

# CONSTITUTION

**West Australian Football Commission Inc ABN 51 167 923 136**

## Preamble

The Commission's purpose is to ensure current and future generations of Western Australians engage with, participate in, and enjoy the benefits of Football in an inclusive environment through the promotion, encouragement and oversight of the growth and development of Football in Western Australia.

The Commission is committed to:

- increasing and maintaining high levels of engagement in Football in Western Australia;
- connecting the pathways of Football in Western Australia from grass roots to the WAFL Clubs;
- identifying and encouraging Football talent both on and off the field;
- ensuring the sustainability of Football in Western Australia through good governance and financial oversight; and
- ensuring Football is played and enjoyed in the spirit of fairness, decency and honesty.

The Commission acknowledges the Aboriginal peoples of Western Australia as the traditional custodians of this land, and we pay our respects to their Elders both past, present and future. We acknowledge and look to foster the contribution that Aboriginal people have made and will make to our great game.

## Name

### Article 1

1.1 This association shall be called the "West Australian Football Commission Inc"

## Interpretation

### Article 2

2.1 In this Constitution:

**Act** means the *Associations Incorporation Act 2015 (WA)* as amended from time to time, and includes any re-enactment of or replacement of that Act, and any associated regulations.

**Affiliated Association** means a club, body, association or the like that becomes affiliated with the Commission as provided for in Article 13.

**AFL** means the Australian Football League ACN 004 155 211, a company limited by guarantee, incorporated in Victoria with its office at 140 Harbour Esplanade, Docklands, Victoria.

**AFL Club** means a club, body, association or the like which is the holder of a WA-based licence or sub-licence to play in a competition organised by the AFL or any national Football Association.

**Approved Candidate** has the meaning given in Article 7.15.

**Board** means the Board of Commissioners referred to in Article 6.

**Business Day** means a day that is not a Saturday, Sunday, public holiday or bank holiday in Perth, Western Australia.

**Chair** means the person appointed as chair by the Board.

**Chief Executive** means the person appointed as chief executive by the Board.

**Club** means any AFL Club, WAFL Club or Other Club.

**Commission** means the West Australian Football Commission Inc.

**Commissioner** means a person appointed pursuant to Article 7.

**Committee** means a committee, board, council or tribunal appointed by the Board pursuant to this Constitution.

**Community Football Advisory Council** means the council of that name established by the Commission to represent Football competitions in Western Australia (other than the AFL and the WAFL Competition) or any council or body hereafter established from time to time by or with the support of the Commission of whatever name which has substantially the same role.

**Constitution** means this constitution.

**Delegate**, in relation to a Nominee Member, means a person appointed as delegate by that Nominee Member in accordance with Article 5.4.

**FFC** means Fremantle Football Club Limited ACN 066 055 249.

**Endorsed Candidate** has the meaning given in Article 7.10.

**FF Chair** has the meaning given in Article 7.15.

**Football** means the game known as Australian Rules football.

**Football Association** means any association or body within Australia with aims and objectives similar to those of the Commission.

**Football Forum** has the meaning given in Article 7.12.

**IPL** means Indian Pacific Limited ACN 009 178 894.

**Instantaneous Communication Device** includes telephone, television or any other audio or visual device which permits instantaneous communication.

**Laws** means the laws of Football as adopted and amended from time to time by the AFL or any body which may have responsibility for determination of such laws from time to time, as amended by variations made in respect of any league, association or body responsible for the organisation and conduct of Football in accordance with the laws of Football.

**Licensee** means a body licensed by the Commission from time to time pursuant to Article 10.

**Life Membership** is an honorary award which entitles recipients to the privileges from time to time determined by the Board but does not confer any of the rights of a Member.

**Member** means any Ordinary Member or Nominee Member.

**Minister** means the Minister for Sport and Recreation in the Government of the State of Western Australia or such other Minister who may be charged with similar responsibilities from time to time.

**Nomination Committee** has the meaning given in Article 7.8.

**Nominee Member** means a person appointed in accordance with Article 5.4 and, where a Delegate attends a meeting, includes the Delegate.

**Official** means any office bearer, employee or representative of a Club in any capacity and includes without limitation any director, coach, trainer or runner of the relevant Club.

**Ordinary Member** means a person who is a Commissioner pursuant to Article 5.2.

**Ordinary Resolution** means a resolution that has been passed by more than 50% of the votes cast either personally, by post or by proxy, by Nominee Members entitled to vote on the resolution.

**Other Club** means a club, body, association or the like, other than an AFL Club or WAFL Club, that participates in any Football competition conducted by or under the auspices of the Commission or an Affiliated Association, or is otherwise affiliated with the Commission.

**Recommended Candidate** has the meaning given in Article 7.8.

**Retiring Commissioner** has the meaning given in Article 7.9(b).

**Returning Officer** has the meaning given in Article 7.6.

**Rules** means all rules, by-laws, regulations or determinations made by the Board pursuant to this Constitution.

**Second Resolution** has the meaning given in Article 7.20.

**Secretary** means the person appointed as secretary by the Board.

**Special Resolution** has the meaning given to the term “special resolution” in the Act.

**Sub-Licensee** means any body holding a sub-licence from the Commission from time to time pursuant to Article 10.

**Vice-Chair** means the person elected as vice-chair by the Board.

**WAFL** means the organizational structure for the playing of competitive Football at senior State league and other levels in Western Australia at the highest standard of competition below the AFL, conducted through the Commission.

**WAFL Club** means a club, body, association or the like which is licensed to participate in the WAFL Competition, but does not include any AFL Clubs irrespective of whether the AFL Club has been granted a licence to participate in the WAFL Competition.

**WAFL Competition** means the Football competition known as the West Australian Football League conducted by the Commission in accordance with this Constitution.

**WAFL Council of Presidents** means the council referred to in Article 15.7.

**WAFL Management Committee** means the committee referred to in Article 15.2.

**Year** means calendar year.

2.2 Except where the contrary intention appears words defined in the *Interpretation Act 1984 (WA)* as from time to time amended shall have the same meanings herein.

## Office and Place of Business

### Article 3

- 3.1 The office and principal place of business of the Commission shall be at a place determined by the Board from time to time.

## Objects or Purposes

### Article 4

- 4.1 The objects or purposes for which the Commission is established are to promote, develop, control, manage and encourage Football in accordance with the guidelines specified in the preamble, and in particular but without limiting the generality of the foregoing:

- (a) to promote, encourage and oversee the growth and development of Football;
- (b) to provide guidance, planning and leadership to all levels of the Football industry;
- (c) to promote, develop, and ensure the effective management of Football matches at all levels of the Football industry and recognise the WAFL as the pre-eminent Football league in the State of Western Australia;
- (d) as owners, to oversee and ensure the effective management of the AFL Clubs and to promote, develop and encourage the AFL Clubs and Football matches and competitions conducted by the AFL; and
- (e) to ensure the adequate development and management of grounds, other sporting stadiums and Football facilities and provide guidance and planning for the efficient use of other Football facilities.

#### 4.2

- (a) The property and income of the Commission shall be applied solely towards the promotion of the objects or purposes of the Commission and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to Members, except in good faith in the promotion of those objects or purposes.
- (b) A payment may be made to a Member out of such property or income only if it is authorised under Article 4.2(c).
- (c) A payment to a Member out of such property or income is authorised if it is:
  - (i) a payment in good faith to the Member as reasonable remuneration for any services provided to the Commission, or for goods supplied to the Commission, in the ordinary course of business;
  - (ii) a payment of interest, on money borrowed by the Commission from the Member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia;
  - (iii) a payment of reasonable rent to the Member for premises leased by the Member to the Commission;
  - (iv) a reimbursement of reasonable expenses properly incurred by the Member on behalf of the Commission;
  - (v) a payment of, or a reimbursement for reasonable expenses properly incurred by a Commissioner for travel and accommodation in connection

with the performance of the Commissioner's functions and duties, including, without limitation, attendance at Country Sport Enrichment Scheme football games and Football games outside of Perth; or

- (vi) any other payment to, or reimbursement of, a Commissioner only if it is authorised by an Ordinary Resolution.

4.3 The Commission shall have all of the powers conferred on an incorporated association by the Act, and in particular shall have the following powers:

- (a) to grant to Clubs licences or sub-licences, pursuant to which such Clubs are authorised to participate in such competitions as from time to time may be organised by or under the auspices of the Commission and to implement and control such licensing system for any team playing in any national competition conducted by the AFL or any other national competition as the Commission considers appropriate;
- (b) to specify the terms and conditions upon which licences and sub-licences shall be issued to Clubs;
- (c) to define and determine the territories allocated to Clubs and the league or competition in which any Club may participate and from time to time alter such territories and leagues or competition;
- (d) to determine the terms and conditions upon which persons may play Football and for which Clubs such persons may play and such other terms and conditions upon which Clubs may take part in matches or leagues;
- (e) to arrange matches with other leagues or competitions and to select and control all teams under the control of the Commission (which does not include the power to select teams representing a WAFL Club);
- (f) to establish and/or oversee the conduct and administration of new Football competitions within Western Australia, including (but not limited to) women's Football competitions;
- (g) to frame and administer laws relating to Football and to take such action as may be necessary to achieve uniformity in competitions conducted by or under the auspices of, or which are otherwise under the control of, the Commission, provided such laws do not conflict with the Laws;
- (h) to raise money by subscription or otherwise from Clubs or the members thereof;
- (i) to maintain, encourage and implement principles and practices of sound financial management within the Football industry and to lay down financial guidelines for Clubs;
- (j) to render pecuniary or other assistance to Clubs;
- (k) to recognise the services of or render pecuniary or other assistance to present or past players and officials of Football, including by conferring Life Memberships;
- (l) to hear and determine and settle all questions and disputes on any matter relating to Football or between Clubs;
- (m) to enter into arrangements or agreements relating to the management or administration of any of the WAFL Clubs in circumstances where any of the WAFL Clubs are experiencing financial or other distress, or where the WAFL Club is in breach of its licence to participate in the WAFL Competition or a funding agreement with the Commission;

- (n) to hear and enquire into any allegation, complaint or charge which may be made or laid against any Club or member, player or Official of a Club or umpire or official of the Commission involving a breach of this Constitution, the Rules or the Laws;
- (o) to inflict fines or other penalties (by way of suspension, expulsion or otherwise) for any breach of this Constitution, the Rules or the Laws on any Club or member, Official or player of any Club or any umpire, Member or official of the Commission;
- (p) to grant, suspend, exclude or forfeit the rights of Members and Licensees of the Commission subject to this Constitution;
- (q) to oversee the activities of players, coaches and umpires in any activity associated with Football, and in particular activities connected with television broadcasting, advertising, the writing of articles for newspapers and contributions to other publications;
- (r) to invest and deal with the money of the Commission not immediately required for any of its objects or purposes in any investment thought appropriate by the Commission and from time to time to vary or realise such investments;
- (s) to subscribe to become a member of and amalgamate with any organisation whether incorporated or not whose objects are altogether or in part similar to those of the Commission;
- (t) to purchase or otherwise acquire and assimilate all or any part of the property, assets, liabilities and engagements of any one or more organisations with which the Commission is authorised to amalgamate;
- (u) to transfer all or any part of the property, assets, liabilities and engagements of the Commission to any one or more organisations with which the Commission is authorised to amalgamate;
- (v) to buy sell and deal in real property (including but not limited to any buildings, structures, fixtures and improvements) and all kinds of liquid and solid provisions, including, but not limited to, catering provisions, liquor, souvenirs and other goods in the furtherance of the objects of the Commission;
- (w) to enter into any arrangement with any government or authority whether supreme, municipal, local or otherwise that may seem conducive to any of the Commission's objects or purposes and to apply for and obtain from any such government or authority any rights, privileges or concessions which the Commission may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (x) to enter into any arrangement or agreement relating to the development, management and/or operation of sporting grounds, facilities or stadiums;
- (y) to appoint, employ, remove or suspend such consultants, secretaries, managers, clerks, servants and other persons as may be necessary or convenient for the purposes of the Commission;
- (z) to establish and support or aid in the establishment or support of associations and institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Commission or Football players, coaches, officials or umpires or dependents of any such persons and to grant pensions and allowances to any such persons or dependents and to make payments towards insurances to provide any benefits as aforesaid;

- (aa) to draw, accept, endorse, discount, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments;
- (bb) to operate, lay out, construct, maintain and alter any grounds for Football or other sports or activities necessary or convenient for the purpose of the Commission;
- (cc) to operate, construct, improve, erect, maintain and alter any buildings, houses or works necessary or desirable for the purposes of the Commission and to furnish and equip the same in such manner as may be necessary or convenient for such purposes;
- (dd) to acquire by purchase, lease, license, exchange or otherwise land, buildings and hereditaments of any tenure or description wherever situated and any estate or interest therein and any rights over or connected therewith;
- (ee) to guarantee or give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any Club, person or company associated with the Commission and to secure or undertake in any way the repayment of money lent or advanced to or the liabilities incurred by any Club, or associated person or company;
- (ff) to borrow or raise money in such manner as the Board shall think fit and in particular by the issue of debentures (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing or the payment of any other money by mortgage, charge or lien upon the whole or any part of the Commission's property or assets (whether present or future) and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Commission of any obligation or liability it may undertake and to purchase, redeem or pay off any such securities;
- (gg) to remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any debentures or other securities of the Commission or in or about the organisation or the promotion of the Commission or the conduct of its business;
- (hh) to sell, improve, manage, let, dispose of or relinquish or turn to account all or any part of the real or personal property of the Commission, including any interest in stadiums or grounds, or enter into arrangements for the use of stadiums or grounds;
- (ii) to take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price of any part of the Commission's property of whatsoever kind sold by the Commission or any money due to the Commission from purchasers or others;
- (jj) to take any gift of property, whether subject to any special trust or not, for any one or more of the objects or purposes of the Commission;
- (kk) to take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Commission by way of donations, annual subscriptions or otherwise;
- (ll) to make donations for patriotic or charitable purposes;
- (mm) to render pecuniary or other assistance to any organisation promoting the interests of any form of sport;
- (nn) to acquire, establish, print and publish, electronically or otherwise, newspapers, periodicals, books, leaflets or other literary works that the Commission may consider desirable and to advertise any material relating to Football;

- (oo) to delegate all or any of its powers (other than this power of delegation) to any committee or committees or to any board, council or tribunal appointed by the Commission;
- (pp) to grant or approve leases or licences, including without limitation in respect of liquor and other rights, at properties under the control of the Commission;
- (qq) to enter into hedging or derivative funding facilities or any other transaction in connection with financial exposure to interest rates or any other financial risk or exposure and to undertake, execute and otherwise enter into any derivative financial markets or capital markets transaction of any kind or nature;
- (rr) to do all such acts and things as are incidental or subsidiary to all or any of the above objects and purposes; and
- (ss) to do all things necessary and convenient for carrying out the above objects and purposes.

## **Membership of the Commission**

### **Article 5**

- 5.1 There shall be two classes of membership of the Commission known as Ordinary Members and Nominee Members.
- 5.2 The Ordinary Members of the Commission shall be those persons who are Commissioners from time to time. An Ordinary Member will cease to be a Member if that person ceases to hold office as a Commissioner for whatever reason.
- 5.3 The Nominee Members of the Commission shall be those persons who are appointed in accordance with Article 5.4. A Nominee Member will cease to be a Member if their appointment is revoked under Article 5.4(d).
- 5.4 Nominee Members:
  - (a) Each of the IPL, the FFC and each WAFL Club must appoint a person to be a Nominee Member of the Commission who must be either the chair, president or an elected member for the time being of the board of directors or committee of management or other committee which has the power to manage and control the affairs of each body appointing him or her.
  - (b) A Nominee Member may appoint a delegate to attend and vote in his or her stead at any meeting or meetings attended by Nominee Members, on the following conditions:
    - (i) the Delegate must be either the chair, president, chief executive officer or an elected member for the time being of the board of directors or the committee of management or other committee which has the power to manage and control the affairs of the Club that appointed the Nominee Member;
    - (ii) the Nominee Member must notify the Commission in writing before the meeting of the attendance and name of the Delegate; and
    - (iii) the Nominee Member may take the place of the Delegate at any meeting by notifying the chair of the replacement.
  - (c) A Nominee Member and Delegate must not act as and will not be or be deemed to be a trustee for or agent of the body which appoints the Nominee Member, but must act

for the encouragement and promotion of Football in accordance with the objects and purposes of the Commission set out in this Constitution.

- (d) The IPL, the FFC or any WAFL Club may terminate the appointment of its Nominee Member by giving notice in writing of such termination to the Commission, and such termination also terminates the appointment of any Delegate. Upon such termination or appointment, the Club concerned must appoint another nominee in accordance with Article 5.4 to replace the nominee whose appointment has been terminated.

5.5 The Board may from time to time determine whether any entrance fees, subscription or other amount is to be paid by any Member or any class of Members.

5.6 The Board (or any other person authorized by the Board) must arrange for a register of Members to be kept and maintained in accordance with the Act (**Register**), containing:

- (a) the name and residential, postal or email address of each Member;
- (b) the class of membership of each Member;
- (c) the date on which each Member's name was entered into the register; and
- (d) the name and date of appointment of each Delegate (if applicable).

5.7 The following provisions will apply in respect of inspecting and taking copies of the Register.

- (a) The Register is available for inspection free of charge by any current Member upon written request to the Secretary.
- (b) A Member may make a copy of entries in the Register.
- (c) A Member may apply in writing to the Board for a copy of the Register. The Board may in its discretion require the Member to provide a statutory declaration setting out the purpose of the request and declaring that the purpose is connected with the affairs of the Association.
- (d) The Board may charge a reasonable fee for providing a copy of the Register.
- (e) A Member must not use or disclose any information in the Register for any purpose other than a purpose that:
  - (i) is directly connected with the affairs of the Commission; or
  - (ii) relates to the administration of the Act.

5.8 A Member whose subscription is not paid within 3 months after the relevant date fixed for payment by the Board ceases on the expiry of that period to be a Member, unless the Board decides otherwise.

## **Commissioners**

### **Article 6**

6.1 The business of the Commission shall be managed by a Board of Commissioners which shall consist of the persons from time to time appointed pursuant to Article 7.

6.2 The total number of Commissioners must be at least 4 and must not exceed 8.

6.3 The Board shall by resolution elect a Chair and a Vice-Chair from one of its own who shall hold office until the Board resolves otherwise or that person retires from office or ceases to

be a Commissioner. Any candidate for election as Chair and Vice-Chair is not entitled to vote in respect of himself or herself or any other candidate for that position.

## Appointment Retirement and Removal of Commissioners

### Article 7

7.1 A person who is aged 18 years or over is eligible to be elected to the Board and to serve in the office of a Commissioner unless that person is convicted of:

- (a) an indictable offence; or
- (b) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
- (c) an offence under Part 4 Division 3 or section 127 of the Act,

provided that this Article 7.1 shall only apply for a period of 5 years from the date of conviction or (where the conviction has resulted in imprisonment) 5 years from the date of his or her release.

7.2 A casual vacancy occurs in the office of a Commissioner if the Commissioner:

- (a) dies;
- (b) is, or becomes ineligible to act as a Commissioner by reason of Article 7.1;
- (c) is, according to section 13D of the *Interpretation Act 1984* (WA), a bankrupt or a person whose affairs are under insolvency laws;
- (d) becomes physically or mentally incapable of performing the Commissioner's duties and the Commission resolves that his or her office be vacated for that reason;
- (e) resigns from office under Article 7.3;
- (f) is removed from office under Article 7.25;
- (g) is absent from more than:
  - (i) three consecutive Board meetings without a good reason; or
  - (ii) 50% of the Board meetings held in the same financial year of the Commission without tendering an apology to the person presiding at each of those Board meetings,

where the Commissioner received notice of the meetings, and the Board has resolved to declare the office vacant; or

- (h) a Second Resolution under Article 7.20 is not passed.

7.3 A Commissioner may resign from office by giving written notice of resignation to the Chair or, if the Commissioner resigning is the Chair, to another Commissioner, and the resignation takes effect:

- (a) at the time the notice is received by the Chair or the other Commissioner; or
- (b) if a later time is stated in the notice, at the later time.

7.4 Except when making an appointment under Article 7.5, the Board shall:

- (a) not less than 4 months prior to the end of a term of any current Commissioner (which includes a Commissioner appointed under Article 7.5); or
- (b) as soon as practicable after the Board resolves to appoint additional Commissioners (provided the number shall not exceed the maximum number specified in Article 6.2),

invite expressions of interest (which must include such information as required by the Board) from persons seeking appointment as a Commissioner by advertisement in a public newspaper circulating in Western Australia and in such other ways as the Board considers appropriate (**EOIs**).

7.5 If the number of Commissioners falls below the minimum number of Commissioners specified in Article 6.2, or a casual vacancy in the Board arises under Article 7.2, the Board shall make appointments to meet the minimum number or to fill such vacancy (as the case may be). Such persons appointed under this Article 7.5 shall serve in office until 1 January in the following year (immediately prior to when the next appointments of Commissioners are made in accordance with this Article 7), at which time that person retires. For the avoidance of doubt, any person appointed under this Article 7.5 is eligible for re-appointment in accordance with this Article 7.

7.6 As soon as is reasonably practicable after seeking EOIs under Article 7.4, the Board must appoint an independent returning officer to oversee the process for the appointment of Commissioners under this Article 7 (**Returning Officer**). The Returning Officer must not be a Commissioner currently in office or another office bearer or employee of the Commission, or a person seeking appointment as a Commissioner under this Article 7.

7.7 The Board shall distribute the EOIs received to the:

- (a) Nominee Members;
- (b) Ordinary Members;
- (c) current chair or president (as applicable) of each the Affiliated Associations; and
- (d) Nomination Committee;

within 7 days of the last day specified by the Board in the EOIs for the submission of such EOIs.

7.8 A committee of review (governed by the provisions of Article 7.9) (**Nomination Committee**) must convene as soon as is reasonably practicable after receipt of the EOIs to consider and review the EOIs for the purpose of making recommendations to the Board for candidates to be considered for appointment as Commissioners to fill each vacancy in the Board (**Recommended Candidates**).

7.9 The proceedings of the Nomination Committee are subject to the provisions in this Article 7.9:

- (a) The Nomination Committee comprises the following 6 persons (each a **Representative**):
  - (i) subject to Article 7.9(b), the Chair and one other Commissioner nominated by the Board;
  - (ii) the current chair or president (as the case may be) of IPL;
  - (iii) the current chair or president (as the case may be) of FFC;

- (iv) the current president of the WAFL Council of Presidents; and
  - (v) the current chair or president of the Community Football Advisory Council.
- (b) A Commissioner whose position on the Board is the subject of the process in this Article 7 (a **Retiring Commissioner**) is not eligible to be a Representative under Article 7.9(a). If the Chair is a Retiring Commissioner, the Board must nominate another Commissioner (who must also not be a Retiring Commissioner) to serve on the Nomination Committee in the Chair's place.
  - (c) Meetings of the Nomination Committee will be convened by the Chair (or the Commissioner nominated in his or her place under Article 7.9(b)) on not less than 5 Business Days' notice to the other Representatives.
  - (d) The Chair (or the Commissioner appointed in his or her place under Article 7.9(b)) will chair all meetings of the Nomination Committee.
  - (e) Each Representative shall have one vote on all resolutions of the Nomination Committee.
  - (f) The quorum for a meeting of the Nomination Committee will be 4 Representatives. Where a quorum is not met within 30 minutes of the time scheduled for a meeting of the Nomination Committee, the Chair (or the Commissioner appointed in his or her place under Article 7.9(b)) must schedule an alternative time for the meeting to be held as soon as practicable.
  - (g) The Nomination Committee must comply with any protocols, policies and timelines for determining the Recommended Candidates as approved by the Board from time to time.
  - (h) Each Recommended Candidate must be approved by a separate resolution of the Nomination Committee.
  - (i) A resolution under Article 7.9(h) must be passed by a majority of the Representatives present and eligible to vote on the resolution. In the case of equality of votes on any resolution under Article 7.9(h), the Chair (or the Commissioner appointed in his or her place under Article 7.9(b)) has a casting vote in addition to any vote he or she may otherwise be entitled.
  - (j) A resolution signed in writing by all Representatives will be valid and effectual as if it had been passed at a meeting of the Nomination Committee duly held and convened. Any such resolution may consist of several counterparts, each signed by one or more Representatives and will be effective from the date the last Representative signs the written resolution.
  - (k) The Nomination Committee may hold a meeting at 2 or more venues using any Instantaneous Communication Device that gives the Representatives a reasonable opportunity to participate, provided that arrangements are made at each venue for the recording of all votes cast. Any such meeting will be taken to be held where the chair of the relevant Nomination Committee meeting is located. All proceedings conducted under this Article 7.9(k) are valid as if conducted at a single gathering.

7.10 Within 5 Business Days after receipt of the names of the Recommended Candidates from the Nomination Committee, the Board must convene for the purpose of determining which of the Recommended Candidates will be put forward to be considered for appointment as Commissioners by the Members and the Affiliated Associations in a postal vote or other secure voting method in the Board's discretion (**Endorsed Candidates**).

7.11 Within 2 Business Days of the Board meeting referred to in Article 7.10, the Board must:

- (a) distribute ballot papers for a postal vote (conducted in accordance with Article 7.13) to the Members and the Affiliated Associations containing the names of the Endorsed Candidates; or
  - (b) notify the Members and the Affiliated Associations of the other secure voting method that will be used to determine the appointment of Commissioners to fill each vacancy on the Board, and the procedures that will be implemented by the Board to facilitate that other secure voting method.
- 7.12 When distributing the ballot papers under Article 7.11(a), or notifying the Members and the Affiliated Associations of the other secure voting method under Article 7.11(b) (as applicable), the Board must also send a notice of meeting to the Members and the Affiliated Associations for a football forum to be held not less than 14 days after the date on which such notice is given (**Football Forum**). The Football Forum is to be treated as a general meeting of the Commission under Article 23.1, notwithstanding notice of the Football Forum is given to the Affiliated Associations.
- 7.13 The following provisions will apply to the conduct of a postal vote referred to in Article 7.11(a).
- (a) The Board must provide for appropriate measures to be implemented to maintain the security and anonymity of the postal vote.
  - (b) Any determination made by the Returning Officer in respect of the validity of a postal vote received will be final.
  - (c) All postal votes must be received by the Returning Officer no later than 48 hours before the time for the Football Forum outlined in the notice given under Article 7.12). Any postal votes received after that time will not be considered by the Returning Officer.
  - (d) The Board may from time to time set any other necessary procedures for the conduct of the postal vote.
- 7.14 At the Football Forum, the Returning Officer must count the votes received and allocate the votes by reference to Annexure A.
- 7.15 The Returning Officer must provide a signed declaration of the results of the vote to the person presiding as chair of the Football Forum (**FF Chair**). The signed declaration must contain the names of the Endorsed Candidates who have received the highest number of votes calculated in accordance with Article 7.14 in descending order by reference to the number of votes received (**Approved Candidates**), with the number of Approved Candidates being equal to the number of vacancies on the Board. A signed declaration by the Returning Officer will be conclusive evidence of the results of the vote.
- 7.16 If, after the Returning Officer has calculated the votes in accordance with Article 7.14, two or more Endorsed Candidates have received the same number of votes, the Returning Officer must draw by lot to determine the Endorsed Candidate that is the Approved Candidate.
- 7.17 Following receipt of the signed declaration under Article 7.15, the FF Chair must propose separate resolutions in respect of each Approved Candidate to be considered by the Nominee Members to fill each vacancy on the Board. An Approved Candidate will be appointed as a Commissioner where a resolution confirming his or her appointment is passed as an Ordinary Resolution through a secret ballot conducted at the Football Forum.
- 7.18 At the conclusion of the ballot conducted under Article 7.17, the Returning Officer must count the votes (which must be allocated in accordance with Article 22.1) and provide a signed declaration of the results of the vote to the FF Chair and the name of any Approved

Candidate who has been appointed as a Commissioner. A signed declaration from the Returning Officer will be conclusive evidence of the results of the vote.

- 7.19 If any resolution referred to in Article 7.17 is not passed as an Ordinary Resolution, the FF Chair must call an adjournment of the Football Forum for a reasonable period of time in the FF Chair's discretion.
- 7.20 At the resumed Football Forum after the adjournment referred to in Article 7.19, the FF Chair must propose any resolution under Article 7.17 that was not passed as an Ordinary Resolution, to be considered again by the Nominee Members (**Second Resolution**). An Approved Candidate the subject of a Second Resolution will be appointed as a Commissioner where a resolution confirming his or her appointment is passed as an Ordinary Resolution through a second secret ballot conducted at the Football Forum.
- 7.21 At the conclusion of the second ballot conducted under Article 7.20, the Returning Officer must count the votes (which must be allocated in accordance with Article 22.1) and provide a signed declaration of the results of the vote to the FF Chair and confirm whether any Approved Candidate the subject of a Second Resolution has been appointed as a Commissioner. A signed declaration by the Returning Officer will be conclusive evidence of the results of the vote.
- 7.22 If a Second Resolution is not passed as an Ordinary Resolution, any Approved Candidate the subject of the Second Resolution will not be appointed as a Commissioner, and the Board may appoint a person to fill that vacancy in the Board in accordance with Article 7.5.
- 7.23 Subject to Article 7.24, any Commissioner appointed at a Football Forum (other than as a casual vacancy under Article 7.22) shall be appointed for a term not exceeding 3 years, commencing on 1 January of the following year, and retires on 1 January at the end of his or her 3 year term and shall be eligible for re-appointment in accordance with this Article 7.
- 7.24 No Commissioner shall be eligible to be considered for re-appointment under this Article 7 where that Commissioner has been in office for more than 9 consecutive years unless otherwise decided by an Ordinary Resolution.
- 7.25 The appointment of a Commissioner may be terminated by vote of not less than three-quarters of the Commissioners in office. A Commissioner the subject of a motion to remove is entitled to vote.
- 7.26 The Nominee Members may by a resolution in accordance with Article 22.1 of not less than 75% of the votes of all the Nominee Members remove all the Board from office as Commissioners if it is established that the Board has caused the Commission to act illegally or unconstitutionally in a material matter.

## **Duties and Powers of the Board of Commissioners**

### **Article 8**

- 8.1 The management and control of the affairs of the Commission are vested in the Board which, without limiting the generality of the foregoing, shall be solely responsible for exercising the powers not required to be exercised by the Members in general meeting and shall have the following powers and duties:
- (a) subject to Article 10.3(a) to grant licences and sub-licences to compete in Football competitions conducted by Commission, the WAFL and Affiliated Associations and the AFL subject to the Constitution and the Rules upon such terms and conditions as the Board decides and to impose such requirements upon or attach such conditions to the licences and sub-licences as it considers desirable and without limiting the

generality of the foregoing to give directions to a Licensee relating to the financial management and affairs of such Licensee;

- (b) to appoint, dismiss and fix the salary and terms and conditions of employment of such employees as the Board may from time to time determine and to delegate to any person so appointed any of its powers or duties other than this power of delegation;
- (c) to appoint Committees composed of such persons as the Board may think fit to investigate any matter in any way relating to the affairs of the Commission or to perform such duties as the Board may determine and the Board may regulate the proceedings of all such Committees;
- (d) to ensure that minutes are kept of all meetings of the Board and Committees;
- (e) to keep a correct account of all moneys and other assets belonging to the Commission; to ensure that all moneys received by the Commission are banked in a bank approved by the Board; and to authorise persons to sign cheques on any such bank account and endorse cheques and other documents on behalf of the Commission;
- (f) to maintain proper books of account for the Commission and balance them for the purposes of annual audit and otherwise as decided by the Board and to prepare and submit annual accounts to auditors, that have been appointed by the Nominee Members at the Annual General Meeting in accordance with Article 24.1;
- (g) to invest moneys of the Commission not immediately required for the purposes thereof in any form of investment thought appropriate by the Board and from time to time to vary or realise such investments;
- (h) to sell any real or personal property of the Commission whether for cash or on terms and by auction or by private contract; to relinquish any rights to occupy any stadium or grounds; to enter into any arrangement to occupy, lease or licence any stadium or grounds; to exchange any real or personal property of the Commission for any other property and to buy or take on exchange or otherwise acquire any real or personal property for the Commission and do any such thing on such terms and conditions as the Board thinks fit provided that the Board shall not acquire or dispose of an asset having a value in excess of \$2,000,000 in 2019 subject to adjustment in accordance with the Consumer Price Index (All Groups) for the Metropolitan area of Perth from time to time (or if such Index shall not be continued, the nearest equivalent index as determined by the Board) without convening a meeting of all Nominee Members to discuss the proposed acquisitions or disposal;
- (i) to alter, amend, renovate, demolish, rebuild or otherwise deal with any real or personal property of the Commission on such terms and conditions as the Board thinks fit;
- (j) to borrow money for the Commission and give security therefore by mortgage or charge over any property of the Commission;
- (k) to make and give receipts, releases and other discharges for money payable to the Commission or any other claims or demands of the Commission;
- (l) to institute, conduct, defend, compound or abandon any legal proceedings by or against the Commission or against any other person, to refer any claims or demands by or against the Commission to arbitration and to observe and perform the awards;
- (m) to enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things as the Board may consider desirable for the proper performance of its duties;

- (n) to convene meetings of the Board when thought fit;
- (o) to appoint a representative or representatives of the Commission (who may be a Commissioner) to represent the Commission in discussions with the AFL each year. The representative shall represent the Commission at all meetings of the AFL that the Commission is entitled to attend and at all times shall seek to advance the objects or purposes for which the Commission is established, as provided in Article 4.1, at such meetings;
- (p) to make decisions and do all such things as the Board in its judgment thinks necessary or desirable for the fulfilment of the objects stated in Article 4.1;
- (q) to exercise its own judgement, which judgement will be final, as to how best to achieve the objects or purposes of the Commission;

## **Proceedings of the Board**

### **Article 9**

9.1 The Board shall meet at such times and places as it shall from time to time determine but it shall meet at least once in every two calendar months' period and whenever a meeting shall be specially convened in accordance with this Constitution and it may adjourn and otherwise regulate its meetings as it thinks fit.

9.2

- (a) Except as otherwise provided in this Constitution questions arising at any meeting shall be decided by a majority of votes and a determination by a majority of the Board shall for all purposes be deemed a determination of the Board.
- (b) In the case of an equality of votes on a resolution at a Board meeting, the Chair of that meeting has a casting vote on that resolution in addition to any vote the Chair has in his or her capacity as a Commissioner in respect of that resolution.

9.3 A Commissioner who has any direct or indirect pecuniary interest in a contract made or proposed to be made by the Commission must, to the extent required by the Act, disclose the nature and extent of that interest to the Board as soon as he or she becomes aware of the interest.

9.4 A Commissioner may not vote in respect of any contract made or proposed to be made by the Commission in which he or she has an interest required to be disclosed under Article 9.3, or on any matter arising therefrom, and if he or she does so vote his or her vote shall not be counted, and that Commissioner must not be present at a Board meeting while the matter in which he or she has an interest is being discussed. Provided that this Article does not apply in respect of a material personal interest that exists only because the Commissioner:

- (a) is an employee of the Commission; or
- (b) is a member of a class of persons for whose benefit the Commission is established; or
- (c) that the Commissioner has in common with all, or a substantial proportion of, the other Commissioners.

9.5 A quorum for a meeting of Commissioners shall be not less than half of the number of Commissioners for the time being, either personally present at a meeting, or participating in the meeting by Instantaneous Communication Device in accordance with Article 9.12.

9.6

- (a) If at any time the number of Commissioners falls below 4, the remaining Commissioners may continue to act, but only for the purpose of taking such steps as may be necessary to fill the vacancy or vacancies, to bring the numbers up to, or above (as they see fit) the minimum of 4.
  - (b) If at any time the number of Commissioners falls to 2, the remaining Commissioners may continue to act in accordance with Article 9.6(a), but must act unanimously. If they cannot agree on the appointment of additional Commissioners, the Chairman, or their representative, of IPL, FFC and WAFL Council of Presidents shall by simple majority appoint new Commissioners to bring the numbers up to, or beyond, the minimum of 4.
- 9.7 A resolution in writing signed by all Commissioners shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more Commissioners. Any resolution shall be effective from the date the last of the Commissioners has signed the resolution. Every resolution so signed shall be as soon as practicable entered into the books provided for the purpose of recording, inter alia, resolutions of the Board.
- 9.8 A resolution shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held if:
  - (a) each Commissioner has previously notified the Commission of the electronic mail address to which electronic mail addressed to that Commissioner should be delivered; and
  - (b) all of the Commissioners send an electronic mail message to every other Commissioner (to those Commissioners' relevant electronic mail addresses) and the Chief Executive confirming that the Commissioner sending the electronic mail message votes in favour of the resolution.
- 9.9 A resolution passed under Article 9.8 shall be effective from the date the last electronic mail message referred to in Article 9.8(b) has been delivered to the Chief Executive. A copy of all electronic mail messages sent by the Commissioners in respect of a resolution referred to in Article 9.8, and a copy of all signed statements referred to in Article 9.7, shall be as soon as practicable entered into the books provided for the purpose of recording, inter alia, resolutions of the Board.
- 9.10 The Board may from time to time determine the rules and procedures (including but not limited to any security and verification measures and the circumstances under which an electronic resolution is valid or invalid) which will apply to the passing of any resolution under Article 9.8.
- 9.11 A facsimile, email or such similar means of communication addressed to or received by the Commission and purporting to be signed by a Commissioner is for the purpose of Articles 9.7, 9.8 and 9.9 deemed to be in writing signed by such Commissioner.
- 9.12 For the purposes of this Constitution, the contemporaneous linking together by Instantaneous Communication Device of a number of consenting Commissioners not less than the quorum, whether or not any one or more of the Commissioners is out of Australia, is deemed to constitute a Board meeting and all the provisions of the Constitution as to Board meetings shall apply to such meetings held by Instantaneous Communication Device so long as the following conditions are met:
  - (a) all the Commissioners receive notice of the Board meeting and are able to be linked by Instantaneous Communication Device and for the purposes of such meeting. Notice of any such meeting may be given on the Instantaneous Communication Device or in any other manner permitted by the Constitution;

- (b) at the commencement of the meeting each of the Commissioners taking part in the meeting by Instantaneous Communication Device is able to hear each of the other Commissioners taking part; and
- (c) at the commencement of the meeting each Commissioner acknowledge his or her presence for the purpose of a Board meeting to all the other Commissioners taking part.

9.13 A Commissioner shall not leave a meeting held in accordance with Article 9.12 by disconnecting that Commissioner's Instantaneous Communication Device unless that Commissioner has previously obtained the express consent of the Chair. A Commissioner is conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting by Instantaneous Communication Device unless that Commissioner has previously obtained the express consent of the Chair to leave the meeting.

## Licences

### Article 10

- 10.1 Subject to Article 10.2 and 10.3 the Board may grant licences to compete in the WAFL Competition or any other Football competition conducted by the Commission, upon such terms and subject to such provisions and conditions as the Board thinks fit, to any body, association or the like, which is incorporated pursuant to, the Corporations Act 2001 (Cth), the Act or other appropriate statute and which makes application to the Commission. If an applicant is granted a licence, the Licensee shall be bound by and conform to the licence, this Constitution and the Rules, and to such other directions or requirements as the Board or its delegate may give or determine.
- 10.2 The Board shall in accordance with Article 10.1:
- (a) grant a licence to compete in the WAFL Competition to the nine clubs which competed in the WAFL Competition during 2009; and
  - (b) upon the expiration of any licence granted in accordance with Article 10.2(a) grant a new licence to compete in the WAFL Competition, upon such terms and subject to such provisions and conditions as the Board thinks fit, provided that the Board shall not be obliged to grant a new licence pursuant to this Article to any Club which has had a licence issued under this Article lawfully terminated.
- 10.3 All licences granted to participate in the WAFL Competition, other than a licence issued pursuant to Article 10.2, and all extensions or renewals of such further licences shall inter alia:
- (a) only be issued or granted by the Commission if more than 50% of the Nominee Members appointed by holders of licences granted pursuant to Article 10.2 vote in favour of the issue of such further licence or the granting of any extension or renewal of such further licence at a meeting of those Nominee Members held to consider the proposed issue, extension or renewal of such a licence and the terms and conditions of such licence; and
  - (b) specify the policies to be followed by the Commission in providing funds to the Licensees from moneys received by the Commission from time to time.
- 10.4 The Board in its absolute discretion may issue or grant a sub-licence, to any body association or the like which is incorporated pursuant to the Corporations Act 2001 (Cth), the Act or other appropriate statute, of any licence held by the Commission to compete in Football competitions conducted by the AFL on such terms and conditions as the Board sees

fit, provided that the Board will, prior to granting any such sub-licence, consult with the Nominee Members.

## **Assets of the Commission**

### **Article 11**

- 11.1 The assets of the Commission include the assets held by the Commission under its former names, West Australian Football League Inc and the Commission acknowledges the contributions made by the Clubs which were members of that league to the Commission and to Football.
- 11.2 In recognition of the matters referred to in Article 11.1 and the importance of the WAFL Competition in the development and promotion of Football in Western Australia, the Commission shall in each year distribute to the WAFL Clubs from such of the income received by it in that year as remains after taking into account all amounts required by the Commission to properly carry out its duties and functions (including, without limiting the generality, allowances for depreciation of existing assets, acquisition of further assets, the possibility of fluctuation of yearly income and future and contingent liabilities and obligations) such amount as the Board determines in good faith in promotion of the objects or for services rendered. The Board shall make a determination of the amount to be paid and the terms and conditions upon which the amount will be paid once every 3 years with a view to determining the amount and terms and conditions for the following 3 years, although nothing in this clause will prevent the Board from making its determination more or less frequently or from setting the amount and terms and conditions for a period other than 3 years.
- 11.3 Nothing contained in this Constitution shall limit or restrict the provisions of Article 30.

## **Assets of Licensees**

### **Article 12**

- 12.1 No Licensee, without the written authority of the Board first having been obtained, shall sell, borrow, mortgage, lease, charge or otherwise deal with its assets or otherwise acquire assets having a value in excess of 25% of the then assets of the Licensee provided that such authority shall not be unreasonably withheld and provided further that it shall not be unreasonable to withhold authority where the Board is of the opinion that such sale, borrowing, mortgage, lease, charge, dealing or acquisition may prejudice the financial viability of the Licensee. For the purposes of this Article, and without in any way limiting the application of such Rules with respect to the transfer of players as may exist from time to time, the assets of a Licensee shall not include players.
- 12.2 If the Board resolves that a Licensee should move from the ground it occupies as its administrative or playing base then it shall give notice in writing to that effect to the Licensee.
- 12.3 If the Licensee the subject of a resolution pursuant to Article 12.2 objects to such resolution within 30 days of receipt of such notice the Board shall convene a meeting of the Nominee Members nominated by the WAFL Clubs within a further period of 30 days and unless seventy five per centum of those Nominee Members confirm the Board's resolution, the notice shall have no force or effect.
- 12.4 Subject as aforesaid the Licensee shall move from the ground within 24 months (or such longer period as may be determined by the Board) of receipt of such notice by the Licensee.

## **Affiliated and Other Associations**

### **Article 13**

- 13.1 Any Football Association wishing to affiliate with the Commission shall make application to the Commission through the Chief Executive, and shall pay such fee as the Board may prescribe from time to time. If required by the Commission a fresh application must be made and a fee paid each year.
- 13.2 All applications made pursuant to Article 13.1 shall be in writing signed by a duly authorised person on behalf of the applicant and shall contain the following particulars:
- (a) the name of the applicant;
  - (b) the names of the clubs associated with and or the members of the applicant; and
  - (c) such other information as the Board may require.
- 13.3 Any applicant for affiliation under this Constitution must satisfy the Board that the applicant is regularly constituted and is composed of at least three clubs or members.
- 13.4 Any application made pursuant to this Article shall be considered at the next meeting of the Board and if the Board so resolves the applicant shall become an Affiliated Association. Each Affiliated Association and all clubs and/or members controlled by each Affiliated Association shall be bound by and comply with this Constitution and the Rules so far as they are applicable thereto provided that an Affiliated Association may have its own constitution and by-laws if the same do not conflict with this Constitution and the Rules and are first approved by the Board.
- 13.5 The Board may from time to time by resolution enter into any contract or other arrangement with any Affiliated Association or other league or association formed for the purpose of playing or encouraging Football and may by resolution cancel or determine any such contract agreement or other arrangement.
- 13.6 Notwithstanding that the Board may have approved the constitution and by-laws of an Affiliated Association, in the event of a conflict between any terms of such constitution or by-laws and the terms of this Constitution or the Rules, this Constitution and the Rules will prevail.
- 13.7 The Board may from time to time make Rules under Article 31 in respect of the minimum requirements that an Affiliated Association must maintain, including but not limited to insurance and governance (without limitation to the Board's general power to make Rules under Article 31 applicable to some or all Members).
- 13.8 If an Affiliated Association or any of the clubs and/or members controlled by an Affiliated Association fails to comply with this Constitution or any of the Rules, the Board may revoke the Affiliated Association's status as an Affiliated Association, and impose any sanctions which the Commission is lawfully entitled to impose.
- 13.9 The Affiliated Associations are not Members of the Commission and are not permitted to vote on any resolution of the Commission, other than as specified in Article 7.

## **Records**

### **Article 14**

- 14.1 Every Licensee and Sub-Licensee and Affiliated Association shall deposit with the Chief Executive a copy of its constitution and rules certified as correct and shall also deposit with

the Chief Executive a copy of every amendment thereof certified as aforesaid within 14 days after such amendment shall have been made.

14.2 The records, books, documents and securities of the Commission shall be kept in a location determined by the Board from time to time.

14.3 Subject to the Act and this Constitution, the Board may determine whether and to what extent and at what times and places and under what conditions the accounting records and other documents and records of the Commission or any of them are open to the inspection of the Members not being Commissioners, and no Member other than a Commissioner has any right of inspecting any account or book or document of the Commission except as provided by law or authorised by the Board or by an Ordinary Resolution.

## **West Australian Football League Competitions**

### **Article 15**

15.1 The operation of the WAFL Competition shall be known as the West Australian Football League or other such name approved by the Board and shall be administered by a Committee comprised of the Director of Football employed by the Commission (or an equivalent employee) and the Chief Executive Officer of each of the WAFL Clubs.

15.2 The Committee referred to in Article 15.1 shall be known as the West Australian Football League Management Committee (**WAFL Management Committee**) and its rules and procedures shall be governed by a memorandum of understanding approved by the Board and confirmed by the resolution of not less than seventy five per centum of the Nominee Members appointed by the WAFL Clubs at a meeting convened for that purpose.

15.3 The WAFL Management Committee shall conduct its affairs in accordance with this Constitution and the memorandum of understanding and the Rules and the budgets and guidelines approved by the Board from time to time.

15.4 The Chief Executive or his or her nominees shall be entitled to attend all meetings of the WAFL Management Committee and to participate in discussions but shall not be entitled to vote.

15.5 The WAFL Management Committee shall give the Commission adequate notice in writing of all meetings of the WAFL Management Committee.

15.6 The Board shall have power in its absolute discretion to make decisions in relation to the West Australian Football League or to revoke or vary any action or decision of the WAFL Management Committee.

15.7 There shall be a WAFL Council of Presidents comprising the Presidents of the WAFL Clubs who will be responsible for advising the Commission on the strategic direction of the WAFL, overseeing the conduct of the WAFL Management Committee, and providing a forum for Football issues and consideration of policy for the WAFL.

## **Committees**

### **Article 16**

16.1 Subject to this Constitution and the Rules a Committee may determine its own procedure and may elect a chair of its meetings. If no such chair is elected or if at any meeting the chair is not present within 10 minutes after the time appointed for holding the meeting, the members of the Committee present may choose one of their number to be chair of the meeting.

- 16.2 A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members of the Committee present and in the case of an equality of votes the motion shall fail.
- 16.3 A Committee will keep minutes of its meetings and forward those minutes to the Board within a reasonable time of each meeting.

## **Validation**

### **Article 17**

- 17.1 All acts done by a meeting of the Board or of a Committee or by any person acting on behalf of the Board shall notwithstanding any defect in the constitution of the meeting or the appointment of any person acting as aforesaid be valid if ratified by the Board.

## **Chief Executive**

### **Article 18**

- 18.1 The Board may appoint a Chief Executive of the Commission for such period and on such terms as it thinks fit and subject to the terms of any agreement entered into in any particular case the Board may revoke any such appointment.
- 18.2 The Chief Executive shall be entitled to notice of and to attend and subject as hereinafter excepted to take part in all meetings of the Board and of Committees, unless otherwise determined by the Board.
- 18.3 The duties of the Chief Executive shall be to attend at all meetings of the Board and at all other meetings at which the Chief Executive's attendance is by this Constitution required or at which the Chief Executive's attendance is required by the Board and to generally supervise the day to day running of the Commission and of Football in Western Australia on behalf of the Board and to comply with all directives from time to time given to him or her by the Board. In addition the Chief Executive shall be responsible to the Board for the proper performance of their duties by all employees of the Commission and for advice to the Board as to the best means of administering and promoting the affairs of the Commission.
- 18.4 The Chief Executive shall not be a Commissioner while that person holds the office of Chief Executive.

## **Secretary and other Officers**

### **Article 19**

- 19.1 The Board may appoint a Secretary and other officers of the Commission who shall carry out such duties as are specified by this Constitution or determined by the Board or the Chief Executive. In the performance of their duties such persons shall be under the control of and shall comply with the directions of the Chief Executive.

## **General Meetings**

### **Article 20**

- 20.1 The Board shall convene three combined meetings in each calendar year of the Members.
- 20.2 The purpose of each meeting shall be to present to the attendees a review of the operations of Football in Western Australia and to provide them with the opportunity to discuss matters of interest relating to the administration and development of Football.

- 20.3 Notice of every general meeting must be given to every Member and Commissioner in accordance with Article 27. No other person is entitled to receive notice of meeting except any person authorised by the Commission.
- 20.4 The procedures of the meetings of Members (including but not limited to any meeting referred to in Article 20.1) shall be as follows.
- (a) The meeting shall be held at the time and place set out in the notice of meeting given in accordance with Articles 21.1 and 27.2.
  - (b) Subject to Article 20.4(c), the Chair shall chair the meeting.
  - (c) If the Chair is not present within 15 minutes after the time fixed for the meeting or is unwilling or unable to act, the Ordinary Members present shall select one of their number to chair the meeting.
  - (d) Formal minutes of general meetings must be kept and signed by the relevant chairperson of the general meeting.
  - (e) The Board may determine additional procedures for general meetings or a particular general meeting.
  - (f) The chair of a general meeting must conduct the meeting in a proper and orderly way.
- 20.5 The quorum for general meetings of Members shall be 50% of the Members by number entitled to vote at a general meeting.
- 20.6 If after 15 minutes from the time fixed for a general meeting a quorum is not present, the meeting is to stand adjourned until the same day and time in the following week at the same place.
- 20.7 If after 15 minutes from the time fixed for a meeting adjourned under Article 20.6 a quorum is not present, the Members present (being at least 3) will constitute a quorum.
- 20.8 One of the meetings referred to in Article 20.1 must be held in December each year if practicable after the election of Commissioners in accordance with Article 7 has been completed.

## **Annual General Meetings**

### **Article 21**

- 21.1 One of the meetings held in accordance with Article 20.1 shall be a meeting held not later than 28 February in each year of which at least 30 days' notice in writing shall be given and shall be called the Annual General Meeting.
- 21.2 The Board shall arrange for minutes to be kept of the proceedings of each Annual General Meeting and each meeting held in accordance with Article 23.1.
- 21.3 An item of business at the Annual General Meeting shall be to confirm the minutes of the last preceding Annual General Meeting and of any meeting held in accordance with Article 23.1 since that meeting.
- 21.4 The Commission shall present to the Annual General Meeting its report for the financial year of the Commission ending on the previous 31 October incorporating the audited accounts and balance sheet of the Commission copies of which shall be provided at least 7 days prior to the meeting.

## **Voting of Nominee Members**

### **Article 22**

- 22.1 Votes cast on all resolutions of the Commission (which, for the avoidance of doubt, does not include any vote that is expressed to be calculated by reference to Annexure A), must be allocated in accordance with Annexure B.
- 22.2 Only the Nominee Members (and not the Ordinary Members) present in person or by proxy are entitled to vote on resolutions at general meetings (which includes the Annual General Meeting) of the Commission.

## **Other Meetings**

### **Article 23**

- 23.1 The Board may at any time convene a meeting of Nominee Members and Ordinary Members, upon such terms and conditions as it determines desirable.
- 23.2 At any time, 20% of Members by number may require that a meeting of Nominee Members and Ordinary Members be convened and upon receipt of such request the Board must convene such a meeting.
- 23.3 The Board must give notice of any meeting convened under this Article 23 in accordance with Article 27.2 and the meeting must be held within 30 days of receipt of that notice.

## **Auditors**

### **Article 24**

- 24.1 At each Annual General Meeting an auditor or auditors shall be appointed by an Ordinary Resolution of Nominee Members present at that meeting in person or by proxy. The auditors shall examine the books, accounts, receipts and other financial records of the Commission and may examine the books, accounts, receipts and other financial records of each Licensee or Sub-Licensee for the year in which they are appointed and compare the same with the annual accounts submitted by the Board. The auditors shall not later than 31 January in the year following that in which they were appointed, prepare and send to the Board a report as to the accuracy of the accounts and the financial position of the Commission. The auditors shall upon finding any deficiency in money or goods report the same immediately to the Board.

## **Finance**

### **Article 25**

- 25.1 All fines or other penalties imposed under or pursuant to this Constitution or the Rules shall be paid into the funds of the Commission.
- 25.2 The financial year of the Commission shall commence on the 1st November and end on the 31st October.
- 25.3 All revenue received by the Commission shall be paid into the funds of the Commission and shall be allocated in the manner determined by the Board. Financial assistance paid or given to Licensees participating in a competition conducted by the Commission shall be equal for all such Licensees unless the Board resolves that in the case of a particular Licensee or Licensees it is appropriate that additional financial assistance should be provided.

## **Default**

### **Article 26**

- 26.1 While any moneys payable by any WAFL Club or AFL Club to the Commission are overdue and at default for a period greater than 60 days, the Nominee Member appointed by that WAFL Club or AFL Club shall not be entitled to exercise any rights granted under this Constitution or the Rules, including but not limited to voting rights, unless the Board resolves otherwise.

## **Notices**

### **Article 27**

- 27.1 Any notice to be given for the purposes of this Constitution or the Rules may be given by post, facsimile or email and if so given will be deemed to have been received by the addressees:
- (a) if given by post, in the ordinary course of post;
  - (b) if given by facsimile, on the day following its transmission; and
  - (c) if given by email, subject to the sender not receiving a notification of non-delivery, at the time that the sender sends the email.

Notices to members, players and Officials of Licensees and Sub-Licensees may be addressed to them care of the Licensee or Sub-Licensee.

- 27.2 Unless a longer period is required by this Constitution, at least 7 days' notice (exclusive of the day on which the notice is given or deemed to be given but inclusive of the day for which the meeting is convened) of any meeting of Members (including but not limited to any meeting referred to in Article 20.1) shall be given in writing to all the Members entitled to receive notices of meetings of members in the manner determined by the Board from time to time save and except where a Special Resolution is proposed in which case at least 21 days' notice must be given. All such notices must also specify any resolution proposed for the meeting.

## **Seal**

### **Article 28**

- 28.1 The Board shall provide for the safe custody of the seal, which shall only be used by authority of the Board, or of a committee of the Board authorised by the Board in that regard, and every instrument to which the seal is affixed shall be signed by a Commissioner and shall be countersigned by the Chief Executive or by a second Commissioner or by some other person appointed by the Board for the purpose.

## **Review and Amendment of this Constitution**

### **Article 29**

- 29.1 The Commission may amend this Constitution by alteration, addition or rescission in accordance with the Act and this Article 29 but not otherwise.
- 29.2 Only the Nominee Members are entitled to vote on a proposed resolution to amend this Constitution.

- 29.3 The Board must ensure that:
- (a) notice of a general meeting, at which a resolution to amend this Constitution is to be proposed as a Special Resolution, is given in accordance with the Act and this Constitution; and
  - (b) all documents relating to the passing of a Special Resolution to amend this Constitution are lodged in accordance with the requirements of the Act.
- 29.4 This Constitution and the Rules bind every Member, Licensee, Sub-Licensee and Affiliated Association and the Commission to the same extent as if they had signed and sealed this Constitution and the Rules and agreed to be bound by all the provisions thereof.
- 29.5 The Board shall, every 7 years after 2016, institute an independent review of the provisions of this Constitution and propose any amendments it considers appropriate for the better operation of the Commission and promotion and development of Football.

## **Distribution of surplus property on winding up of Commission**

### **Article 30**

- 30.1 If, on the winding up of the Commission, any property of the Commission remains after satisfaction of the debts and liabilities of the Commission and the costs, charges, and expenses of that winding up, that property in the discretion of the Board, shall be distributed:
- (a) to another incorporated association having objects similar to those of the Commission; or
  - (b) for charitable purposes.

## **Rules**

### **Article 31**

- 31.1 The Board may from time to time make the Rules and amend or vary such Rules as it thinks fit and all such Rules shall bind Members and Licensees, Affiliated Associations and their respective Officials, committee members, players, members and umpires provided that in the event of inconsistency between such Rules and this Constitution the provisions of this Constitution shall prevail.

## **Disputes and Mediation**

### **Article 32**

- 32.1 The grievance procedure set out in this Article applies to disputes under these Articles between:
- (a) a Member and another Member; or
  - (b) a Member and the Commission; or
  - (c) if the Commission provides services to non-members, those non-members who receive services from the Commission, and the Commission.
- 32.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

- 32.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 32.4 The mediator must be:
- (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement:
    - (i) in the case of a dispute between a Member and another Member, a person appointed by the Board;
    - (ii) in the case of a dispute between a Member or relevant non-member (as defined by sub-rule (1)(c)) and the Commission, a person who is a mediator appointed to, or employed with, a not for profit organization.
- 32.5 A Member, who is not a party to the dispute, can be a mediator.
- 32.6 The mediator cannot be:
- (a) a Member who is a party to the dispute; or
  - (b) where the Commission is a party to the dispute, a Commissioner.
- 32.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 32.8 The mediator, in conducting the mediation, must:
- (a) give the parties to the mediation process every opportunity to be heard;
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 32.9 The mediator must not determine the dispute.
- 32.10 The mediation must be confidential and without prejudice.
- 32.11 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **Indemnity**

### **Article 33**

Every person who is or has been a Commissioner, Chief Executive, or other officer or employee of the Commission shall be entitled to be indemnified out of the property of the Commission against any liability incurred by that person while acting in good faith in that capacity (including any legal costs incurred in defending any civil or criminal proceedings, in which that person becomes involved by reason of his or her acting in that capacity) unless the Commission is prevented by law from giving that indemnity in a particular case, or the proceedings have been brought against that person by or on the complaint of the Commission.

**Annexure A: Allocation of Votes under Article 7.14**

<b>Voter</b>	<b>Percentage of Votes</b>	<b>Total No. of Votes (1)</b>
<b>Ordinary Members</b>	<b>20%</b>	<b>900</b>
<b>IPL</b>	<b>20%</b>	<b>900</b>
<b>FFC</b>	<b>20%</b>	<b>900</b>
<b>WAFL Clubs</b>	<b>30%</b>	<b>1350 (2)</b>
<b>Affiliated Associations</b>	<b>10%</b>	<b>450</b>
	<b>100%</b>	<b>4500</b>

Notes to Annexure A:

- (1) The total number of votes for each voter must be allocated equally for each vacancy on the Board. For example, if there are 3 vacancies to be filled, the Commission receives 300 votes for each vacancy (calculated as 900 divided by 3).
- (2) Each WAFL Club will receive an equal number of votes. For example, as at the date of adoption of this Constitution there are 9 WAFL Clubs and therefore each WAFL Club will receive 150 votes (calculated as 1350 divided by 9). Those 150 votes must be allocated equally by the relevant WAFL Club for each vacancy to be filled on the Board. For example, if there are 3 vacancies to be filled, each WAFL Club receives 50 votes for each vacancy (calculated as 150 divided by 3).

**Annexure B: Allocation of Votes for all Resolutions**

<b>Voter</b>	<b>Percentage of Votes</b>	<b>Total No. of Votes</b>
<b>WAFL Clubs</b>	<b>50%</b>	<b>90 (1)</b>
<b>IPL</b>	<b>25%</b>	<b>45</b>
<b>FFC</b>	<b>25%</b>	<b>45</b>
	<b>100%</b>	<b>180</b>

Notes to Annexure B:

(1) Each WAFL Club will receive an equal number of votes. For example, as at the date of adoption of this Constitution there are 9 WAFL Clubs and therefore, each WAFL Club receives 10 votes (being 90 divided by 9).