

**CONSTITUTION
AND RULES**

WEST PERTH FOOTBALL CLUB INC.

14 June 2019

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1. THE CLUB

The Club shall be an Incorporated Association in accordance with the *Associations Incorporation Act 2015 (WA)* and shall be known as the West Perth Football Club Incorporated.

The teams of the Club shall colloquially be known as the Falcons.

The Registered Office of the Club shall be at Joondalup Arena, 25 Kennedy Drive, Joondalup or at such other address as shall from time to time be determined by the Club.

2. DEFINITIONS

“Act” means the *Associations Incorporation Act 2015 (WA)*.

“AGM” means the annual general meeting of the Club convened in accordance with Rule 18.

“Approved Manager” means the approved manager referred to in Rule 29.3.

“Books of the Club” has the meaning given to the term “Books” in Section 3 of the Act and includes all of the registers, financial records, financial statements or financial reports (as each of those terms is defined in Section 62 of the Act) however compiled, stored or recorded, documents and any other record or information of the Club.

“Board” means the board of Directors duly elected, re-elected or appointed from time to time in accordance with these Rules.

“Board Meeting” means a meeting of the Board as referred to in Rule 15.10.

“Board Member” means a member of the Board.

“By-laws” means the by-laws made by the Club under Rule 31.

“Chief Executive Officer” or “CEO” means the chief executive officer of the Club appointed in accordance with Rule 23.

“Chairperson” means, in relation to a Board Meeting, the person referred to in Rule 15.5 and, in relation to a General Meeting, the person referred to in Rule 20.3.

“Club” means the West Perth Football Club Incorporated.

“Club Premises” means all the land and buildings and structures thereon of which the Club is the bona fide owner or occupier.

“Commissioner” means the person for the time being designated as the Commissioner under Section 153 of the Act.

“Common Seal” means the common seal of the Club required under Rule 27.1.

“Constitution” means this Constitution and the Rules therein, each as amended from time to time.

“Director” means a person elected, re-elected or appointed as a director of the Club under this Constitution.

“Due Date” is defined in Rule 9.10.

“Finance Director” means the Director appointed to that role by the Board pursuant to Rule 24.1.

“Financial Records” has the meaning given to it in Section 62 of the Act and includes:

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers;
- (b) documents of prime entry; and
- (c) working papers and other documents needed to explain:
 - (i) the methods by which Financial Statements are prepared; and
 - (ii) adjustments to be made in preparing Financial Statements.

“Financial Report” has the meaning given to it in Sections 62 and 63 of the Act.

“Financial Statements” has the meaning given to it in Section 62 of the Act.

“Financial Year” means the financial year of the Club being the period from 1st November each year until 31st October the following year.

“General Meeting” means any general meeting of the Club to which Members are invited to attend.

“Juvenile” means a person under the age of eighteen (18) years.

“Liquor Act” means the *Liquor Control Act 1988 (WA)*.

“Member” means a person who becomes a member of the Club under this Constitution and the Rules.

“Membership” means to be a Member.

“Month” means a calendar month.

“Officer” means a member of the Board, a person, including an employee of the Club, who makes, or participates in making, decisions that affect the operations of the Club, or who has the capacity to significantly affect the Club’s financial standing.

“Ordinary Resolution” means a resolution to decide a question, matter or resolution at a General Meeting, at which there is a quorum, that is not a Special Resolution, and is supported by the votes of a simple majority of Members present, in person or by proxy, and eligible to vote at the meeting.

“Player” means players who are listed on the Club’s current Senior, Reserves and Colts playing lists.

“Poll” means voting conducted in written form which may include, but is not limited to, a secret ballot (as opposed to general agreement or a show of hands).

“President” means the Director elected as president pursuant to Rule 15.4.

“Records” for the purposes of Rule 35 shall mean the Rules, Minutes of General Meetings and the Record of Officer Holders.

“Record of Office Holders” means the Record of Office Holders to be maintained in accordance with Rule 15.32 and Rule 15.33.

“Register” shall mean the Register of Members referred to in Rule 13 but for the purposes of Rule 14, shall be restricted to the name and preferred mode of contact of each Member.

“Returning Officer” means the returning officer appointed under Rule 17.6.

“Rules” means the Rules as contained in this Constitution.

“Special Resolution” means a resolution that must be passed by a special resolution in accordance with these Rules, at a General Meeting, at which there is a quorum and be supported by the votes of not less than three-fourths of the Members present, in person or by proxy and eligible to a vote at the meeting.

“Staff” means a person who is employed by the Club.

“Support Staff” means a person who is engaged by the Club to provide support services to the Club.

“Surplus Property” has the meaning given to it in the Act, and means the property remaining when the Club is wound up or cancelled after satisfying:

- (a) the debts and liabilities of the Club; and
- (b) the costs, charges and expenses of winding up the Club or cancelling its incorporations,

but does not include the books pertaining to the management of the Club.

“Vice President” means the Director elected as vice president pursuant to Rule 15.14.

3. CLUB COLOURS

The colours of the Club shall be red and blue. The uniform of the Club shall be in the Club’s colours and the playing uniform shall be Cardinal Red with Blue Sash. Other colours and designs may only be included if appropriate for special commemorative purposes but the colours must be predominately red and blue.

4. AFFILIATION

4.1 The Club participates in the Western Australian Football League (“WAFL”) competition organised by the Western Australian Football Commission Inc. (“WAFC”). The Club is formally affiliated with the WAFC and acknowledges it as the peak governing body for football in Western Australia.

4.2 The Club has a direct legal relationship with the WAFC through the WAFL Licence Agreement which outlines the rules, conditions and funding to participate in the competition.

5. OBJECTS

The objects of the Club are to:

5.1 Foster, promote and advance the game of Australian Rules Football and to provide facilities for playing that game.

- 5.2 Provide recreational and sporting facilities for its Members, to encourage the game of Australian Rules Football in its metropolitan and country districts and to promote good fellowship amongst its Members.
- 5.3 Provide and maintain premises in Western Australia of which it may be the owner or occupier for the accommodation and benefit of all its Members and their guests.
- 5.4 Foster, promote and advance the participation in all sports by members of the community.
- 5.5 Foster, promote, encourage and advance the history, tradition and culture of the Club.
- 5.6 Utilise the participation in sport as a means of improving educational outcomes, enhancing the development of life skills and increasing employment prospects for young people within the community.
- 5.7 Do other acts, matters and things as may be incidental to or necessary for the purpose of attaining any one or more or all of the above objects.

6. POWERS

The powers conferred on the Club are the same as those conferred by Section 14 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Club may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may:

- 6.1 acquire, hold, deal with, and dispose of any real or personal property, save and except that if the value of any property to be disposed of exceeds twenty five per cent (25%) of the value of the total assets of the Club as stated in the audited Financial Report adopted at the last Annual General Meeting, then said property disposal must be confirmed by a Special Resolution of the Members;
- 6.2 to make such agreements with relevant authorities, local governments and other statutory authorities or other bodies for the purposes of leasing or other hiring of property for the purposes of the Club, or the future sustainability of the Club and to maintain the grounds, lawns and buildings for the use and accommodation of its Members;
- 6.3 open and operate bank accounts;
- 6.5 borrow money upon such terms and conditions as the Club thinks fit for the purpose of carrying on the work or activities of the Club;
- 6.6 give such security for the discharge of liabilities incurred by the Club as the Club thinks fit;
- 6.7 invest any investments authorised by the law any surplus funds of the Club not immediately required by the Club for the purpose of carrying on the work or activities of the Club;
- 6.8 appoint agents to transact any business of the Club on its behalf;
- 6.9 appoint, dismiss and fix the salary and terms and conditions of such employees as the Club may from time to time appoint and to delegate to any person so appointed any of its powers or duties;

- 6.10 enter into any other contract it considers necessary or desirable;
- 6.11 act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene the Act or the Rules;
- 6.12 appoint sub-committees comprised of such persons as the Club thinks fit, to investigate any matter in any way relating to the affairs of the Club, or to perform such duties as the Club may determine and subject to these Rules, the Club may regulate the proceedings of all such sub-committees. Members of the sub-committee may not need to be Club Members;
- 6.13 make such by-laws as may be necessary for the management of their own proceedings and of the Club, provided that no by-law shall be made which is inconsistent with these Rules;
- 6.14 make such arrangements with relevant authorities, local governments, other statutory authorities and/or other bodies, for the purpose of leasing or other hiring of suitable property for the purposes of the Club or the future sustainability of the Club, and to maintain the grounds, lawns and buildings for the use and accommodation of its Members;
- 6.12 amalgamate or affiliate with any other association having objects similar to the Club; and
- 6.13 hold a liquor licence pursuant to the Liquor Act as deemed appropriate by the Board.

7. NOT FOR PROFIT

The property and income of the Club must be applied solely towards the promotion of the objects or purposes of the Club and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any Member, except in good faith in the promotion of those objects or purposes.

8. MEMBERSHIP

- 8.1 Membership of the Club shall consist of the following classes of Members:
 - Ordinary
 - Country
 - Concessional
 - Junior
 - Honorary
 - Life Member
 - Social

Ordinary Member

- 8.2 Any person who has attained or is over the age of eighteen (18) years, having made application and having paid in advance the prescribed Membership fee as may be decided by the Board from time to time, shall become an Ordinary Member.
- 8.3 Ordinary Members shall have full rights and privileges of the Club including the right to propose or second any person to be a Director, to stand or hold office as a Director, to vote at any election or re-election of Directors, to vote at any General Meeting and to propose or second any person to be a Director.

Country Member

- 8.4 Any person over the age of eighteen (18) years whose permanent residence is not less than 100 kilometres from the Club premises, having made application and having paid in advance the prescribed Membership fee as may be decided by the Board from time to time, shall become a Country Member and shall be entitled to all the rights and privileges of an Ordinary Member.
- 8.5 Any Country Member who ceases to have the residential qualifications of a Country Member and whose subscription has been paid, may upon application in writing to the Board and after payment of the difference in subscription, shall become an Ordinary Member.
- 8.6 Any Ordinary Member who has changed his or her usual place of residence from within 100 kilometres of the Club premises to a place outside that distance and whose subscription has been paid to the date of the application may, upon application in writing to the Board, become a Country Member.

Concessional Member

- 8.7 Any person having made application and having paid in advance the prescribed Membership fee as may be decided by the Board from time to time, who is either:
- 8.7.1 a Pensioner or a Senior, who must produce a current Commonwealth Concession Card or WA Seniors Card; or
- 8.7.2 a full time student at a tertiary institution who has attained or is over the age of eighteen (18) years but under the age of twenty five (25) years, who must produce evidence to substantiate their status as a full time student,
- shall become a Concessional Member and shall be entitled to all the rights and privileges of an Ordinary Member.

Junior Member

- 8.8 Any person being under the age of eighteen (18) years having made application and having paid in advance the prescribed Membership fee as may be decided by the Board from time to time, shall become a Junior Member and shall be entitled to exercise such privileges of the Club as the Board shall from time to time determine.
- 8.9 Junior Members shall not have the right to vote at any election or re-election of Directors, nor vote at any General Meeting, nor stand or hold office as a Director, nor propose or second any person to be a Director.
- 8.10 A Junior Member upon attaining the age of eighteen (18) years shall thereafter

cease to be a Junior Member and shall be entitled to apply for and be made an Ordinary Member.

- 8.11 A Junior Member shall not be admitted to and shall not attempt to enter any part of the Club where liquor is served or consumed, other than in accordance with Rule 29.6 or the provisions of the Liquor Act.

Honorary Member

- 8.12 Any person who the Board has decided is worthy of special recognition for services to the Club on an annual basis shall become an Honorary Member. An Honorary Member will not be entitled to stand or hold office as a Director, nor vote in any election or re-election of Directors, nor propose or second any person to be a Director, nor vote at any General Meeting. They are entitled to attend any General Meeting but cannot vote. They shall not be required to pay a subscription fee or annual Membership fee other than which may be required by law. The Board may from time to time elect for such period as it shall think fit as an Honorary Member of the Club.

Life Member

- 8.13 Life Membership may be granted to any Member who has attained or is over the age of 21 years for special meritorious services rendered to the Club upon recommendation by the Board and confirmed by a Special Resolution at an AGM.
- 8.14 A Player who has played at least one hundred and fifty (150) League games for the Club may be granted Life Membership upon recommendation by the Board and confirmed by a Special Resolution at an AGM.
- 8.15 A Player who has played at least one hundred (100) games for the Club and who has been a playing member of the Club for a period of not less than 10 years may be granted Life Membership upon recommendation by the Board and confirmed by a Special Resolution at an AGM.
- 8.16 A Player who has played a combined total of at least one hundred and seventy five (175) games, being a minimum of one hundred (100) League games for the Club and the balance being games for an AFL club, may be granted Life Membership upon recommendation by the Board and confirmed by a Special Resolution at an AGM.
- 8.17 The awarding of Life Memberships for special meritorious services rendered to the Club under Rule 8.13 shall be limited to two (2) per year.
- 8.18 Life Members shall be exempt from paying any annual Membership fee and shall be entitled to all the rights and privileges of an Ordinary Member.

Social Member

- 8.19 Any member who has attained or is over the age of eighteen (18) years having made application and having paid in advance the prescribed Membership fee as may be decided by the Board from time to time, shall become a Social Member and shall be entitled to use the social facilities of the Club.
- 8.20 Social Members shall not have the right to vote at any General Meeting, nor vote in any election or re-election of Directors, nor stand for or hold any office of the Club, nor propose or second any person to be a Director.

9. APPLICATION TO BECOME A MEMBER

- 9.1 Any person who wants to become a Member must make application in such form as may be determined by the Board from time to time and shall be nominated for membership by a Member. The Board may from time to time, determine the amount of the nomination fee, if any, to be paid by each Member or each class of Members upon becoming a Member.
- 9.2 Any person desiring to become a Member shall complete an Application Form (paper based or online) that contains their name and address. The Application Form must specify the class of membership being applied for, must provide any information evidencing that the applicant meets any eligibility criteria for that class of Membership, must be signed by the applicant and, if the Board requires that a person must be nominated for Membership by a Member, must also be signed by the nominee.
- 9.3 All applications shall be posted on the Club noticeboard for a period of not less than seven (7) days before election and a period of not less than fourteen (14) days shall elapse between nomination and election.
- 9.4 At the Board Meeting following the said fourteen (14) days referred to in Rule 9.3, the Board shall elect such persons as Members. The Board shall have the right to refuse to elect any person to Membership without assigning any reason for so doing.
- 9.5 On the election to Membership, the CEO shall notify each person and they shall, upon payment of their Membership fees, become a Member.
- 9.6 The new Member shall be provided with a copy of the current Constitution of the Club which can include giving it to the Member by electronic transmission or notifying the Member of the details of a website where it may be downloaded.
- 9.7 The Board may from time to time restrict the number of persons who may be Members of any class of Membership.
- 9.8 The Club must have at least six (6) Members with full voting rights. The maximum number of Ordinary Members is unlimited unless decided otherwise by resolution of Members at a General Meeting or by resolution of the Board.
- 9.9 Any person who supports the objects or purposes of the Club is eligible to apply to become a Member. The Club must comply with all legal and regulatory obligations that apply to the Club when assessing eligibility of an applicant for Membership. A person under the age of 18 years is not to belong to a class of Membership that confers voting rights.
- 9.10 The Board may from time to time, determine the amount of the annual Membership fee, if any, to be paid by each Member or each class of Members, and the date on which the annual Membership fee is due ("Due Date"). Until resolved otherwise by the Board the Due Date is the last day of the preceding Financial Year.
- 9.11 For six (6) months after the Due Date, the Member retains all the rights and privileges of a Member for the purposes of these Rules during that time, including the right to vote.
- 9.12 If a Member pays the annual Membership fee within six (6) months after the Due Date, the Member retains all the rights and privileges of a Member for the purposes of these Rules during that time, including the right to vote.

- 9.13 Subject to Rule 9.14, if a person fails to pay the annual Membership fee within six (6) months after the Due Date, the person ceases to be a Member.
- 9.14 If a person ceases to be a Member under Rule 9.13, and subsequently pays to the Club all the Member's outstanding Membership fees, the Board may, if it thinks fit, reinstate the Member's rights and privileges from the date on which the outstanding fees are paid, including the right to vote.

10. MEMBERS' RIGHTS

- 10.1 The rights and privileges of every Member shall be personal and shall not be in any manner transferable by their own act or through any other person acting on their behalf, or by the operation of law.
- 10.2 Every Member upon paying their Membership fee shall be supplied with a Membership card or such other form that shall identify the Member as shall be determined from time to time by the Board.
- 10.3 All Members, except Junior Members, are entitled to invite guests to the Club, but the number of guests shall not exceed the maximum number as contained in the Liquor Act.
- 10.4 All Members, except Junior Members, are entitled to hold and host private or business functions on the Club premises after written application for such function has been considered and approved by the CEO. The CEO or Approved Manager will furnish the applicant with a written copy of the Club rules relating to functions after the application has been approved and any additional conditions and restrictions he or she shall see fit.
- 10.5 All Members are fully liable for any loss or damage to the Club or its property or equipment caused through failure to observe the Rules and By-laws or any directions or orders of the Board or any Officer.
- 10.6 Subject to Rule 10.5, a Member is only liable for their outstanding Membership fees payable under these Rules, if any.
- 10.7 Subject to Rule 10.5 and Rule 10.6, a Member is not liable, by reason of the person's Membership, for the liabilities of the Club or the cost of winding up the Club.

11. TERMINATION OF MEMBERSHIP

- 11.1 Membership may be terminated upon:
- 11.1.1 non-payment of Membership fees within six (6) months of the Due Date; or
 - 11.1.2 the death of a Member; or
 - 11.1.3 resignation as a Member; or
 - 11.1.4 the expulsion of a Member in accordance with Rule 12.
- 11.2 A Member who has paid all amounts payable by the member to the Club in respect of their Membership, may resign from Membership by giving written notice of their resignation to the CEO. The Member resigns at the time the CEO receives the notice or, if at a later time, at that later time. Any Member who resigns from the Club remains liable to pay to the Club, any outstanding fees which may be recovered as

a debt due to the Club by the Member.

- 11.3 For a period of one year after a person's Membership ends and that person ceases to be a Member, the CEO must keep a record of the date on which the person ceases to be a Member, and the reason why the person ceased to be a Member.

12. SUSPENSION OR EXPULSION OF MEMBERS

- 12.1 The Board, may by resolution, suspend or expel a Member from Membership if the Member refuses or neglects to comply with these Rules, or the Member's conduct is detrimental to the interests of the Club, or if the Member is deemed not to be a fit and proper person to be a Member.
- 12.2 The Board must hold a Board Meeting to decide whether to suspend or expel a Member.
- 12.3 The Board or the CEO must not less than twenty eight (28) days prior to the meeting, give written notice to the Member of the proposed suspension or expulsion and the grounds on which it is based and of the time, date and place of the Board Meeting.
- 12.4 The notice shall also advise that the Member or the Member's representative may attend the Board Meeting and address the Board at the meeting and will be given full and fair opportunity to state the member's case orally, or in writing, or both.
- 12.5 At the Board meeting, the Board must give the Member or the Member's representative a full and fair opportunity to state the Member's case.
- 12.6 The Board shall give due consideration to the oral and/or written statements of the Member or the Member's representative and determine whether or not the Member should be expelled from the Club or suspended from Membership, and if so, the period that the Member will be suspended.
- 12.7 Once the resolution has been passed to expel or suspend a Member from Membership, the Board or the CEO must inform the Member by a notice in writing of the decision of the Board within seven (7) days of the Board Meeting and that such expulsion or suspension is effective immediately.
- 12.8 A Member who is suspended or expelled under this Rule, shall, if he or she wishes to appeal against that suspension or expulsion, give notice to the Board or the CEO of his or her intention to do so within fourteen (14) days after the serving of a notice referred to in Rule 12.7.
- 12.9 When notice is given under Rule 12.8:
- 12.9.1 the Club by Special Resolution at a General Meeting, must either confirm or set aside the decision of the Board to suspend or expel the Member, after having afforded the Member or the Members' Representative a reasonable opportunity to be heard by, or to make representations in writing, to the Members at the General Meeting; and
- 12.9.2 the Member who gave that notice is not suspended or does not cease to be a Member unless and until the decision of the Board to suspend or expel him or her is confirmed under this sub-rule.
- 12.10 Any person who has been refused membership of the Club or who is under suspension or expulsion shall not be admitted to the Club premises as a guest of

any member of the Club or otherwise.

13. REGISTER OF MEMBERS

- 13.1 The CEO shall keep and maintain in an up to date condition, a Register of Members.
- 13.2 The Register shall contain:
 - 13.2.1 the full name of each Member;
 - 13.2.2 a contact postal, residential or email address of each Member and, only to the extent it is reasonably practicable to obtain and has been obtained, telephone number of each Member;
 - 13.2.3 the class of Membership held by the Member;
 - 13.2.4 the date of which the person became a Member; and
 - 13.2.5 any other information by means of which contact can be made with the Member, that is prescribed by the Act.
- 13.3 The Register must be so kept and maintained at the offices of the Club, or at such other place as shall be decided from time to time by the Board.
- 13.4 The CEO must cause the name of a person who resigns, dies or who ceases to be a Member under Rule 12 to be deleted from the Register.
- 13.5 All changes to the Register must be recorded within 28 days from receipt in writing that the change has occurred.

14. INSPECTING AND COPYING THE REGISTER OF THE CLUB

- 14.1 A Member upon making a request to the CEO, shall at such time and place as is mutually convenient to the CEO and the Member, be entitled to inspect the Register free of charge, provided always that the Board may require a Member who requests to inspect the Register to provide a statutory declaration setting out the purpose of the request and declaring that the purpose is connected with the affairs of the Club.
- 14.2 A Member who inspects the Register pursuant to Rule 14.1 may make a copy of details from the Register in accordance with Rule 14.3 to Rule 14.6 inclusive but has no right to remove the Register for that purpose.
- 14.3 A Member may make a request in writing for a copy of the Register.
- 14.4 The Board may require a Member who requests a copy of the Register to provide a statutory declaration setting out the purpose of the request and declaring that the purpose is connected with the affairs of the Club.
- 14.5 The Club may charge a reasonable fee to the Member for providing a copy of the Register, the amount to be determined by the Board from time to time.
- 14.6 A Member must not disclose the information on the Register:
 - 14.6.1 to gain access to information that a Member has deliberately denied them (that is in the case of social, family or legal differences or disputes);

14.6.2 to contact, or send, material to the Club or a Member for the purpose of advertising for political, religious, charitable or commercial purpose, unless the use of the information is approved by the Board; or

14.6.3 for any other purpose, unless the purpose:

- (i) is directly connected with the affairs of the Club; or
- (ii) relates to the provision of information to the Commissioner in accordance with a requirement of the Act.

15. BOARD OF DIRECTORS

- 15.1 The affairs of the Club shall be managed by a board of Directors (the Board) consisting of seven (7) members.
- 15.2 The Directors must be elected or re-elected to the Board by way of a ballot of Members eligible to vote and shall hold office from the AGM at which they are elected or re-elected.
- 15.3 Subject to Rule 17.2 and Rule 17.7.21, the Directors shall be elected or re-elected for a term of two (2) years and shall be eligible for re-election.
- 15.4 The President and Vice President, each being a Director, shall be elected by the Board annually at the first meeting of the Board held after the AGM.
- 15.5 The President shall be the Chairperson of the Board and in his or her absence at a Board Meeting, the chair shall be taken by the Vice President, or in both their absence, by another Board Member appointed at the meeting.
- 15.6 The Board may appoint a maximum of two (2) additional Directors for any purpose that the Board may determine from time to time and such co-opted Directors shall hold office until the following AGM.
- 15.7 Co-opted Directors shall not be entitled to vote at a Board Meeting.
- 15.8 The Chair of the West Perth District Football Development Council may be offered an ex-officio position on the Board and may attend Board meetings, but shall not have voting rights on the Board.
- 15.9 Players, Support Staff and Staff of the Club shall not be eligible to be Directors.
- 15.10 The Board shall meet at least six (6) times in each calendar year for the transaction of Club business and a schedule of such meetings shall be determined at the first Board Meeting following the AGM.
- 15.11 Notice and an Agenda of every Board Meeting shall be forwarded by the CEO to each Board Member at least forty eight (48) hours prior to such meeting.
- 15.12 Four (4) Board Members entitled to vote at the Board Meeting shall form a quorum for a Board Meeting.
- 15.13 All business transacted by the Board shall be resolved by a majority of votes and upon a resolution being declared carried by the Chairperson, such resolution shall become binding upon the Board and all Members.

- 15.14 Each Board Member shall have a deliberative vote, but if there is an equality of votes, the President is entitled to exercise a second or casting vote.
- 15.15 A resolution in writing and signed by a majority of Board Members shall be as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted.
- 15.16 Any such resolution shall be posted or faxed or electronically transmitted to all Board Members and may consist of several documents in like form, each signed by one or more Board Members. For the purpose of this Rule, a document produced by mechanical or electronic means and bearing the signature of a Board Member and printed by mechanical or electronic means shall be deemed to be a document signed by that Board Member.
- 15.17 Unless the Board shall by resolution determine otherwise, the procedure at all meetings of the Board shall be governed by the rules ordinarily observed in the conduct of meetings in committee.
- 15.18 A Board Member must exercise his or her powers and discharge his or her duties with a degree of care and diligence that a reasonable person would exercise in the circumstances and must do so in good faith in the best interests of the Club.
- 15.19 No Board Member shall make any public statement or comment or cause to be published any words or article concerning the conduct of the Board or the Club, unless the person is authorised by the Board to do so and such authority is recorded in the minutes of a Board Meeting.
- 15.20 A Board Member having any direct or indirect material, personal or pecuniary interest in a matter being considered by, or in the contemplation of the Board, must, as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Board (and must disclose the nature and extent of the interest at the next General Meeting) and must not be present while the matter is being considered by the Board or vote on the matter, to the extent required by law.
- 15.21 The CEO must cause every disclosure made under Rule 15.20 by a Board Member to be recorded in the minutes of the Board Meeting at which it is made.
- 15.22 All acts done by any meeting of the Board, or by any person acting as a Board Member shall, notwithstanding that it is later discovered that there was some defect in the appointment of any such person acting, be valid as if that person had been duly appointed.
- 15.23 All Board Members and other Officers (with the exception of the CEO and the Auditor) shall be honorary, provided that this provision shall not prevent any Board Member or other Officer from being paid out of pocket expenses for travel and accommodation properly incurred in attending a Board Meeting or General Meeting or otherwise in connection with the Club's business.
- 15.24 Payment of any honorarium or other remuneration to a Board Member or Officer (with the exception of the CEO and the Auditor) out of Club funds as the Board shall think appropriate must be approved by a resolution of the Members at a General Meeting.
- 15.25 The Board shall be liable for the acts of any Board Member or other Officer or for any loss or expenses happening to the Club, unless same happens through his or her own wilful act, neglect or default.

- 15.26 Every Board Member or other Officer (with the exception of the Auditor) shall be indemnified by way of an insurance policy or out of the funds of the Club against any losses, damages, costs or expenses incurred by him or her in or about the discharge of his or her duties, except such as are incurred by his or her own wilful act, neglect or default.
- 15.27 In the event that any Board Member:
- 15.27.1 resigns, by giving notice in writing to the CEO or the Board;
 - 15.27.2 is absent from three (3) consecutive Board Meetings without a good reason or without leave of absence being granted by the Board and the Board resolves that his or her office as Board Member be vacated for any of those reasons;
 - 15.27.3 dies;
 - 15.27.4 is permanently incapacitated by physical or mental ill-health;
 - 15.27.5 becomes insolvent or bankrupt;
 - 15.27.6 becomes disqualified from holding a position under Rule 15.30 or 15.31;
 - 15.27.7 ceases to be a Member; or
 - 15.27.8 is the subject of a Special Resolution passed by a General Meeting terminating his or her appointment as a Director,
- their office shall thereupon be immediately declared vacant and the CEO shall notify them in writing of having ceased to hold office.
- 15.28 Any vacancy on the Board that occurs in accordance with Rule 15.27 or Rule 17.7.6 may be filled by a person appointed by the Board and such person so appointed (if any) shall hold office until the following AGM.
- 15.29 In the event of all Board Members desiring to resign or, in the event that the number of Board Members from any cause whatsoever, falls to three (3) or less, a new Board of Directors shall be elected in the manner provided for in these Rules.
- 15.30 No person shall be entitled to hold a position on the Board, if the person has been convicted of, or imprisoned in the previous five years, for:
- 15.30.1 an indictable offence in relation to the promotion, formation or management of a body corporate;
 - 15.30.2 an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three (3) months; or
 - 15.30.3 an offence under Part 4 Division 3 or section 127 of the Act,
- unless the person has obtained the consent of the Commissioner.
- 15.31 No person shall be entitled to hold a position on the Board if the person is, according to section 13D of the *Interpretation Act 1984* (WA), a bankrupt or a person whose affairs are under insolvency laws, unless the person has obtained the permission of the Commissioner.

- 15.32 The CEO must maintain the Record of Office Holders which must show: -
- 15.32.1 the full name of each Officer including but not limited to, all Directors, the Trustees and persons who are authorised to use the Common Seal in accordance with Rule 27;
 - 15.32.2 the office held and the dates of appointment and (if applicable) cessation of the appointment; and
 - 15.32.3 a current contact postal, residential or email address of each person referred to in Rule 15.32.1.
- 15.33 The Record of Office Holders must be kept and maintained at the Club's place of business.
- 15.34 Any Member is able to inspect the Record of Office Holders free of charge at such time and place as is mutually convenient to the Club and the Member.
- 15.35 The Member may make a copy of or take an extract from the Record of Office Holders but has no right to remove the record for that purpose.

16. POWERS AND DUTIES OF THE BOARD OF DIRECTORS

- 16.1 The affairs of the Club shall be managed and controlled exclusively by the Board, which in addition to any objects, powers and authorities conferred by these Rules, may exercise all such powers and do all such things as are within the objects of the Club and which shall not by any Act of Parliament or by these Rules be required to be done by the Club in a General Meeting.
- 16.2 For the attainment of the objects of the Club, the Board shall have the following powers and duties:
- 16.2.1 Subject to the other Rules contained in this Constitution, to confirm and approve the design and uniform of the Club.
 - 16.2.2 The Board shall have the power to appoint and dismiss:
 - (i) the Chief Executive Officer;
 - (ii) coaches;
 - (iii) captains and vice-captains;
 - (iv) delegates and proxy-delegates to represent the Club at the Western Australian Football Commission;
 - (v) a Club Patron and Vice Patron or Vice Patrons;
 - (vi) Trustees;
 - (vii) sub-committees for the conduct and direction of the various activities of the Club as the Board shall from time to time determine;
 - 16.2.3 The Board may at any time at its discretion, remove or discontinue any of the appointments made under Rule 16.2.2.

- 16.3 The Board may delegate, in writing, to any officers, employees or sub-committees as the Board thinks fit, the exercise of such functions of the Board as are specified in the delegation, other than the power of delegation and any function which is a duty imposed upon the Board by the Act or any other law.
- 16.4 Any delegation of functions under Rule 16.3 may be subject to such terms, conditions and limitations as to the exercise of such functions as specified in the written delegation, and the Board may continue to exercise any function so delegated.
- 16.5 The Board may at any time and at its discretion in writing, revoke wholly or in part any delegation referred to in Rule 16.3.
- 16.6 The Board shall be required to:
- 16.6.1 ensure compliance with these Rules;
 - 16.6.2 safeguard and satisfy the needs of the Members;
 - 16.6.3 manage the Club;
 - 16.6.4 raise funds and authorise expenditure by the Club;
 - 16.6.5 formulate major proposals, industry plans and objectives for acceptance by its Members;
 - 16.6.6 consider and resolve whether to suspend or expel any Member from Membership; and
 - 16.6.7 carry out all other duties required and authorised by these Rules.
- 16.7 The interpretation of these Rules, or of any question arising out of or not provided for in these Rules, shall be at the discretion of the Board, whose decision shall be final and binding on all Members.
- 16.8 All acts performed by the Board or by a person acting as a Director or any sub-committee is deemed to be valid even if the act was performed when there was a defect in the appointment of a Director, Officer or sub-committee.

17. ELECTION OF THE BOARD OF DIRECTORS

The following provisions shall apply to the election of the Board, namely

- 17.1 Subject to Rule 17.2 and Rule 17.7.21, three (3) Directors shall retire every alternate year after holding office for two (2) years and shall be eligible for re-election.
- 17.2 At the AGM in 2019, being the first AGM after the adoption of this Constitution by Members, all the Board Members must retire and elections will be held for the position of all seven Directors. The three (3) nominees who receive the most votes will be elected or re-elected for and each serve the full two-year term, and the remaining successful nominees will be elected or re-elected for and each serve a one-year term.
- 17.3 No person shall be eligible to serve more than five (5) consecutive terms as President or as a Director.
- 17.4 A person employed by the Club as the Chief Executive Officer on a full time

permanent basis cannot be appointed to the Board until three (3) years have passed after leaving that role.

- 17.5 Each term of office a Director shall commence at the conclusion of the AGM or such other General Meeting called for election purposes.
- 17.6 The Board shall appoint a returning officer ("Returning Officer") to conduct the election, who may appoint such persons to assist him or her as he or she thinks fit.
- 17.7 The election or re-election of the Directors shall be held in the following manner:
 - 17.7.1 The CEO shall, not less than Thirty Five (35) days prior to the holding of the AGM or such meeting called for election purposes, by notice sent either by post and/or by giving it to the Member by electronic transmission and/or notifying the Member of the details of a website where it may be downloaded, call for nominations for the election of the Directors and specify the particulars of the election, the Directors retiring and the vacancies to be filled and the closing date for nominations for such election.
 - 17.7.2 Each candidate for election or re-election as a Director must be proposed and seconded by two (2) Members eligible to vote in such election.
 - 17.7.3 Such nomination shall be in writing and shall be signed by the proposer and seconder and shall also be signed by the candidate as evidence of their consent to such nomination.
 - 17.7.4 Nominations shall be delivered to the nominated Club office by hardcopy or by electronic means or as specified in the notice referred to in Rule 17.7.1 not less than twenty one (21) days prior to the AGM or such other General Meeting called for election purposes.
 - 17.7.5 Where no more than the required number of candidates are nominated for election as a Director, those candidates nominated shall be declared elected or re-elected at the AGM or such other General Meeting called for election purposes.
 - 17.7.6 If insufficient nominations are received for the required number of vacancies on the Board, then those candidates who have nominated shall be declared elected or re-elected and any unfilled vacancies shall be filled by persons appointed by the Board in accordance with Rule 15.28.
 - 17.7.7 Where there are more nominations for election as a Director than there are vacancies to be filled, an election by ballot shall be conducted.
 - 17.7.8 The election by ballot shall be conducted either by post and/or electronically, as shall be determined by the Board.
 - 17.7.9 The Board will determine the procedure and process for any and all voting conducted electronically and shall notify all Members eligible to vote of that procedure and process.
 - 17.7.10 All voting conducted electronically shall be by a computer-based on-line ballot.
 - 17.7.11 The Board may appoint an independent contractor to manage the on-line voting process, but before the voting begins, the Returning Officer must certify to the Board that, in the opinion of the Returning Officer, the on-line

process has been designed so as to provide reasonable protection against fraud.

- 17.7.12 The CEO shall within seven (7) days of the closing of nominations, post and/or send by electronic transmission, as the Board shall determine, to all Members eligible to vote to their nominated postal and/or electronic address shown in the Register:
- (i) The relevant ballot papers together with appropriate instructions for voting.
 - (ii) A candidate profile sheet that has been submitted by each candidate in such format as determined by the Board from time to time.
 - (iii) The ballot paper and candidate profile sheet shall list candidates in order as decided by a draw conducted by the Returning Officer.
 - (iv) The postal ballot papers shall contain an envelope marked "Ballot Paper Only" together with a prepaid envelope addressed to the Returning Officer, West Perth Football Club at the usual postal address and a counterfoil slip for the provision of the signature, name and address of the Member.
 - (v) The prepaid envelope containing the "Ballot Paper Only" envelope shall be posted or delivered to the CEO or placed in the Ballot Box at the Club premises.
 - (vi) The Returning Officer shall verify the validity of votes by cross-referencing of the Members' details on the prepaid envelope or counterfoil slip with the current Register.
- 17.7.13 All Members, except Honorary, Junior and Social Members, are eligible to vote for the election of the Directors.
- 17.7.14 Each Member, being a person eligible to vote, shall only be entitled to one (1) vote.
- 17.7.15 Each Member eligible to vote shall vote by placing a cross (X) in the boxes alongside the names of the candidates for whom the Member wishes to vote without exceeding the full number of candidates required to be elected.
- 17.7.16 Only a Member whose Membership fees are paid or not overdue six (6) months beyond the Due Date shall be eligible for election to the Board or be permitted to propose or second any candidate or vote at any election.
- 17.7.17 Each candidate may if he or she so desires appoint a scrutineer to represent him or her at the counting of postal and/or electronic votes.
- 17.7.18 Voting shall close at 5.00 pm on the day prior to the AGM or such other General Meeting called for election purposes.
- 17.7.19 The Returning Officer shall after the closing of the ballot open the ballot box in the presence of the CEO and such candidates and/or scrutineers as are in attendance and count the votes received for each candidate.

- 17.7.20 The counting of votes lodged via the on-line voting system may be conducted by the independent contractor appointed by the Board under the oversight of the Returning Officer and candidates and/or scrutineers.
- 17.7.21 Where more than three (3) vacancies occur in any year, the three (3) candidates receiving the highest number of votes shall be elected or re-elected for a two (2) year term and the other candidates as required shall be elected or re-elected for a one (1) year term.
- 17.7.22 Where two or more candidates receive an equal number of votes and the vacancy or vacancies that remain are less in number than the said candidates, then a secret ballot shall be taken of Members entitled to vote at the AGM or such other General Meeting called for election purposes, to determine which of the said candidates shall be elected or re-elected to fill the remaining vacancy or vacancies.
- 17.7.23 The Returning Officer shall declare the results of the election to the CEO in writing and such declaration shall be final and conclusive.
- 17.7.24 The results of the election shall be announced by the Chairperson at the AGM or at such other General Meeting called for election purposes.
- 17.8 The validity of the election is not affected by any defect in the appointment of any person for the purpose of holding the election.
- 17.9 The accidental omission to send ballot papers to any Member, or the non-receipt of same, by post or electronic medium by any Member, shall not invalidate the election.
- 17.10 The Returning Officer shall have control of the election and his or her decision shall be final in all matters relating to the conduct of the election.

18. ANNUAL GENERAL MEETING

- 18.1 The Annual General Meeting of Members shall be held not later than six (6) months after the end of the Financial Year or within a longer period as the Commissioner may allow.
- 18.2 If the Club requires approval from the Commissioner to hold the AGM within a longer period than under Rule 18.1 then the CEO must apply to the Commissioner no later than four (4) months after the end of the Financial Year.
- 18.3 The CEO must give all Members (except Junior Members) not less than twenty one (21) days notice prior to the date of the AGM, by notice sent either by post and/or by giving it to the Members by electronic transmission and/or notifying the Members of the details of a website where it may be downloaded, as the Board determines, advise of the day, time and place that the AGM will be held and the business to be transacted at the meeting.
- 18.4 The following business shall be conducted at the AGM:
- 18.4.1 To confirm the minutes of the previous AGM and any General Meeting that has been held since the previous AGM.
- 18.4.2 To receive the Annual Report and the Report of the Board on the general business undertaken by the Club during the preceding year and the current general state of the Club.

- 18.4.3 To receive the Financial Report of the Club and Auditor's Report for the preceding Financial Year.
- 18.4.4 To declare the result for the election or re-election of the Directors.
- 18.4.5 To elect or re-elect such Directors, if any, as may be required pursuant to Rule 17.7.21.
- 18.4.6 To appoint or remove an Auditor or Auditors if required.
- 18.4.7 To confirm by Special Resolution, Life Memberships as proposed by the Board and award Life Memberships.
- 18.4.8 To deal with such business as shall be brought forward of which due notice has been given. Such business shall be given to the CEO in writing at least thirty (30) days prior to the date of the AGM.
- 18.4.9 To transact any general business of which prior notice is not required by these Rules.

19. GENERAL MEETINGS

- 19.1 A General Meeting may be called at any time by the Board.
- 19.2 The Board, upon receiving a request in writing from not less than five percent (5%) of the Members entitled to vote to convene a General Meeting, or after receiving notice under Rule 12.8 or Rule 30.7, must within twenty eight (28) days convene a General Meeting.
- 19.3 The Members' request must state the purpose of the meeting including the wording of any proposed resolution and be signed by the required number of Members making the request as specified in Rule 19.2.
- 19.4 If a General Meeting is not convened within the relevant twenty eight (28) days referred to under Rule 19.2:
 - 19.4.1 the Members referred to in Rule 19.2 who made the request may themselves convene a General Meeting as if they were the Board; or
 - 19.4.2 in Rule 12.8 or Rule 30.7 the Member who gave notice may him or herself convene a General Meeting as if he or she were the Board.
- 19.5 When a General Meeting is convened under Rule 194, the Club must pay all reasonable expenses in convening and holding the General Meeting.
- 19.6 The CEO must give all Members (except Junior Members) not less than twenty one (21) days' notice of a General Meeting sent either by post and/or by giving it to the Members by electronic transmission and/or notifying the Members of the details of a website where it may be downloaded, as the Board determines, and that notice must specify the day, time and place for the meeting and the particulars of the business to be transacted.
- 19.7 All resolutions, questions and matters submitted in accordance with these rules to a General Meeting, except as otherwise provided in these rules where a Special Resolution is required, shall:

- 19.7.1 be determined by an Ordinary Resolution of those Members present, in person or by proxy and eligible to vote, by a show of hands unless a poll is demanded by at least ten (10) Members present and eligible to vote; and
- 19.7.2 in the event of a tied vote for an Ordinary Resolution, the Chairperson shall be entitled to exercise a second or casting vote; and
- 19.7.3 in the event of a tied vote for a Special Resolution, the Chairperson shall not be entitled to exercise a second and casting vote and such resolution, question or matter shall lapse.

20. PROCEEDINGS AT GENERAL MEETINGS

The following shall apply to General Meetings:

- 20.1 A quorum shall be constituted by thirty-five (35) Members, present in person, or by proxy and eligible to vote, at the time the meeting proceeds to business.
- 20.2 If a quorum is not present within thirty (30) minutes of the time appointed for the commencement of the meeting:
 - 20.2.1 where the meeting was convened upon the requisition of Members, in accordance with Rule 19.2 the meeting shall be dissolved; and
 - 20.2.2 in any other case:
 - (i) the meeting shall stand adjourned to such other time and place as the Chairperson shall determine, or, if no determination is made, the same time, day and place in the following week; and
 - (ii) if at the adjourned meeting a quorum is not present within thirty (30) minutes of the time appointed for the commencement of the meeting, then the Members present shall constitute a quorum.
- 20.3 The Chairperson of the Meeting shall be the President, and in his or her absence, the chair shall be taken by the Vice President, or in both their absence, by another Board Member or Member appointed at the meeting.
- 20.4 Voting on any resolution, question or matter at General Meetings, except as otherwise provided in these Rules, shall be determined by a show of hands, unless a poll is demanded by at least ten (10) Members present and eligible to vote.
- 20.5 At all General Meetings, all Members whose Membership fees are paid or are not overdue for more than six (6) months beyond the Due Date, except Associate, Social and Junior Members, are eligible to vote.
- 20.6 The accidental omission to send a Notice of Meeting to any Member, or the non-receipt of same, by post or electronic medium by any Member, shall not invalidate the meeting.

21. PROXIES

- 21.1 Each Member is entitled to appoint in writing, a natural person who is also a Member, to be the Member's proxy and to attend and vote on the Member's behalf at any General Meeting.
- 21.2 Written notice of the proxy must be on the form prescribed by the Club from time to

time and must be given to the CEO or Chairperson before the commencement of the meeting to which the proxy is appointed.

21.3 No Member may hold more than six (6) proxies.

22. MINUTES OF MEETINGS

22.1 The CEO or a person authorised by the board from time to time, must keep minutes of the resolutions and proceedings of all Board Meetings and General Meetings, together with a record of the names of those persons present at each meeting.

22.2 The minutes are to be taken and then within thirty (30) days after the holding of each meeting, be entered into a Minute Book or file kept for that purpose, that may be electronic.

22.3 The CEO must ensure that the minutes of a Board Meeting or General Meeting as referred to in Rule 22.1 are reviewed and confirmed in the following minutes as a true and correct record of such meeting by:

22.3.1 the Chairperson of the Board Meeting or General Meeting to which those minutes relate; or

22.3.2 the Chairperson of the next succeeding Board Meeting or General Meeting.

22.4 When the minutes have been entered and confirmed as a true and correct record in accordance with Rule 22.3, they are, until the contrary is proved, evidence that:

22.4.1 the Board Meeting or General Meeting to which they relate was duly convened and held; and

22.4.2 that all proceedings recorded as having taken place at the Board Meeting or General Meeting did in fact take place at such meeting; and

22.4.3 all appointments, elections or re-elections purporting to have been made at such meeting have been validly made.

23. CHIEF EXECUTIVE OFFICER

23.1 The Chief Executive Officer ("CEO") shall be appointed by the Board.

23.2 The Board shall be empowered to enter into a contract with the CEO containing the terms, conditions and remuneration of his or her employment.

23.3 The CEO shall carry out such duties as the Board may from time to time direct or as may be contained in a Duty Statement and/or Contract of Employment provided by the Board from time to time which will include that the CEO will:

23.3.1 be responsible for the general management of the Club and supervision of the staff;

23.3.2 co-ordinate the correspondence of the Club;

23.3.3 keep full and correct minutes of all resolutions and proceedings of Board Meetings and General Meetings in accordance with Rule 22;

23.3.4 maintain any records required to comply with any act or statute enacted from time to time, which may affect the Club;

- 23.3.5 keep and maintain the Register of Members, as referred to and in accordance with Rule 13;
 - 23.3.6 keep and maintain in an up to date condition the Record of Office Holders names and postal, residential and electronic addresses of the persons who hold the offices of the Club provided for by these Rules, including but not limited to, all persons who constitute the Board of Directors, the Trustees and persons who are authorised to use the Common Seal in accordance with Rule 27;
 - 23.3.7 keep and maintain in an up to date condition the Constitution, Rules and By-laws;
 - 23.3.8 comply with the requirements of the Liquor Act and to maintain and renew the Club's Liquor Licence;
 - 23.3.9 prepare an Annual Report for the Club; and
 - 23.3.10 perform such other duties as may be imposed by the Board from time to time or by these Rules on the CEO.
- 23.4 The CEO shall not have a vote at proceedings of the Board or any General Meeting.
- 23.5 Should the CEO be absent from his position for an extended period of time due to leave or sickness, the Board may appoint an acting CEO to perform his or her duties.

24. FINANCE DIRECTOR

- 24.1 The Finance Director shall be a member of the Board and shall be appointed by the Board annually.
- 24.2 The Finance Director shall oversee the conduct of the Club's finances and shall:
- 24.2.1 keep such accounting records as correctly record and explain the financial transactions and financial position of the Club;
 - 24.2.2 keep its accounting records in such manner as will enable true and fair accounts of the Club to be prepared from time to time;
 - 24.2.3 keep its accounting records in such manner as will enable the true and fair accounts of the Club to be conveniently and properly audited;
 - 24.2.4 submit to each ordinary meeting of the Board a progressive statement of receipts and expenditure together with a statement of liabilities and a balance sheet; and
 - 24.2.5 submit to Members at each AGM the audited accounts of the Club showing the financial position of the Club at the end of the immediately preceding Financial Year.

25. AUDITOR

- 25.1 The Financial Report shall be audited annually at the conclusion of the Financial Year.

- 25.2 Except as provided in Rule 25.5, an auditor may only be appointed by resolution of the Members at a General Meeting.
- 25.3 An auditor must not be appointed if the person is not qualified for appointment.
- 25.4 A person is qualified for appointment as the auditor if the person is:
- 25.4.1 a member of a professional accounting body who has a designation in respect of that Membership that is prescribed by the regulations for the purposes of section 88(2)(a) of the Act; or
 - 25.4.2 a registered company auditor under the Corporations Act; or
 - 25.4.3 a person the Commissioner considers has appropriate qualifications or experience and approves for the purpose of this Rule.
- 25.5 The Board may appoint an auditor if:
- 25.4.1 under Part 5 of the Act, the Club is required to ensure that the Financial Statements for a year are audited; and
 - 25.4.2 no appointment is of effect under Rule 25.2 for the Club,
- and the auditor only holds office until the auditor's report has been presented for consideration at the next AGM after that appointment.
- 25.6 The Auditor appointed at a General Meeting holds office until the auditor:
- 25.6.1 dies; or
 - 25.6.2 becomes insolvent under administration as that term is defined in the Corporations Act; or
 - 25.6.3 ceases to be qualified for such appointment; or
 - 25.6.4 resigns from office as provided for under Rule 25.7; or
 - 25.6.5 is removed from office under Rule 25.9.
- 25.7 An Auditor may, by giving notice in writing, resign as Auditor.
- 25.8 The Club must, within fourteen (14) days after being notice of resignation by the auditor, lodge with the Commissioner notice of the resignation on the approved form.
- 25.9 An Auditor may only be removed from office by resolution at a General Meeting.
- 25.10 Written notice of an intention to move a resolution referred to in Rule 25.9 must be given to every Member at least two (2) months before the General Meeting is to be held.
- 25.11 The written notice must state in full the proposed resolution.
- 25.12 As soon as possible after being given the notice of the resolution, the Board must:
- 25.12.1 give a copy of the notice to the Auditor; and
 - 25.12.2 lodge a copy of the notice with the Commissioner.

- 25.13 The auditor who receives a notice from the Club under Rule 25.12.1 may within thirty (30) days after receiving the notice, make a written representation, not exceeding a reasonable length, to the Board.
- 25.14 Under Rule 25.9, a resolution proposing the Auditor's removal is of no effect unless:
- 25.14.1 the Board gives a copy of the representation to all Members at least seven (7) days before the meeting at which the resolution is to be considered; and
 - 25.14.2 the Auditor is allowed to attend the meeting and address the Members present before the vote on the resolution.
- 25.15 A document required to be given to a Member under this Rule 25, may be given in accordance with Rule 32.
- 25.15.1 personally; or
 - 25.15.2 by post; or
 - 25.15.3 by any other means authorised under these Rules.
- 25.16 All costs associated with giving a document to the Members are to be borne by the Club.
- 25.17 The Auditor shall be entitled to receive such remuneration as the Board may from time to time determine.
- 25.18 The Auditor shall not be a Director and need not necessarily be a Member.

26. TRUSTEES

- 26.1 The Trustees of the Club shall be the President, Vice President, CEO and one other elected Director.
- 26.2 The Board shall have the power to appoint or remove any of the Trustees and to fill any vacancy occurring by death, resignation or removal.

27. COMMON SEAL

- 27.1 The Club must have a Common Seal on which its corporate name appears in legible characters.
- 27.2 The Common Seal must not be used without the express authority of the Board and every use of the Common Seal must be recorded in the Minute Book referred to in Rule 22.
- 27.3 The affixing of the Common Seal must be witnessed by any two (2) of the Trustees of the Club.
- 27.4 The Common Seal of the Club must be kept in the custody of the CEO or such other person as the Board shall from time to time shall decide.

28. MERIT AWARDS

- 28.1 The Board may select in each year such person or persons as the Board thinks fit to

receive a Merit Award.

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

29. LIQUOR LICENCE

29.1 The Club shall apply for and hold such Liquor Licence for the supply and sale of liquor as the Board shall from time to time determine in accordance with the Liquor Act.

29.2 The Board from time to time shall determine which part or all of the Club premises that shall be the subject of the Liquor Licence.

29.3 The Club shall appoint and maintain a licensed Approved Manager for the purposes of observing the requirements of the Liquor Act.

29.4 Liquor shall only be sold or supplied on the Club premises in accordance with the Liquor Act.

29.5 No liquor shall be sold or supplied to any Juvenile.

29.6 Unaccompanied Juveniles are permitted to enter and remain on the Club licensed premises for the purposes of viewing or participating in sport or Members attending Club activities.

29.7 No liquor shall be sold or supplied for consumption elsewhere than on the Club premises unless such liquor is removed from the Club premises by or on the instructions of the Member purchasing the liquor.

29.8 The Club shall only be open for the sale of liquor during such hours as permitted under the Liquor Act and as the Board shall from time to time determine.

29.9 No liquor shall be sold or disposed of on Christmas day, Good Friday or before noon on ANZAC Day except as permitted under the provisions of the Liquor Act.

29.10 No payment or part payment of any Manager, or other official or servant of the Club shall be made by way of commission or allowance from or upon the receipts of the Club for liquor supplied.

29.11 No gambling or betting shall be allowed on the Club premises unless approved by the relevant government authority.

29.12 Pursuant to Section 48(4)(e) of the Liquor Act, the Club shall keep an up to date register of all Members in respect to each class of Membership and said register must be continually available for inspection at the Club premises.

30. RESOLVING DISPUTES

30.1 This Rule applies to:

30.1.1 Disputes between Members; and

30.1.2 Disputes between the Club and one or more Members that arise under the Rules or relate to the Rules.

30.2 The parties to a dispute must attempt to resolve the dispute between themselves

within fourteen (14) days of the dispute coming to the attention of each party.

- 30.3 If the parties are unable to resolve the dispute, any party to the dispute may initiate a procedure under this Rule by giving written notice to the CEO of the parties to, and the details of the dispute.
- 30.4 The CEO must convene a Board meeting within twenty eight (28) days after the CEO receives notice of the dispute under Rule 30.3, for the Board to determine the dispute.
- 30.5 At the Board Meeting to determine the dispute, all parties to the dispute must be given a full and fair opportunity to state their respective cases orally, in writing, or both.
- 30.6 The CEO must inform the parties to the dispute in writing of the Board's decision within seven (7) days after the Board Meeting.
- 30.7 If any party to the dispute is dissatisfied with the decision of the Board, they may appeal against that decision by giving notice to the Board or the CEO of his or her intention to do so within the period of fourteen (14) days after the serving of a notice referred to in Rule 30.6.
- 30.8 When notice is given under Rule 30.7, the Club by Special Resolution in a General Meeting, must either confirm or set aside the decision of the Board.

31. BY-LAWS OF THE CLUB

- 31.1 The Board may make, amend and repeal By-laws for the management of the Club, provided that the By-laws are not inconsistent with the Rules or the Act.
- 31.2 The By-laws made under Rule 31.1 do not form any part of the Rules.
- 31.3 The By-laws made under Rule 31.1 may make provision for:
 - 31.3.1 adding, amending or repealing classes of membership and the rights, privileges and obligations that apply to each class of membership;
 - 31.3.2 the rights, privileges and obligations that apply to any Sponsors of the Club;
 - 31.3.3 the rights, privileges and obligations that apply to the appointment of the Patron and Vice Patrons of the Club;
 - 31.3.4 requirements for financial reporting, financial accountability or audit of accounts in addition to those prescribed by the Rules or the Act;
 - 31.3.5 the signatories to the bank accounts of the Club; and
 - 31.3.6 any other By-laws that the Board may from time to time deem appropriate.

32. NOTICES

- 32.1 Subject to Rule 32.3, a notice or other communication connected with these Rules has no legal effect unless it is in writing and given as follows:
 - 32.1.1 delivered by hand to the nominated address of the addressee; or
 - 32.1.2 sent by post to the nominated address of the addressee; or

- 32.1.3 sent by e-mail or any other method of electronic communication (including facsimile) to the nominated electronic address of the addressee.
- 32.2 Subject to Rule 32.3, any notice given to a Member under these Rules, must be sent to the Member's preferred address as set out in the Register referred to in Rule 2.25.
- 32.3 For all General Meetings and any notice required to be given under Rule 25 the Club must give notice of the General Meeting to Members by the CEO, at least 28 days before the date fixed for such meeting, by notice sent either by post and/or by giving it to the Member by electronic transmission and/or notifying the Member of the details of a website where it may be downloaded, as the Board determines, which notice will contain the date, time and place at which such General Meeting is to be held.

33. AMENDMENTS TO THE CONSTITUTION AND RULES

- 33.1 The Constitution and Rules shall not be added to, amended or repealed except at an AGM or a General Meeting called for such purpose, at which due notice has been given.
- 33.2 Any amendments to the Constitution and Rules must be decided by a Special Resolution present, in person or by proxy and eligible to vote at such Meeting and shall be determined by a show of hands unless a poll is demanded by at least ten (10) Members present and eligible to vote.
- 33.3 The CEO shall within one (1) month or such other time as shall be determined by the Act, of the passing of a Special Resolution to amend the Constitution or Rules, lodge with the Commissioner, notice of the Special Resolution setting out the particulars of the amendments together with certification of the Special Resolution being duly passed as a Special Resolution and that the Constitution or Rules so amended conform to the requirements of the Act.
- 33.4 The CEO shall as soon as practicable after the passing of a Special Resolution to amend the Constitution or Rules, lodge with the Director of Liquor Licensing or such other person as determined by the provisions of the Liquor Act, notice and certification of the Special Resolution, setting out the particulars of the amendments to the Constitution or Rules and no effect will be given to the change without the prior approval of the Director.
- 33.5 The Constitution and Rules shall be reviewed every five (5) years or such other period less than five (5) years as the Board may from time to time determine.

34. CANCELLATION AND DISTRIBUTION OF SURPLUS PROPERTY

- 34.1 The Club may cease its activities and have its incorporation cancelled in accordance with the Act if the Members resolve by Special Resolution that the Club will:
 - 34.1.1 apply to the Commissioner for cancellation of its incorporation; or
 - 34.1.2 appoint a liquidator to wind up its affairs.
- 34.2 The Club must be wound up under Rule 34.1.1 and Part 9 of the Act before cancellation can take place if it has outstanding debts or any other outstanding legal obligations or is party to any current legal proceedings.

- 34.3 Upon cancellation of the Club, the surplus property must only be distributed to one or more of the following:
- 34.3.1 an incorporated association under the Act;
 - 34.3.2 a body corporate that at the time of the distribution is the holder of a licence under the charitable collections legislation in Western Australia;
 - 34.3.3 a company limited by guarantee that is registered as mentioned in section 45B of the *Corporations Act 2001 (Cwth)*;
 - 34.3.4 a body corporate that:
 - (i) is a Member or former Member of the Club; and
 - (ii) at the time the Surplus Property is distributed, has rules that prevent the property being distributed to its members;
 - 34.3.5 a trustee for a body corporate referred to in Rule 34.3.4;
 - 34.3.6 a company holding a licence that continues in force under the *Corporations Act 2001 (Cwth)* section 151; or
 - 34.3.7 a co-operative registered under the *Co-operatives Act 2009 (WA)* that, at the time of the distribution, is a non-distributing co-operative as defined in that Act.

35. THE CLUB'S BOOKS AND RECORDS

- 35.1 Except as otherwise decided by the Board from time to time, the CEO must keep in his/her custody, or under his/her control, all the Books of the Club with the exception of the Financial Records which, except as otherwise directed by the Board from time to time, are to be kept under the custody or control of the Finance Director.
- 35.2 The Books of the Club must be retained for at least seven (7) years.
- 35.3 Subject to these Rules, a Member is able to inspect the Records free of charge at such time and place as is mutually convenient to the Club and the Member.
- 35.4 A Member must contact the CEO to request to inspect the Records.
- 35.5 The Member may copy details from the Records but has no right to remove the Books of the Club for that purpose.
- 35.6 A Member must not use or disclose information in the Records except for a purpose:
- 35.6.1 that is directly connected with the affairs of the Club; or
 - 35.6.2 related to the provision of the information to the Commissioner in accordance with the Act.
- 35.7 Outgoing Board Members are responsible for transferring all relevant assets and Books of the Club to the new Board within 14 days of ceasing to be a Board Member.

36. FUNDS

- 36.1 The funds of the Club must be kept in an account in the name of the Club in a financial institution determined by the Board.
- 36.2 The funds of the Club are to be used in pursuance of the objects of the Club.
- 36.3 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Club must be signed by:
 - 36.3.1 any two Board Members; or
 - 36.3.2 any two (2) persons authorised by the Board.
- 36.4 The Club must keep Financial Records that:
 - 36.4.1 correctly record and explain its transactions, financial position and performance; and
 - 36.4.2 enable true and fair Financial Statements to be prepared in accordance with Part 5 of the Act.
- 36.5 The Club must retain its financial records for at least seven (7) years after the transactions covered by the records are completed.