting at which a Special Resolution is proposed or for a General Meeting convened under rule 34.2; and
 - (b) at least 14 clear days before any other General Meeting.
- 33.6 Subject to rule 33.7, shorter notice of General Meetings may be provided if:
- (a) for an Annual General Meeting, all the Members entitled to vote at the Annual General Meeting agree in writing prior to the Annual General Meeting; and
 - (b) for any other Special General Meeting, Members holding at least 95% of the votes that may be cast at the Special General Meeting agree prior to the Special General Meeting.
- 33.7 The Club cannot call any General Meeting on shorter notice than that specified in rule 33.5 if a resolution will be moved at the meeting to:
- (a) appoint or remove a Board Member; or
 - (b) remove an auditor or reviewer.

34. SPECIAL GENERAL MEETING

- 34.1 A general meeting of Members, other than the Annual General Meeting ("**Special General Meeting**") may be called at any time by the Chief Executive Officer at the direction of the Board. Subject to this clause, notices of Special General Meetings must be given in accordance with rule 33.
- 34.2 The Board must also call a Special General Meeting of Members if the following requirements are met:
- (a) the request is made by at least 10% of Members eligible to vote at a General Meeting;
 - (b) the request is in writing, signed by all Members making the request stating the business for which it is required to be called; and
 - (c) handing such requisition to the Chief Executive Officer.
- 34.3 Upon receiving such requisition, the Chief Executive Officer shall call a meeting of the Board within forty-eight (48) hours.
- 34.4 The Board shall direct the Chief Executive Officer to call a Special General Meeting, which must be held not more than two (2) months after the receipt by him or her of the requisition.

- 34.5 The Chief Executive Officer shall at least twenty-one (21) days before the date fixed for any Special General Meeting, notify Members by post or email, of the time and place of the Special General Meeting. Such notice shall also be posted for such period on the Club Notice Board and on the Club's web site.
- 34.6 The notice of the holding of a Special General Meeting shall state the particular business for which such Special General Meeting is called.
- 34.7 Only the particular business stated in the notice of a Special General Meeting shall be transacted at such meeting.
- 34.8 Subject to the Act, only the Members who have requisitioned the Special General Meeting may cancel or postpone the Special General Meeting or change its venue by giving notice to all persons to whom the notice of the original meeting was given.

35. PROCEEDINGS AT GENERAL MEETINGS

- 35.1 The President shall chair all General Meetings of the Club. The President will regulate and keep order in the proceedings and to carry into effect the Rules and By-laws of the Club. In his or her absence, the Board Members shall elect one of their own to act as the chair, or if no Board Member wishes to act as chair, the Members eligible to vote at a General Meeting may elect any Ordinary Member or Life Member to act as the chair.
- 35.2 The President (or other person acting as chair at any General Meeting) shall have a deliberate vote upon any question and in the event of any equality of votes upon any question shall have also a casting vote.
- 35.3 Quorum for all General Meetings (which, for the avoidance of doubt, includes both the Annual General Meeting and any Special General Meeting) shall be fifty (50) Members present and eligible to vote at the relevant General Meeting (being the Ordinary Members and the Life Members). If the Club has less than fifty (50) Members eligible to vote at General Meetings of the Club, then all those Members will constitute a quorum.
- 35.4 Subject to rule 35.6 (in respect of the Annual General Meeting only), no business shall be transacted at any General Meeting of the Club unless a quorum is present at the time the meeting proceeds to business.
- 35.5 If a quorum is not present within half an hour from the time appointed for a Special General Meeting convened upon the requisition of Members under rule 34.2, the meeting shall be dissolved.
- 35.6 The Annual General Meeting will not lapse by reason of a quorum not being present within half an hour from the appointed time for the meeting. Where a quorum is not present within half an hour from the appointed time for the meeting, the Annual General Meeting shall stand adjourned to such other time and place as the President (or other person acting as chair of the Annual General Meeting) shall determine, or, if no such determination is made, to the same day, place and time in the following week. If, at the adjourned Annual General Meeting, a quorum is not present at the time appointed for the adjourned Annual General Meeting, the Annual General Meeting may proceed to

business notwithstanding that there is not a quorum present. For the avoidance of doubt, this rule 35.6 does not apply to any Special General Meeting.

- 35.7 At all General Meetings of the Club, only Ordinary Members and Life Members shall be eligible to vote on any matter brought forward at such meeting.
- 35.8 Any Member may give notice of any business which they intend to bring forward at any General Meeting.
- 35.9 Such notice under rule 35.8 must be in writing and shall be handed to the Chief Executive Officer at least thirty (30) days before the General Meeting at which it is intended to bring forward such business.
- 35.10 The Chief Executive Officer shall affix on the Club Notice Board and on the Club's web site the intention to bring forward such business pursuant to a notice under rule 35.8 not less than 14 days before the date of the relevant General Meeting.
- 35.11 Any resolution passed in pursuance of a notice given under rule 35.8 in a General Meeting with such amendments as are made by the Members at the General Meeting shall be binding on the Club.
- 35.12 All resolutions passed at General Meetings of the Club by a simple majority unless otherwise required by these Rules, shall be conclusive and binding on all Members of the Club, whether they be present at the relevant General Meeting or not, provided that the General Meeting was held in conformity of the Rules of the Club for the time being in force. A declaration by the President (or other person acting as chair of the General Meeting) that any such General Meeting has been duly convened shall in the absence of proof to the contrary at such General Meeting be conclusive.
- 35.13 Every resolution properly submitted to a General Meeting (other than elections) shall be determined by a show of hands unless a poll is demanded by at least seven (7) Members. The declaration of the President (or other person acting as chair of the Meeting), whether on a show of hands or on a poll, shall be conclusive.

36. AMENDMENTS TO CONSTITUTION

- 36.1 The Constitution of the Club shall not be altered, added to, varied or rescinded except in accordance with Division 2 of Part 3 of the Act and at the Annual General Meeting provided notice of such intended amendments are in the hands of the Chief Executive Officer at least thirty (30) days preceding the Annual General Meeting or a Special General Meeting called for the purpose and accepted by a majority vote of two-thirds of the Members present and voting at such meeting.
- 36.2 No Constitution changes may be discussed at any Annual General Meeting or Special General Meeting called for that purpose unless a copy of the proposed alterations, which must be signed by a mover and a seconder, are available to those Members entitled to vote at least ten (10) days prior to the date of such Annual General Meeting or Special General Meeting called for that purpose.
- 36.3 The failure of any Member to receive a copy of the proposed constitutional alterations shall not invalidate the decision of the Members present and voting at any Annual General Meeting or Special General Meeting called for that purpose.

36.4 As soon as practicable after the making of any proposal for a change to the Constitution or Rules of the Club, the Chief Executive Officer shall provide to the Director of Liquor Licensing, certified particulars of the change proposed. No effect will be given to the change without the prior written approval of the Director.

36.5 Within twenty-eight (28) days of the passing of the resolution to adopt the amended constitution of the Club, the Chief Executive Officer shall provide to the Department of Mines, Industry Regulation and Safety ("**Department**") certified particulars of the change proposed. No effect will be given to the change without the prior written approval of the Department.

37. COMMON SEAL

37.1 The Club shall have a Common Seal to be kept in the custody of the Chief Executive Officer and shall never be used except by the authority of the Board.

37.2 Seal holders shall comprise the Chief Executive Officer and such Directors as nominated by the Board from time to time.

37.3 With such authority every instrument to which the Seal is affixed shall be signed by two (2) seal holders and recorded in a Seal Register kept for that purpose.

38. DISPUTES

38.1 The disputes procedure set out in this clause applies to disputes under this Constitution between:

- (a) a Member and another Member or Members;
- (b) a Member or Members and the Club.

38.2 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. In the case of a dispute involving the Club, the President or another Board Member nominated by the President will represent the Club.

38.3 If the parties are unable to resolve the dispute within the fourteen (14) day period specified in rule 38.2, either party may initiate the dispute resolution procedure by giving a written notice to the Chief Executive Officer identifying the parties to the dispute and the subject of the dispute.

38.4 Within twenty-eight (28) days of receipt of a notice under rule 38.3, a Board meeting must be convened to determine the dispute.

38.5 The Chief Executive Officer must give the parties to the dispute at least seven (7) days' prior written notice of the date, time and place of the Board Meeting. The notice must inform the parties that they (or their Representative) may attend the Board meeting and will be given a full and fair opportunity to make oral and written submissions to the Board.

38.6 At the Board meeting, the Board must:

- (a) give each party to the dispute, or the party's Representative, a fair opportunity to make oral submissions and must give reasonable consideration to any written submissions; and
- (b) determine the dispute.

38.7 Written notice of the Board's decision regarding the dispute must be given to all parties to the dispute within seven (7) days after the Board meeting.

38.8 If a disputes procedure under this rule 38 takes place concerning the revocation of a Member's Membership and the result of the disputes procedure is that the Member's Membership is reinstated, that revocation decision does not affect the validity of any decision made at a General Meeting or Board Meeting during the period in which the Member's Membership was purported to be revoked.

39. MERIT AWARDS

39.1 The Board Members may select in each year such person or persons (not exceeding two (2) in any one year) as the Board Members think fit as persons entitled to receive Merit Award Certificates.

42.2 A Merit Award Certificate shall be awarded only for special services and assistance rendered by the recipient to the Club.

40. DISSOLUTION

The Club shall not be dissolved unless by the consent of three-fourths of the financial members present at a Special General Meeting called for that purpose. The surplus property (if any) arising on dissolution shall only be distributed to one (1) or more organisations listed in section 24(1) of the Act, whose objects are similar to the Objects of the Club and subject to approval by a three-fourth majority of those attending the Special General Meeting.

41. GUESTS

41.1 An Ordinary Member or Life Member may introduce to the Club during normal trading hours a maximum of five (5) guests, provided that:

- (a) guests of a Member must remain in the Member's company;
- (b) guests of a Member shall not be supplied with liquor to be consumed anywhere but on the Club premises;
- (c) a guest will not be supplied with liquor in the Club premises except on the invitation and in the company of that Member;
- (d) the Member introducing the guest will be responsible for the proper conduct of that guest whilst on the Club premises;
- (e) a Member may, at their expense, and with the approval of the Board, supply liquor to guests, without limitation as to number, at a function held by or on behalf of that Member at the Club premises; and

- (f) any person who has been refused Membership of the Club or who is under suspension or expulsion from the Club, will not be admitted as a guest of any Member.

42. JUVENILES

- 42.1 No liquor shall be sold or supplied to any person under the age of eighteen (18) years and no person under eighteen (18) years shall be admitted to any part of the Club premises to which a license under the Liquor Act applies unless entitled to do so in accordance with sections 120 and 121 of the Liquor Act.
- 42.2 No person under the age of eighteen (18) years shall be employed in or about any bar neither on the Club premises nor in the delivery of liquor on the Club premises.

43. LIQUOR CONTROL ACT

- 43.1 While the Club has a liquor licence issued under the Liquor Act ("**Liquor Licence**"), the following rules will apply:
 - (a) no liquor may be sold or supplied for consumption elsewhere than on the Club's premises unless such liquor is removed from the licensed premises by or on the instructions of the Member purchasing the liquor;
 - (b) no payment or part payment to any officer or servant of the Club (which includes, without limitation, the Chief Executive Officer or any Board Member) may be made by way of commission or allowance from or upon the receipts of the Club for liquor;
 - (c) no stranger will be permitted to use the Club premises and no Member or other person will admit any stranger to use the Club premises; and
 - (d) the maximum number of people permitted on the Club's licensed premises cannot exceed the maximum number specified in the Club's liquor licence at any one time.
- 43.2 While the Club has a Liquor Licence, any requirement or obligation of the Club under the Liquor Act (whether in existence at the date of adoption of this Constitution or otherwise) not contained in these rules is otherwise deemed to be incorporated in these rules.

Adopted at the Special General Meeting of the Club held on [insert].