

**RULES
OF THE
WESTERN AUSTRALIAN WOMEN'S FOOTBALL LEAGUE (INC)**

1. Name of the Association

- 1.1 This body shall be an incorporated Association and shall be known as the Western Australian Women's Football League (Inc) ("the League").
- 1.2 The League's registered office shall be situated at any such office as the Board shall determine from time to time.

2. Objects of the League

The objects of the League shall be the control, encouragement and advancement of Women's football played under the Australian Rules of football in the State of Western Australia.

3. Powers of the League

To do all such things as are necessary, incidental or conducive to the attainment of the objects of the League.

4. Non-Profit

The income and property of the League shall be applied solely towards the promotion of the objects of the League. No portion of the income or property shall be paid, transferred or distributed directly or indirectly to members of the League, provided that nothing shall prevent the payment in good faith of remuneration to any officer or employee of the League, to any person other than a member, in return for services rendered to the League.

5. Membership

The League shall be constituted as follows;

- 5.1 Such clubs as may be admitted from time to time in accordance with these Rules and the By-Laws, with each club being represented by a delegate nominated annually to the League.
- 5.2 Members of the Board (the Board) elected or appointed pursuant to rule 10.
- 5.3 Life Members of the League, being persons:
- (a) who on the date of the adoption of these Rules were life members of the League;
 - (b) who have rendered outstanding service to the League and who, following a recommendation by the Board, have been elected a life member by a three quarters majority of those present and eligible to vote at an Annual General Meeting of the League pursuant to Rule 16, and;

- 5.4 Other membership categories so determined from time to time by the Board.

6. Register of members of the League

- 6.1 The League, pursuant to Section 27 of the Associations Incorporation Act (1987), hereinafter referred to as the Act, will keep and maintain in an up to date condition a register of the members of the League and their postal or residential addresses and, upon the request of a member of the League, shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.
- 6.2 The register must be so kept and maintained at the League's office.
- 6.3 The League must cause the name of a person who dies or a club who ceases to be a member under rule 8 to be deleted from the register of members referred to in sub-rule (1).

7. Subscriptions of members of the League

- 7.1 The annual subscription to be paid by each member shall be an amount determined by the Board.
- 7.2 The annual subscription shall be paid by each member as the Board may determine.
- 7.3 Any person elected to life membership shall be exempt from payment of any further subscription, but shall nevertheless be entitled to all the privileges and benefits and be subject to the liabilities and duties provided by these Rules.

8. Termination of membership of the League

Membership of the League may be terminated upon-

- 8.1 receipt by the League of a notice in writing from a member of their resignation from the League. Such member remains liable to pay to the League the amount of any subscription due and payable by that member to the League but unpaid at the date of termination; or
- 8.2 expulsion of a member in accordance with rule 9.

9. Suspension or expulsion of members of the League

- 9.1 If the Board considers that a member should be suspended or expelled from membership of the League because in the opinion of the Board their conduct is detrimental to the interests of the League or the member fails to comply with the By-Laws or the member is unfinancial three months following the due date of the payment of any subscription, the Board must communicate, either orally or in writing, to the member-
- (a) notice of the proposed suspension or expulsion and of the time, date and place of the Board meeting at which the question of that suspension or expulsion will be decided; and
- (b) particulars of that conduct,
- not less than 30 days before the date of the Board meeting referred to in paragraph (a).

- 9.2 (a) At the Board meeting referred to in a notice communicated under sub-rule (1), the Board may, having afforded the member concerned a reasonable opportunity to make an explanation by appearing personally before, or to make representations in writing to the Board, suspend or expel or decline to suspend or expel that member from membership of the League and must, forthwith after deciding whether or not to suspend or expel that member, communicate that decision in writing to that member.
- (b) In affording a member a reasonable opportunity to make an explanation:
- (i) the Board in its absolute discretion will determine the procedure to be followed;
 - (ii) the member is not entitled to be represented by a legal practitioner;
 - (iii) the member is not entitled to call any witnesses unless permitted to do so by the Board
- (c) The Board is not required to provide reasons for its decision.
- 9.3 Subject to sub-rule (5), a member has their membership suspended or ceases to be a member 14 days after the day on which the decision to suspend or expel a member is communicated to them under sub-rule (2).
- 9.4 A member who is suspended or expelled under sub-rule (2) must, if they wish to appeal against that suspension or expulsion, give written notice to the League of their intention to do so within the period of 14 days referred to in sub-rule (3).
- 9.5 When notice is given under sub-rule (4)-
- (a) the League in a general meeting, pursuant to sub-rule 16.1. (a), must either confirm by a majority of votes cast on a show of hands or set aside the decision of the Board to suspend or expel the member, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the League in the general meeting; and
 - (b) the member who gave that written notice is not suspended or does not cease to be a member unless and until the decision of the Board to suspend or expel the member is confirmed under this sub-rule.
- 9.6 In affording the member the reasonable opportunity referred to in sub-rule (5) (a) the provisions of sub-rule (2) (b) apply.
- 9.7 The decision of the League in the general meeting is final and a member who is suspended or expelled pursuant to sub-rule (5) has no further right of appeal.

10. Board (the Board)

- 10.1 The affairs of the League will be governed exclusively by a Board consisting of-
- (a) a President
 - (b) a Vice-President

- (c) six persons elected at the Annual General Meeting and:
- (d) two other persons appointed by the Board.

10.2 Board members must be elected to membership of the Board at an annual general meeting or appointed under sub-rule (6) or (7).

10.3 Subject to sub-rule (6), the President, Vice-President and other Board Member's term will be for three years from election at an annual general meeting, except at the first annual general meeting following the adoption of these rules,

- (a) the two successful Board Members receiving the highest number of votes will be elected for three years
- (b) the Vice-President and the two successful Board Members receiving the third and fourth highest number of votes will be elected for two years only and
- (c) the two successful Board Members receiving the least number of votes will be elected for one year only.

All Board Members are eligible for re-election to membership of the Board at the end of any term.

10.4 To be eligible for election to membership of the Board a candidate must be nominated by a member in writing and signed by-

- (a) the nominator; and
- (b) the nominee to signify their willingness to stand for election, to the League not less than 14 days before the day on which the annual general meeting concerned is to be held.

10.5 If the number of persons nominated in accordance with sub-rule (4) for election to membership of the Board does not exceed the number of vacancies to be filled, the candidates at the annual general meeting shall provide a resume of themselves and their appointment must be approved by at least 50% of the members present and eligible to vote.

10.6 If a vacancy remains on the Board after the application of sub-rule (5), or when a casual vacancy within the meaning of rule 15 occurs in the membership of the Board-

- (a) the Board may appoint a person to fill that vacancy; and
- (b) a person appointed under this sub-rule will -
 - (i) hold office until the election referred to in sub-rule (2); and
 - (ii) be eligible for election to membership of the Board at the next annual general meeting
- (c) a person appointed under this sub-rule requires the endorsement of member clubs at the next general meeting

10.7 The Board Members referred to in sub-rule (1)(d) may be appointed by the Board at any time, for a period of up to three years, to assist the Board undertake special projects or provide a level of expertise not available from the elected members. A person appointed under this sub-rule requires the endorsement of member clubs at the next general meeting .

11. Powers of the Board

Without limiting the powers conferred in rule 3, the Board shall have the power to also do any or more of the following acts;

- 11.1 To make, repeal and amend By-Laws, not inconsistent with these Rules or with the provisions of the Act, as it may deem necessary for the proper conduct and management of the League and to carry out the objects of the League, provided that all By-Laws made by the Board shall have effect immediately following the meeting of the Board at which they have been made, repealed or amended and are subject to disallowance or amendment at the next general meeting.
- 11.2 To appoint, dismiss and fix a salary in terms and conditions or employment of such employees as the Board may from time to time determine and to delegate to any persons so appointed any of its powers or duties and to fix and pay any honorariums it deems fit.
- 11.3 The Board may delegate to one or more sub-committees (consisting of such persons or members of the League as the Board thinks fit) the exercise of such functions of the Board as are specified in the delegation other than-
 - (a) the power of delegation; and
 - (b) a function which is a duty imposed on the Board by the Act or any other law.
- 11.4 Any delegation under sub-rule (3) may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Board may continue to exercise any function delegated.
- 11.5 The Board may revoke wholly or in part any delegation under sub-rule (3).
- 11.6 To investigate at its discretion any protest, dispute or other matter which may arise and which does not automatically come before the Protest and Disputes Tribunal.
- 11.7 To investigate at its discretion the records of any of its member clubs.
- 11.8 To do all such lawful things as the Board may deem to be incidental and conducive to the attainment of the objects of the League.

12. President

- 12.1 Subject to this rule, the President shall preside at all general meetings and Board meetings.
- 12.2 In the event of the absence from a general meeting of-
 - (a) the President, the Vice-President; or
 - (b) both the President and the Vice-President, a member elected by the other members present at the general meeting, shall preside at the general meeting.
- 12.3 In the event of the absence from a Board meeting of-
 - (a) the President, the Vice-President; or

- (b) both the President and the Vice-President, a Board Member elected by the other Board Members present at the Board meeting, shall preside at the Board meeting.

13. Proceedings of the Board

- 13.1 The Board must meet together for the dispatch of business not less than ten times in each year and the President, or at least half the members of the Board, may at any time convene a meeting of the Board.
- 13.2 Each Board member has a deliberative vote.
- 13.3 A question arising at a Board meeting must be decided by a majority of votes, but, if there is no majority, the person presiding at the Board meeting will have a casting vote in addition to their deliberative vote.
- 13.4 A resolution of the Board may be carried without a meeting of the Board if:
 - (a) the resolution is contained in a document; and
 - (b) at least 50% plus one of the members of the Board have consented in writing to the resolution; and
 - (c) notice of the proposed resolution has been given in writing to all members of the Board.
- 13.5 At a Board meeting 50% plus one Board Member constitute a quorum.
- 13.6 Pursuant to Sections 21 and 22 of the Act, a Board member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Board (except if that pecuniary interest exists only by virtue of the fact that the member of the Board is a member of a class of persons for whose benefit the League is established), must-
 - (a) 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
 - (b) not take part in any deliberations or decision of the Board with respect to that contract.
- 13.7 Sub-rule (6) (a) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the Board is an employee of the League.
- 13.8 The League must cause every disclosure made under sub-rule (6) (a) by a member of the Board to be recorded in the minutes of the meeting of the Board at which it is made.
- 13.9 Subject to these rules, the procedure and order of business to be followed at a Board meeting must be determined by the Board members present at the Board meeting.

14. Resolutions not in a Meeting

- 14.1 A resolution in writing, signed or assented to by facsimile, email or other form of visible or other electronic communication by all the Board Members for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of Board Members duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Board Members.

14.2 Without limiting the power of the Board to regulate their meetings as they think fit, a meeting of Board may be held where one or more of the Board Members is not physically present at the meeting, provided that:

- (a) all persons participating in the meeting are able to communicate with each other effectively simultaneously and instantaneously whether by means of telephone or other form of communication;
- (b) notice of the meeting is given to all the Board Members entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board or these Rules and such notice specifies that Board Members are not required to be present in person;
- (c) in the event that a failure in communications prevents condition (a) from being satisfied by that number of Board Members which constitutes a quorum, and none of such Board Members are present at the place where the meeting is deemed by virtue of the further provisions of this Rule to be held then the meeting shall be suspended until condition (a) is satisfied again. If such condition is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated or adjourned; and

any meeting held where one or more of the Board Members is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Board Member is there present and if no Board Member is there present the meeting shall be deemed to be held at the place where the Chairman of the meeting is located.

15. Casual vacancies in membership of the Board

A casual vacancy occurs in the office of a Board member and that office becomes vacant if the Board member-

- (a) dies;
- (b) resigns by notice in writing delivered to the President or, if the Board Member is the President, to the Vice-President and that resignation is accepted by resolution of the Board;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill-health;
- (e) is absent from more than-
 - (i) three consecutive Board meetings; or
 - (ii) three Board meetings in the same financial year without tendering an apology to the person presiding at each of those Board meetings of which meetings the member received notice, and the Board has resolved to declare the office vacant;
- (f) is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a Board Member.

16. General meetings

16.1 The Board-

- (a) may at any time convene a special general meeting;
- (b) must convene annual general meetings within the time limits provided for the holding of such meetings by section 23 of the Act, that is, in every calendar year within four months after the end of the

League's financial year or such longer period as may in a particular case be allowed by the Commissioner and;

- (c) must, within 30 days of-
 - (i) receiving a request in writing to do so from not less than ten members, convene a special general meeting for the purpose specified in that request; or
 - (ii) the League receiving a notice under rule 9 (4), convene a general meeting to deal with the appeal to which that notice relates.
- 16.2 The members making a request referred to in sub-rule (1) (c) (i) must-
 - (a) state in that request the purpose for which the special general meeting concerned is required; and
 - (b) sign that request.
- 16.3 If a special general meeting is not convened within the relevant period of 30 days referred to-
 - (a) in sub-rule (1) (c) (i), the members who made the request concerned may themselves convene a special general meeting as if they were the Board; or
 - (b) in sub-rule (1) (c) (ii), the member who gave the notice concerned may him or herself convene a special general meeting as if he or she were the Board.
- 16.4 When a special general meeting is convened under sub-rule (3) (a) or (b) the League must pay the reasonable expenses of convening and holding the special general meeting.
- 16.5 Subject to sub-rule (7), the League must give to all members not less than 21 days notice of a special general meeting and that notice must specify-
 - (a) when and where the general meeting concerned is to be held; and
 - (b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.
- 16.6 Subject to sub-rule (7), the League must give to all members not less than 21 days notice of an annual general meeting and that notice must specify-
 - (a) when and where the annual general meeting is to be held;
 - (b) the particulars and order in which business is to be transacted, as follows-
 - (i) first, the consideration of the accounts and reports of the Board;
 - (ii) second, the election of Board Members to replace outgoing Board Members; and
 - (iii) third, any other business requiring consideration by the League at the general meeting.
- 16.7 A special resolution, may be moved either at a special general meeting or at an annual general meeting, however the League must give to all members not less than 21 days notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in sub-rule (5) or (6), as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.

- 16.8 The League must give a notice under sub-rule (5), (6) or (7) by-
- (a) serving it on a member personally;
 - (b) sending it by post to a member at the address of the member appearing in the register of members kept and maintained under rule 6 or;
 - (c) sending it by any other means deemed appropriate by the League.
- 16.9 When a notice is sent by post under sub-rule (8) (b), sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.

17. Quorum and proceedings at general meetings

- 17.1 At a general meeting at least 50% of member clubs present in person constitute a quorum.
- 17.2 If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 16 (5) or (6)-
- (a) as a result of a request or notice referred to in rule 16 (1) (c) or as a result of action taken under rule 16 (3) a quorum is not present, the general meeting lapses; or
 - (b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- 17.3 If within 30 minutes of the time appointed by sub-rule (2) (b) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.
- 17.4 The President may, with the consent of a general meeting at which a quorum is present, and must, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
- 17.5 There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- 17.6 When a general meeting is adjourned for a period of 30 days or more, the League must give notice under rule 16 of the adjourned general meeting as if that general meeting were a fresh general meeting.
- 17.7 At a general meeting-
- (a) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to sub-rule (9); and
 - (b) a special resolution put to the vote will be decided in accordance with section 24 of the Act, which requires 75% support from those members present and eligible to vote, and if a poll is demanded, in accordance with sub-rules (9) and (11).
- 17.8 A declaration by the President of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule (9).

- 17.9 At a general meeting, a poll may be demanded by the President or by three or more members present in person or by proxy and, if so demanded, must be taken in such manner as the President directs.
- 17.10 If a poll is demanded and taken under sub-rule (9) in respect of an ordinary resolution, a declaration by the President of the result of the poll is evidence of the matter so declared.
- 17.11 A poll demanded under sub-rule (9) must be taken immediately on that demand being made.

18. Minutes of meetings of the League

- 18.1 The League must cause proper minutes of all proceedings of all general meetings and Board meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Board meeting, as the case requires, in a minute book kept for that purpose.
- 18.2 The President or presiding person must ensure that the minutes taken of a general meeting or Board meeting under sub-rule (1) are checked and signed as correct by the President or presiding person of the general meeting or Board meeting to which those minutes relate or by the President or presiding person of the next succeeding general meeting or Board meeting, as the case requires.
- 18.3 When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that-
- (a) the general meeting or Board meeting to which they relate (in this sub-rule called "the meeting") was duly convened and held;
 - (b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
 - (c) all appointments or elections purporting to have been made at the meeting have been validly made.

19. Voting rights of members of the League

- 19.1 Subject to these rules, each member club shall appoint annually a delegate, who present in person or by proxy at a general meeting is entitled to a deliberative vote.
- 19.2 All members are entitled to attend meetings, move, second and debate motions, but only member clubs who are present and eligible are entitled to a vote.

20. Rules of the League

- 20.1 The League may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 17, 18 and 19 of the Act, which is as follows-
- (a) Subject to sub-rule (1) (d) and (1) (e), the League may alter its rules by special resolution but not otherwise;
 - (b) Within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the League), the League must lodge with the Commissioner notice of the special resolution setting out

particulars of the alteration together with a certificate given by a member of the Board certifying that the resolution was duly passed as a special resolution and that the rules of the League as so altered conform to the requirements of this Act;

- (c) An alteration of the rules of the League does not take effect until sub-rule (1) (b) is complied with;
- (d) An alteration of the rules of the League having effect to change the name of the League does not take effect until sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the change of name;
- (e) An alteration of the rules of the League having effect to alter the objects or purposes of the League does not take effect until sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.

20.2 These rules bind every member and the League to the same extent as if every member and the League had signed and sealed these rules and agreed to be bound by all their provisions.

21. Common Seal of the League

- 21.1 The League must have a common seal on which its corporate name appears in legible characters.
- 21.2 The common seal of the League must not be used without the express authority of the Board and every use of that common seal must be recorded in the minute book referred to in rule 18.
- 21.3 The affixing of the common seal of the League must be witnessed by any two members of the Board, one of whom shall be the President or the President and the Chief Executive Officer.
- 21.4 The common seal of the League must be kept in custody at the League office or of such other person as the Board from time to time decides.

22. Distribution of surplus property on winding up of the League

If upon the winding up or dissolution of the League there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another League incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which League shall be determined by resolution of the members.

23. Interpretation

The Board shall be the sole authority for the interpretation of any matter contained in these Rules and the By-Laws. The decision of the Board upon any question of interpretation or upon any matter affecting the League not provided for by these Rules, and By-Laws shall be final and binding on the members.