

UPDATED VERSION – DECEMBER 2021

South Fremantle Football Club Inc Constitution

Associations Incorporation Act (WA) 2015

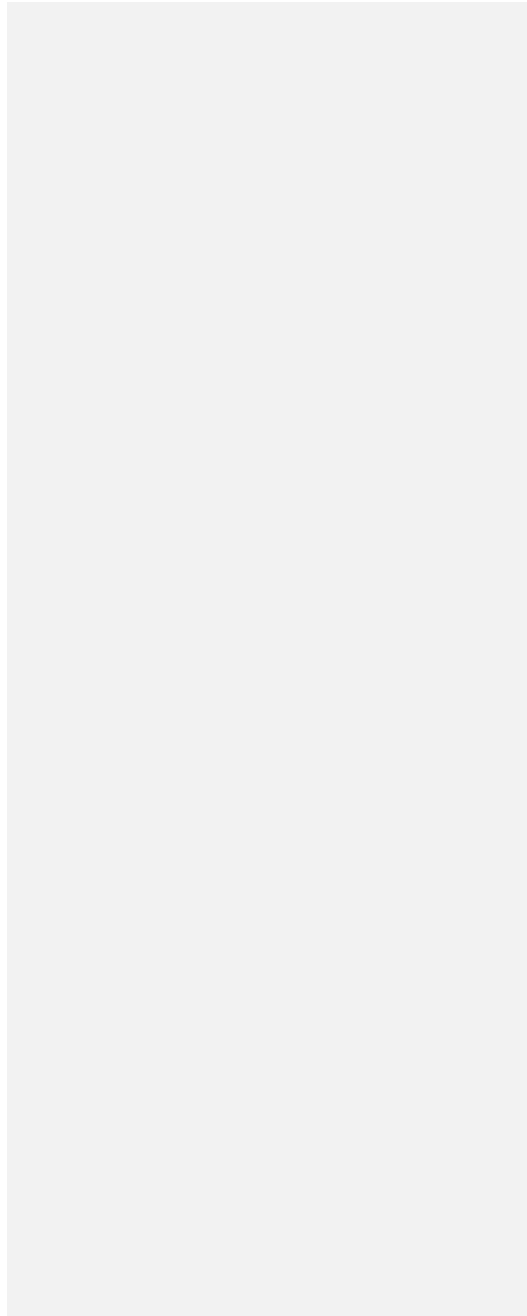


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South Fremantle Football Club Inc An Incorporated Association

1. The Club

- (a) The name of the incorporated association is the South Fremantle Football Club Inc (the **Club**).
- (b) The colours of the Club shall be red (PMS200) and white.

2. Definitions and interpretation

2.1 Definitions

The following definitions apply in this Constitution unless the context requires otherwise:

Act means the *Associations Incorporation Act 2015 (WA)* and any regulations made under that statute;

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Business Day means a day that is not a Saturday, Sunday, public holiday or bank holiday in Perth;

Board means the Board referred to in clause 13.1;

Board Member means a person appointed or elected to the Board from time to time, also referred to as a 'Director';

Board Register means the register maintained in accordance with section 58 of the Act;

Chairperson means the person appointed to the office of President of the Club from time to time, subject to clause 14.2(d);

Chief Executive Officer means a person appointed to the office of Chief Executive Officer of the Club from time to time;

Club means South Fremantle Football Club Inc, an incorporated association;

Commissioner means the person designated as the Commissioner from time to time under section 153 of the Act;

Constitution means this constitution as amended, supplemented or replaced from time to time;

Convene means to call together for a formal meeting;

Financial Records includes:

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

Financial Report means a financial report of a tier 3 association prepared in accordance with Part 5 of the Act and which consists of:

- (a) the Financial Statements for the relevant Financial Year;
- (b) the notes to the Financial Statements; and
- (c) the Board's declaration about the Financial Statements and notes;

Financial Statements means financial statements prepared in accordance with Division 3 of the Act;

Financial Year has the meaning given in clause 19.5;

General Meeting means a general meeting of the Members, and includes Special General Meetings and Annual General Meetings;

Life Member means a Member entered in the Register as a Life Member;

Liquor Act means the *Liquor Control Act 1988* (WA);

Member means a member of the Club entered in the Register;

Membership Fee has the meaning given in clause 6.4(a);

Objects means the objects of the Club as set out in clause 3(a);

Ordinary Member means a Member entered in the Register as an ordinary member;

Poll means voting conducted in written form (as opposed to a show of hands);

Present means, in connection with a meeting, a Member being present in person and includes being present at a different venue from the venue at which other Members are participating in the same meeting, providing the pre-requisites for a valid meeting at different venues are observed;

President means a person appointed to the office of president of the Club from time to time;

Register means the register of Members of the Club;

Special Resolution has the meaning given in clause 10.3;

Treasurer means a person appointed to the office of treasurer of the Club from time to time.

2.2 Interpretation

In this Constitution, unless the context requires otherwise:

- (a) the singular includes the plural and vice versa;
- (b) the headings are used for convenience only and do not affect the interpretation of this Constitution;
- (c) other grammatical forms of defined words or expressions have corresponding meanings;
- (d) a reference to a document includes the document as modified from time to time and any document replacing it;

- (e) the word "person" includes a natural person, partnership, body corporate, association, governmental or local authority, agency and any other body or entity whether incorporated or not;
- (f) the word "month" means calendar month and the word "year" means 12 months;
- (g) the words "written" or "in writing" include any communication sent by letter, or email or any other form of communication capable of being read by the recipient;
- (h) a reference to all or any part of a statute, rule, regulation or ordinance (**statute**) includes that statute as amended, consolidated, re-enacted or replaced from time to time;
- (i) a reference to any agency or body, if that agency or body ceases to exist or is reconstituted, renamed or replaced or has its powers or functions removed (**defunct body**), means the agency or body that performs most closely the functions of the defunct body; and
- (j) any expression in a provision of this Constitution that relates to a particular provision of the Act has the same meaning as in that provision of the Act.

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2.3 Compliance with the Act

This Constitution is subject to the Act, which overrides any clause in this Constitution that is inconsistent or not permitted by the Act.

2.4 Transitional

Everything done under this Constitution of the Association continues to have the same operation and effect after the adoption of any successor Constitution as if properly done under that Constitution.

3. Objects and powers of the Club

- (a) The objects of the Club are:
 - (iii) To foster the Australian National game of Football and to provide facilities for the playing of the game and to encourage and promote such game of football and any other athletic game or athletic sport in which human beings are the sole participants.
 - (iv) To promote community interest, involvement and awareness about the Club and all of its activities.
 - (v) To acknowledge the Traditional Owners of the lands upon which the Club plays and to honour the contribution of the First Nations Peoples to the formation, development and celebration of the game.
 - (vi) To support social, cultural and gender diversity across the Club.
 - (vii) To acquire, develop and maintain premises for the benefit of all Members and their guests.
 - (viii) To encourage and assist all Members to enjoy the benefits of being a Member whilst doing so in a respectable and good sportsman-like manner.

- (ix) To provide opportunities for all Members to become involved in the normal activities of the Club and provide access of benefits to all Members.
 - (x) To obtain sponsorship and funding for the sole purpose of covering the expenses of the day-to-day activities of the club and to improve the Club's facilities.
- (b) The Club has all the powers of an incorporated association under the Act. The Club may only use its powers to do:
- (i) anything which it considers will advance or achieve the Objects; and
 - (ii) all other things that are incidental to carrying out the Objects.
 - (iii) To apply or obtain and renew from time to time a club license under the Liquor Control Act 1988 and its amendments.

4. Not for profit

- (a) All property and income of the Club must be applied solely towards promoting the Objects of the Club, and no part of the Club's property or income may be paid or otherwise distributed, directly or indirectly to any Member, except in good faith in promoting the Objects.
- (b) A payment may be made (directly or indirectly) to a Member out of the funds of the Club only if it is authorised under clause 4(c).
- (c) A payment to a Member out of the funds of the Club is authorised if it is:
 - (i) the payment in good faith to that Member of reasonable remuneration for services provided to the Club; or reasonable compensation for goods supplied to the Club in the ordinary course of business;
 - (ii) the payment of interest on money borrowed from a Member by the Club, at a rate not exceeding the cash rate published from time to time by the Reserve Bank of Australia;
 - (iii) the payment of reasonable rent to the Member for any premises leased by the Member to the Club; or
 - (iv) the reimbursement of reasonable expenses properly incurred by a Member on behalf of the Club.

5. Affiliation

- (a) The Club participates in the Western Australian Football League (WAFL) competition organised by the West Australian Football Commission Inc. (WAFC). The Club is formally affiliated with the WAFC and acknowledges it as the peak governing body for football in Western Australia.
- (b) In pursuing its objects, the Club will co-operate with the WAFC to promote the WAFC's strategic goals relating to engagement, talent and sustainability for football in Western Australia.

6. Membership of the Club

The Club's membership is all those Members who appear on the Register of Members. The Register of Members will close on the 31st day of October of any one year.

6.1 Membership classes

- (a) The membership of the Club consists of:
- (i) Ordinary Members;
 - (ii) Life Members;
 - (iii) Lifetime Members; and
 - (iv) such other classes of Members as may be established from time to time in accordance with clause 6.1(b).
- (b) Subject to the Act, and without derogating from the rights of existing Members, the Board may by resolution create additional classes of associate membership of the Club and determine the eligibility criteria, rights and obligations of those associate members.

6.2 Eligibility for membership

- (a) Ordinary Members

To be eligible to apply for membership as a Member, a person must:

- (i) be a natural person aged 18 years or over; and
- (ii) support the Objects of the Club.

- (b) Life and Lifetime Member,**

- (i) Criteria for determining and award Life Member and Lifetime Member status is detailed in the Terms of Reference for the Life Membership Committee. Nominees for Life and Lifetime membership are to be provided by the Life Member Committee to the Board for approval no later than the October Board meeting each year.**
- (ii) Following ratification by the Board, nominees for Life and Lifetime membership will be recommended by the Board for approval by Members at the Annual General Meeting. In accordance with the Constitution, such nominated person or persons are to be elected by a three-fourths majority of those present at the Annual General Meeting**

- ~~(c) Lifetime Member~~

6.3 Applying for membership as an Ordinary Member

- (a) Every application for membership as an Ordinary Member must:
- (i) be on a written form or electronic form approved by the Board for that purpose and signed by the applicant; and
 - (ii) be submitted to the Chief Executive Officer or in any other way approved by the Board.

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Deleted: Any persons who have rendered especially meritorious direct services to the Club may on recommendation by the Board to the members at the Annual General Meeting be appointed Life Members of the Club. It shall be necessary that such person or persons be elected by a three-fourths majority with not less than twenty-five (25) Members voting at an Annual General Meeting of the Club. Life Members of the Club shall be persons who have attained the age of eighteen (18) years of age, and after election shall be exempted from payment of any portion of the annual subscription. Not more than three (3) Life Members of the Club shall by authority of this Rule be elected a Life Member of the Club in any one calendar year and enjoy the same privileges as shall Life Members of the Club appointed pursuant to this Rule. ¶

A playing Member of the Club who has: ¶
played 150 League games for the Club; ¶
played a combined minimum of 180 League games of which: ¶

a minimum of 120 League games have been played for the Club or a combination of the Club and Western Australia ("the state") whilst representing the Club, and ¶
the balance being games for an Australian Football League Club(s). ¶

shall without limiting the number of Ordinary Members who may be recommended by the Board to the Members in Annual General Meeting for election as a Life Member of the Club shall also be recommended by the Board to the Members in Annual General Meeting to be elected a Life Member in the same manner and on the same terms and conditions as are therein before specified to apply to Ordinary Members. ¶

Such provisions shall apply retrospectively as from recommencement of the West Australian Football Senior League Competition, from and including year 1945. ¶

Deleted: <#>Any person who has completed a period of fifty (50) years as a member becomes eligible for Lifetime Membership. ¶

Any player who: ¶
made his league debut for the South Fremantle Football Club 50 or more years ago; and ¶
played 50 or more league games for the South Fremantle Football Club; and ¶
was not cleared to play for any other WAFL club; and ¶
who is not deceased or who is not already a Life Member or a Lifetime Member, and ¶
upon the favourable recommendation of the Board is eligible for Lifetime Membership. ¶
After election, Lifetime Members shall be exempted from payment of any portion of the annual subscription. ¶

- (b) The Board will consider membership applications and, in its discretion, may approve or reject an application, without giving reasons.
- (c) An applicant whose membership application has been approved will not become a Member until the Club has:
 - (i) received payment of the required Membership Fee; and
 - (ii) the applicant's details are entered in the Register in accordance with clause 8.1.

6.4 Membership Fees

- (a) The Board must determine the Membership Fees from time to time applicable to each Member, including (but not limited to):
 - (i) an entrance fee for Membership; and
 - (ii) a subscription fee.
- (b) The Board may:
 - (i) set different Membership Fees for different Members, including (but not limited to) different Membership Fees (or no Membership Fees) for Members who are Club players; and
 - (ii) in its absolute discretion waive all, or part of, a Membership Fee payable by any particular Member.
- (c) Membership Fees are payable in advance by the date directed by the Board from time to time.
- (d) If any amount owing under this clause 6.5 remains unpaid for a period of twenty eight (28) days after it falls due, then the Member will at the end of the period automatically and without further notice cease to be a Member.
- (e) The Board may, in its absolute discretion, reinstate the Member on payment of all arrears of amounts owing.

6.5 Membership obligations and rights

- (a) Every Member undertakes to the best of their ability to:
 - (i) comply with this Constitution and any regulations, policies or standards of the Club in force from time to time; and
 - (ii) promote the Objects, interests and standing of the Club.
- (b) Ordinary Members have all the rights provided to Members under this Constitution, including (but not limited to) the right to:
 - (i) receive notices from the Club;
 - (ii) attend, request the convening of and vote at all General Meetings of the Club; and
 - (iii) be elected or appointed to the Board and any Boards of the Club.

Deleted: <#>Membership as a Life Member
The Board may nominate a person who is eligible in accordance with clause 6.2(b) for Life Membership. **¶** Nominations for Life Membership must be considered at a General Meeting and will be approved if a Special Resolution is passed approving the nomination in accordance with clause 6.2(b).**¶**

- (c) Life Members and Lifetime Members:
 - (i) are not required to pay Membership Fees.
- (d) Any other class of associate member created in accordance with clause 6.1(b) will have the rights given to them in accordance with the resolution referred to in clause 6.1(b).

6.6 Liability of Members

- (a) The liability of Members is limited to payment of their Membership Fees in accordance with clause 6.5.
- (b) A Member is not liable, by reason of their Membership, for the liabilities of the Club or the cost of winding up the Club.

6.7 No transfer of membership

A right, privilege or obligation of a person by reason of Membership:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon the cessation of Membership.

7. Ceasing to be a Member

7.1 When a Member ceases to be a Member

A Member will cease to be a Member:

- (a) if the Member resigns by verbal notice or notice in writing to the President or Chief Executive Officer, on the date that the notice is received by the Chief Executive Officer or President, or any later date specified in the notice;
- (b) in the case of a Life Member, if a special resolution referred to in clause 7.3 is passed;
- (c) in the case of an Ordinary Member or a Lifetime Member (or any additional class of associate member created in accordance with clause 6.1(b)), if their membership is revoked in accordance with clause 7.2; or
- (d) if the Member dies.

7.2 Revocation of membership

- (a) Subject to this clause 7, the Board may at a Board meeting resolve to revoke a Member's membership if in its opinion:
 - (i) the Member's status or conduct is detrimental to the Objects, interests or standing of the Club, including (without limitation) if the Member has brought the Club or the sport of Australian Rules Football into disrepute;
 - (ii) the Member has failed to comply with this Constitution or any regulations, policies or standards of the Club; or
 - (iii) the Member no longer meets the applicable criteria for membership in clause 6.2(a).

- (b) At least 28 days before the Board meeting referred to in clause 7.2(a) (**Revocation Meeting**), the Chief Executive Officer must give written notice to the Member:
 - (i) of the proposed revocation of membership and the reasons for that revocation;
 - (ii) of the date, time and place of the Revocation Meeting; and
 - (iii) informing the Member that the Member may attend the Revocation Meeting and will be given a full and fair opportunity to make oral and written submissions to the Board.
- (c) At the Revocation Meeting, the Board must:
 - (i) give the Member a reasonable opportunity to make oral submissions and must give reasonable consideration to any written submissions; and
 - (ii) determine whether the Member's membership should be revoked.

7.3 Revocation of Life Membership

- (a) The Board may at a Board meeting resolve to propose a Special Resolution to Members at a General Meeting to revoke a Life Member's membership if in its opinion:
 - (i) the Life Member's status or conduct is detrimental to the Objects, interests or standing of the Club, including (without limitation) if the Life Member has brought the Club or the sport of Australian Rules Football into disrepute; or
 - (ii) the Life Member has failed to comply with this Constitution or any regulations, policies or standards of the Club.
- (b) At least 28 days before the General Meeting at which the Special Resolution referred to in clause 7.3(a) is to be proposed (**Revocation Meeting**), the Chief Executive Officer must give written notice to the Life Member:
 - (i) of the proposed revocation of membership and the reasons for that revocation;
 - (ii) of the date, time and place of the Revocation Meeting; and
 - (iii) informing the Life Member that the Life Member may attend the Revocation Meeting and will be given a full and fair opportunity to make oral and written submissions to the Members.
- (c) The Chairperson must give the Life Member a reasonable opportunity to submit written submissions to Members prior to the Revocation Meeting; and a reasonable opportunity to make oral submissions at the Revocation Meeting, before the Special Resolution is voted on by Members.

7.4 Consequences of ceasing to be a Member

Any person ceasing to be a Member:

- (a) will have their name removed from the Register;
- (b) is not entitled to any refund (or part refund) of any Membership Fee paid;
- (c) will remain liable for and must pay to the Club all fees and any other amounts which were due to the Club at the date they cease to be a Member; and

- (d) who has been refused membership of the Club, or who is under suspension or expulsion from the Club, shall not be admitted as a guest of any Member of the Club.

8. Register of Members

8.1 Maintaining the Register of Members

- (a) The Chief Executive Officer (or any person authorised by the Board) must keep and maintain a Register in accordance with section 53 of the Act, containing:
 - (i) the name and residential, postal or email address of each Member;
 - (ii) the class of membership of each Member (if applicable);
 - (iii) the date on which each Member's name was entered into the Register;
 - (iv) the name and date of appointment of each Representative; and
 - (v) for a period of one year after a person ceases to be a Member, the date on which the person ceased to be a Member and the reason for the cessation.
- (b) Any change in the membership of the Club must be recorded in the Register within 28 days.

8.2 Inspecting and copying the Register

- (a) The Register is available for inspection free of charge by any current Member upon written request to the Chief Executive Officer.
- (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 full 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 Club, only and if satisfied, the Board in its absolute discretion, may approve or refuse such application.
- (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 Club; or
 - (ii) relates to the administration of the Act.

9. General meetings

9.1 Annual General Meetings

- (a) The Board must, before the 31st day of October in each year, determine the place, date and time for the holding of the Annual General Meeting of the Club. The date of the Annual General Meeting shall be not later than the 15th day of December.

9.2 Business at Annual General Meeting

Even if these items are not set out in the notice of meeting, the business of an Annual General Meeting must include:

- (a) reviewing the Club's activities and finances since the last preceding Annual General Meeting;
- (b) confirming the minutes of the last preceding Annual General Meeting and of any other General Meeting held since the last Annual General Meeting;
- (c) receiving and considering:
 - (i) the Board's Annual Report on the Club's activities during the preceding financial year;
 - (ii) the Financial Statements of the Club for the preceding financial year presented under Part 5 of the Act;
 - (iii) if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or the auditor's report on the Financial Statements or Financial Report (as applicable);
- (d) electing Board Members;
- (e) appointing the auditor and fixing their remuneration; and
- (f) transacting any other business which under this Constitution or the Act may properly be brought before the meeting.

9.3 Special General Meetings

- (a) The Board may at any time convene a General Meeting.
- (b) The Board must convene a General Meeting if the following requirements are met:
 - (i) the request is made by at least twenty per centum (20%) of Members eligible to vote at a General Meeting;
 - (ii) the request is in writing, signed by all the Members making the request, and states the business to be conducted at the General Meeting; and
 - (iii) the request is lodged with the Chief Executive Officer or as otherwise directed by the Board.
- (c) On receipt of a request from Members under clause 9.3(b), the Board must:
 - (i) hold the General Meeting within two (2) months of the date of the request; and
 - (ii) give all Members twenty one (21) days' notice of the General Meeting.
- (d) Subject to the Act, the Board may cancel or postpone any General Meeting or change its venue by giving notice to all persons to whom the notice of the original meeting was given, but may not cancel a General Meeting which was called or requested by Members, without the prior written consent of those Members.

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9.4 Notice of General Meetings

- (a) Notice of every General Meeting must be given in the manner authorised by clause 9.6 to:
 - (i) every Member;
 - (ii) every Board Member; and
 - (iii) any auditor of the Club.
- (b) No other person is entitled to receive notice of a General Meeting, except any person authorised by the Board.
- (c) Notice of General Meetings (including Annual General Meetings) must be provided to Members:
 - (i) Not less than twenty eight (28) days before any General Meeting at which a Special Resolution is proposed; and
 - (ii) **Not less than twenty one (28) days before any other General Meeting.**
- (d) Subject to clause 9.4(e), shorter notice of General Meetings (including Annual General Meetings) may be provided if:
 - (i) for an Annual General Meeting, all the Members entitled to vote at the Annual General Meeting agree prior to the Annual General Meeting; and
 - (ii) for any other General Meeting, Members holding at least ninety-five per centum (95%) of the votes that may be cast at the General Meeting agree prior to the General Meeting.
- (e) The Club cannot call a General Meeting or Annual General Meeting on shorter notice than that specified in clause 9.4(c) if a resolution will be moved at the meeting to:
 - (i) appoint or remove a Board Member; or
 - (ii) remove an auditor.

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9.5 Content of notice of General Meetings

The notice of General Meeting must:

- (a) specify the place, date and time for the General Meeting (and, if the meeting is to be held in two (2) or more places in accordance with clause 9.9, the technology that will be used to facilitate this);
- (b) state the general nature of the business to be transacted at the General Meeting; and
- (c) (if a Special Resolution is to be proposed at the General Meeting) set out an intention to propose the Special Resolution and state the resolution.

9.6 How notice to be given

- (a) Notices of meetings, may be given by the Club to any Member by:
 - (i) advertising on the club's social medial platforms, and/or in "The West Australian" newspaper or such other newspaper;

- (ii) serving it on the Member personally; or
- (iii) sending it by post to the Member's nominated address; or
- (iv) sending it by email to an email address nominated by the Member, or by any other electronic means nominated by the Member; or
- (v) giving it by any other means permitted or contemplated by the Act.

9.7 When notice is given

A notice is deemed to be given by the Club and received by the Member:

- (a) when placed on the club's social media platforms and/or in "The West Australian" newspaper or other such newspaper;
- (b) if delivered in person, when delivered to the Member;
- (c) if posted, on the day after the date of posting to the Member, whether delivered or not;
or
- (d) if sent by email or other electronic means, on the day after the date of its transmission,

but if the delivery or receipt is on a day which is not a Business Day or is after 4.00 pm (addressee's time), it is deemed to have been received at 9.00 am (addressee's time) on the next Business Day.

Deleted: <#>if sent by facsimile transmission, on the day after the date of its transmission; or

9.8 Failure to give notice

Any resolution passed at a General Meeting is not invalidated by:

- (a) the accidental omission to give notice of a General Meeting to any Member or non-receipt of that notice by a Member.

9.9 Use of technology

- (a) The Club may hold a General Meeting (including an Annual General Meeting) at two or more venues using any technology that gives Members a reasonable opportunity to participate, provided that arrangements are made at each venue for the recording of all votes cast.
- (b) The General Meeting is taken to be held where the Chairperson of the General Meeting conducts the General Meeting. All proceedings conducted in accordance with this clause 9.9 are as valid as if conducted at a single gathering of a quorum of those entitled to be present.

9.10 Quorum

- (a) No business may be transacted at a General Meeting unless a quorum of Members eligible to attend and vote at the General Meeting is present at the time when the meeting proceeds to business.
- (b) Except as otherwise provided in this Constitution, forty (40) Members eligible to attend and vote at the General Meeting is required to constitute a quorum.

9.11 If a quorum not present

If a quorum is not present within thirty (30) minutes after the time appointed for the General Meeting in the notice:

- (a) where the meeting is convened on the requisition of Members, the meeting must be automatically dissolved and no further business conducted; and
- (b) in any other case:
 - (i) the meeting stands adjourned to a day and at a time and place as the Board decides or, if no decision is made by the Board, to the same day in the next week at the same time and place; and
 - (ii) if no quorum is present at the resumed meeting within thirty (30) minutes after the time appointed for the meeting, the Members present at the resumed meeting will be taken to constitute a quorum.

9.12 Adjournments

- (a) The Chairperson may, and must if directed to do so by the General Meeting, adjourn a General Meeting from time to time and from place to place.
- (b) Only business left unfinished at the meeting which was adjourned may be transacted at a meeting resumed after an adjournment.
- (c) A resolution passed at a meeting resumed after an adjournment is passed on the day it was in fact passed.
- (d) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting must be given as in the case of the original meeting. In all other cases it is not necessary to give notice of the adjourned meeting.

10. Voting at General Meetings

10.1 Voting rights

- (a) At General Meetings each Member entitled to attend and vote in accordance with this Constitution:
 - (i) has one vote on a show of hands or on a poll; and
 - (ii) may attend and vote in person, by post or electronic polling.
- (b) A Member ordinarily entitled to vote is not entitled to vote if his or her Membership Fee is more than twenty eight (28) days in arrears at the commencement of the relevant General Meeting, unless the Board resolves otherwise.

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10.2 Members' resolutions

- (a) A resolution put to the vote at a General Meeting must be decided by a majority of votes cast by the Members present at the General Meeting, except where this Constitution or otherwise by-law states the resolution is required to be a Special Resolution.
- (b) A resolution put to the vote at a General Meeting must be decided on a show of hands unless a poll is demanded in accordance with clause 10.4.

- (c) In the case of an equality of votes on a show of hands or on a poll, the Chairperson of the relevant General Meeting has a casting vote, in addition to any vote that the Chairperson may otherwise be entitled.
- (d) A declaration by the Chairperson that a resolution has on a show of hands been carried or lost and an entry to that effect in the minutes of the meeting is conclusive evidence of that fact. Neither the Chairperson nor the minutes of the meeting need to state the number or proportion of the votes recorded in favour or against the resolution.

10.3 Special Resolutions

A Special Resolution is a resolution passed by the Club in accordance with section 51 of the Act:

- (a) at a General Meeting, by the votes of not less than three-fourths of the Members present and eligible to vote at the General Meeting; or
- (b) by not less than three-fourths of the votes cast in accordance with clause 10.6.

10.4 Voting by poll

- (a) A poll may be demanded by:
 - (i) the Chairperson;
 - (ii) at least three (3) Members present entitled to vote on the resolution.
- (b) A poll may be demanded:
 - (i) before a vote is taken; or
 - (ii) before or immediately after the voting results on a show of hands are declared.
- (c) The demand for a poll may be withdrawn.
- (d) Subject to clause 10.4(e), if a poll is demanded, it is to be taken in the manner and at the time the Chairperson directs.
- (e) A poll demanded on the election of a Chairperson or on a question of adjournment must be taken immediately.
- (f) The result of the poll will be the resolution of the meeting at which the poll was demanded.
- (g) The demand for a poll does not prevent a General Meeting from proceeding with any other business.

10.5 Objection to qualification to vote

- (a) An objection to a person's right to vote at a General Meeting:
 - (i) may only be raised at the General Meeting or adjourned meeting at which the vote objected to is tendered; and
 - (ii) must be determined by the Chairperson of the meeting, whose decision is final.
- (b) A vote allowed after an objection is valid for all purposes.

10.6 Direct voting

- (a) The Board may determine that, at any General Meeting, a Member who is entitled to attend and vote on a resolution at that meeting is entitled to vote by direct vote in respect of that resolution. A direct vote includes a vote delivered to the Club by post or any other means approved by the Board, subject to compliance with the Act.
- (b) Where clause 10.6(a) applies, the notice of meeting must indicate that direct voting is available at the relevant meeting or on particular resolutions.
- (c) The Board may prescribe procedures in relation to direct voting, including (without limitation):
 - (i) specifying the form, method and timing of casting a direct vote at a meeting for the vote to be valid; and
 - (ii) the circumstances in which a direct vote may be withdrawn by the Member or deemed withdrawn.

10.7 Electronic Polling

- (a) The Board may permit a resolution to be decided partly or wholly by electronic polling.
- (b) Electronic polling includes online surveys, email voting or any other method approved by the Board.

10.8 Limitations to Electronic Polling

- (a) A proxy cannot be appointed for electronic polling.

11. Minutes

- (a) The Board must cause minutes to be made of:
 - (i) proceedings and resolutions of General Meetings and resolutions passed by Members without a meeting;
 - (ii) all appointments of Board Members and any other officers of the Club;
 - (iii) proceedings and resolutions of Board meetings and Board Committee meetings and resolutions passed by the Board without a meeting,and retain the minutes in a minute book or electronic equivalent for a period of at least ten (10) years or such other period as may be required under the Act.
- (b) The Club must ensure that minutes are signed within a reasonable time after the date of the meeting or of the resolution being passed by:
 - (i) the Chairperson of the meeting; or
 - (ii) the Chairperson of the next meeting; or
 - (iii) in the case of a resolution without a meeting, a Board Member.
- (c) In the absence of evidence to the contrary, contents of the minute book that is recorded and signed in accordance with this clause 11 is evidence of the matters shown in the minute.

12. Resolving disputes

12.1 Application of disputes procedure

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

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

12.2 Disputes procedure

- (a) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all parties. In the case of a dispute involving the Club, the President or another Board Member nominated by the President will represent the Club.
- (b) If the parties are unable to resolve the dispute within the fourteen (14) day period specified in clause 12.2(a), either party may initiate the dispute resolution procedure by giving a written notice to the Chief Executive Officer identifying the parties to the dispute and the subject of the dispute.
- (c) Within twenty-eight (28) days of receipt of a notice under clause 12.2(b), a Board meeting must be convened to determine the dispute.
- (d) The Chief Executive Officer must give the parties to the dispute at least seven (7) days' prior written notice of the date, time and place of the Board meeting. The notice must inform the parties that they (or their Representative) may attend the Board meeting and will be given a full and fair opportunity to make oral and written submissions to the Board.
- (e) At the Board meeting, the Board must:
 - (i) give each party to the dispute, or the party's Representative, a fair opportunity to make oral submissions and must give reasonable consideration to any written submissions; and
 - (ii) determine the dispute.
- (f) Written notice of the Board's decision regarding the dispute must be given to all parties to the dispute within seven (7) days after the Board meeting.

12.3 If dispute resolution results in decision to suspend or expel being revoked

If a disputes procedure under this clause 12 takes place concerning the revocation of a Member's membership and the result of the disputes procedure is that the Member's membership is reinstated, that revocation decision does not affect the validity of any decision made at a Board meeting or General Meeting during the period in which the Member's membership was purported to be revoked.

13. Board

13.1 The Board

The affairs of the Club will be managed by a Board (**Board**). The Board will consist of seven (7) (including the President) Member elected Directors and up to a further two (2) Directors appointed by the Member elected Board.

(a) The Board is to appoint:

(i) a President;

(ii) a Vice President;

(iii) a Treasurer;

(iv) any other office holders designated by the Board from time to time.

13.2 Powers of the Board

- (a) The Board is responsible for managing the business of the Club and may exercise all powers of the Club which are not required by the Act or this Constitution to be exercised by the Club in a General Meeting.
- (b) Without limiting the generality of clause 13.2(a), the Board may exercise all the powers of the Club to:
- (i) appoint a Treasurer who if not an elected/co-opted member of the Board, shall not have voting rights on the Board;
 - (ii) appoint and/or dismiss the Club Chief Executive Officer;
 - (iii) acquire, hold, deal with, and dispose of any real or personal property;
 - (iv) open and operate bank accounts;
 - (v) borrow money on such terms and conditions as the Board thinks fit;
 - (vi) invest money on such terms and conditions as the Board thinks fit;
 - (vii) grant security for the discharge of liabilities and obligations of the Club;
 - (viii) appoint agents to transact business on behalf of the Club;
 - (ix) enter into any contract or arrangement in support of the Objects;
 - (x) elect a Club Patron and Vice-Patron or Vice-Patrons;
 - (xi) appoint Club Representatives to the West Australian Football League; and
 - (xii) appoint Trustees.

13.3 Payments to Board Members

- (a) The Club must not pay fees to a Board Member for acting as a Board Member.

14. Responsibilities of Board Members

14.1 Responsibilities of Board Members and declaring interests

- (a) Each Board Member must exercise his or her powers and discharge his or her duties as Board Member in accordance with the Act and all applicable laws.
- (b) A Board Member who has a material personal interest in a matter which is or will be considered at a Board meeting must:
 - (i) as soon as the Board Member becomes aware of the interest, disclose to the Board the nature and extent of the interest and how the interest relates to the activity of the Club;
 - (ii) not be present while the matter is being considered at the Board meeting or vote on the matter; and
 - (iii) ensure the nature and extent of the interest and how the interest relates to the activity of the Club is disclosed at the next General Meeting.
- (c) Clause 14.1(b) does not apply to any material personal interest that exists only because the Board Member:
 - (i) is a member of a class of persons for whose benefit the Club is established; or
 - (ii) that the Board Member has in common with all, or a substantial proportion of, the Members.

14.2 President

- (a) Subject to this clause 14.2, the President will chair Board meetings and General Meetings.
- (b) Where a Board meeting is held and the President is not present or declines to act as chair, the Board Members present must elect one of their number to chair the meeting.
- (c) Where a General Meeting is held and the President is not present or declines to act as chair, the Members present must elect a Board Member present to chair the meeting.
- (d) In this constitution, references to the Chairperson are references to the President, or where a person is appointed to chair a meeting under clause 14.2(b) or 14.2(c), in relation to that meeting, references to the Chairperson in this Constitution include a reference to that person.

14.3 Treasurer

The Treasurer's duties include:

- (a) coordinating the collection of amounts payable to the Club, crediting them to the appropriate account of the Club and issuing receipts on behalf of the Club;
- (b) paying out the funds of the Club in accordance with authority from the Board or the Members;
- (c) ensuring the Club complies with all financial reporting obligations imposed on it under the Act, including (but not limited to):

- (i) keeping and retaining Financial Records in accordance with Division 2 of Part 5 of the Act;
 - (ii) coordinating the preparation of the Club's Financial Report or Financial Statements in accordance with the applicable requirements of Division 3 of Part 5 of the Act, for submission to Members at the Annual General Meeting;
 - (iii) providing any assistance required by an auditor of the Club's Financial Report or Financial Statements (as applicable);
 - (iv) unless the Board resolves otherwise, being responsible for the secure custody of the Club's Financial Records, Financial Reports and Financial Statements (as applicable), for at least seven (7) years after their creation;
- (d) reporting to the Board on the financial status and performance of the Club; and
- (e) generally performing all duties incidental to the office of treasurer and such other duties as may be assigned to him or her by the Board from time to time.

14.4 Chief Executive Officer

The Chief Executive Officer's responsibilities include:

- (a) preparing notices of meeting for Board meetings and General Meetings;
- (b) keeping the minutes, or delegating the keeping of minutes, of Board meetings and General Meetings;
- (c) maintaining the Register in accordance with section 53 of the Act and clause 8.1; and providing for Members to inspect the Register and take copies in accordance with the Act and clause 8.2;
- (d) recording in the relevant minutes disclosures of material personal interests of Board Members made at Board meetings and General Meetings;
- (e) maintaining records of Board Members, any other office holders and any appointed Trustees in accordance with section 58 of the Act and clause 14.5 and providing for Members to inspect these records and take copies in accordance with the Act and clause 8.2;
- (f) maintaining an up-to-date copy of this Constitution in accordance with section 35 of the Act and providing for Members to inspect this Constitution and take copies in accordance with the Act;
- (g) ensuring that all notices are duly given in accordance with this Constitution or as required by law;
- (h) unless the Board resolves otherwise, being responsible for the secure custody of the books, records and documents of the Club, other than those required by clause 14.3 to be maintained by the Treasurer; and
- (i) generally performing all duties incidental to the office of Chief Executive Officer and such other duties as may be assigned to him or her by the Board from time to time.

14.5 Trustees

- (a) There shall be no more than three (3) Trustees who shall be appointed by the Board for a term of two (2) years and shall hold office until their successors have been appointed.
- (b) Trustees shall not hold any other position within the Club.
- (c) The Board may at any time remove a Trustee and may fill any vacancy occurring by death, resignation or removal.
- (d) The President shall inform the Trustees of all major decisions of the Club and the Trustees shall have access to the minutes of all Sub-Committee and Board meetings.

14.6 Coaches

Following an agreed selection process determined by the Board, the Board shall have the power to appoint or remove Coaches.

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14.7 Captain and Vice-Captain

A minimum of a Captain and Vice-Captain of the League team(s) shall be nominated by the Football Committee and subsequently endorsed by the Board and the Board shall have power from time to time to remove the Captains and /or Vice-Captains from office and to re-appoint or to appoint any other persons in their place.

14.8 Selection Committee

Selection Committee(s) of the League team(s) shall be appointed annually by the Football Committee and shall report to the Football Committee and be responsible to the Board.

15. Election of Board Members

15.1 Eligibility

- (a) Any person may become a Board Member either:
 - (i) by election at an Annual General Meeting under clause 15.3; or
 - (ii) by appointment of the Board under clause 16.2.
- (b) A person is eligible for election to the Board only if they:
 - (i) are aged 18 or over;
 - (ii) are a Member; and
 - (iii) satisfy any eligibility requirements determined by the Board from time to time.
- (c) A person is not eligible to hold a position on the Board, if the person has been convicted of, or imprisoned in the previous five years, for:
 - (i) an indictable offence in relation to the promotion, formation or management of a body corporate;
 - (ii) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or

- (iii) an offence under Part 4 Division 3 or section 127 of the Act, unless the person has obtained the consent of the Commissioner.
- (d) A person shall not be eligible to hold a position on the Board if the person is, according to the *Interpretation Act* section 13D, a bankrupt or a person whose affairs are under insolvency laws, unless the person has obtained the permission of the Commissioner.
- (e) Where a person is prohibited because they have been convicted of an offence they cannot be a Board Member for a period of five (5) years from their conviction except where the conviction resulted in imprisonment, in which case they cannot be a Board Member for five (5) years from their release from custody.

15.2 Nomination of Board Member

- (a) A Member who wishes to be elected to the Board must send a nomination to the Chief Executive Officer not less than twenty **eight (28)** days before the Annual General Meeting, indicating whether they wish to nominate for a Board position.
- (b) A nomination under clause 15.2(a) must be in writing and shall be signed by two (2) Members of the Club eligible to vote at a meeting of the Club as proposer and seconder respectively and shall also bear an acceptance of such nomination signed by the candidate, or in such form as is approved by the Board from time to time and signed by the Member.
- (c) In the nomination form the Member must certify that they are eligible to be elected to the Board in accordance with clause 15.1(b).
- (d) **Following the defined close of nominations, the Chief Executive Officer shall place on the club's website, a list of names of the persons so nominated with the names of their respective proposers and seconders and such list shall remain posted until and inclusive of the day of such Annual General Meeting or the date of election (whichever the case may be). Failure to post and keep posted any such notification shall not invalidate any nomination.**

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15.3 Election of Board Members

- (a) Subject to the Act, the Club may by resolution appoint or remove a Board Member from the Board.
- (b) No person may be elected to more than one position on the Board.
- (c) If there is no nomination for any position on the Board under clause 15.2, the Chairperson may call for nominations from the Members present at the Annual General Meeting.
- (d) If only one Member has nominated for any Board position, the Chairperson must declare that Member elected to the position.
- (e) **Where there are more nominations for a Board position than there are vacancies to be filled, an election by ballot shall be conducted.**
- (g) **The election by ballot shall be conducted either by post and/or electronically, as shall be determined by the Board. The Board will determine the procedure and process for any and all voting conducted electronically and shall notify all Members eligible to vote of that procedure and process.**

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(h) In the event of the election of Directors of the Club being conducted by ballot, the following provisions shall apply:

(i) The Chief Executive Officer shall, not less than twenty-one (21) days before the date fixed for the Annual General Meeting, send to every member a ballot paper containing the names of the candidates who have been nominated and calling attention to the next following sub-rule.

(ii) a) Each member shall vote for the full number of candidates required to be elected for each office.

b) Each member shall so vote by placing a cross (X) in the boxes alongside the names of the candidate(s) for whom the member wishes to vote. A ballot paper which does not comply with this requirement shall be null and void.

c) Postal ballot papers shall be forwarded in a sealed envelope addressed to the Returning Officer care of the Chief Executive Officer, so as to reach the Chief Executive Officer or shall be so handed to the Chief Executive Officer, not less than forty-eight (48) hours before the time fixed for the Annual General Meeting.

d) Ballots received electronically should also be received no later than forty-eight hours before the time fixed for the Annual General Meeting.

(iii) Postal ballot papers shall immediately on receipt by the Chief Executive Officer be placed in a ballot box provided for the purpose and sealed by the Returning Officer.

(iv) The Returning Officer shall after closing of the ballot, open the ballot box in the presence of two Scrutineers and proceed with the counting of the votes.

(v) The Returning Officer shall provided access to the electronic votes in the presence of two Scrutineers and proceed with the counting of such votes.

(vi) The Returning Officer shall report in writing to the Chairman of the Annual General Meeting the names of the Directors elected and the Chairman shall declare them duly elected at the Annual General Meeting.

In the case of an equality of votes for two or more candidates eligible for a position, the election of such candidates shall be decided by a vote of members present at the Annual General Meeting.

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15.4 Returning Officer

The Returning Officer shall be appointed annually by the Board but he or she shall not be a member of the Board or a candidate for a position on the Board. The Returning Officer shall have control of the election and his or her decision shall be final in all matters relating to the conduct of the election.

15.5 Scrutineers

No less than two (2) Scrutineers shall be appointed by the Board after the close of nominations for position on the Board and before the day appointed for the holding of any Annual or Special General Meeting at which the result of a ballot is to be declared. The ballot shall close forty-eight (48) hours before the advertised time of commencement of the Annual or Special General Meeting.

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15.6 Term of office

- (a) The term of office of a Member elected Director:
 - (i) begins when the member is elected at an Annual General Meeting under clause 15.3, or is appointed under clause 16.2; and
 - (ii) ends two (2) years later, or otherwise under clause 16.
- (b) The term of office of a Board appointed Director:
 - (i) begins when appointed by the Board under clause 16.2; and
 - (ii) ends at the next Annual General Meeting, or otherwise under clause 16.

15.7 Inspection of Records and Documents

- (a) The Chief Executive Officer (or any person authorised by the Board) must keep and maintain a register of office holders and other persons authorised to act on behalf of the Club in accordance with section 58(2) of the Act, including:
 - (i) the name; and
 - (ii) at least one of the residential address, business address, post office box address or email address,for each person identified in clause 15.7(b).
- (b) Clause 15.7(a) applies to:
 - (i) each Board Member;
 - (ii) any other person who holds any office in the Club;
 - (iii) every person who is authorised to use the seal of the Club (if any); and
 - (iv) any person who is appointed or who acts as Trustee on behalf of the Club.

15.8 Inspecting and copying the Register

- (a) The Register is available for inspection free of charge by any current Member upon written request to the Chief Executive Officer.
- (b) A Member may make a copy of entries in the Register or take an extract, but a Member does not have the right to remove the Register for that purpose.
- (c) 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 Club; or
 - (ii) relates to the administration of the Act.

16. Resignation and removal from office of Board Members

16.1 Vacancy on the Board

A Board Member's term of office ends, and that office becomes vacant if the Board Member:

- (a) resigns by notice in writing delivered to the Chief Executive Officer or, if the Board Member is the Chief Executive Officer, to the Chairperson;
- (b) dies;
- (c) is or becomes ineligible to act as a Board Member under clause 15.1;
- (d) becomes physically or mentally incapable of performing the Board Member's duties and the Board resolves that his or her office be vacated for that reason;
- (e) is absent from more than:
 - (i) three (3) consecutive Board meetings without leave of absence granted from the Board; or
 - (ii) three (3) Board meetings in the same Financial Year without tendering an apology to the relevant Chairperson of each meeting, which apology is accepted by the Chairperson;
- (f) ceases to be a Member; or
- (g) is the subject of a resolution passed by Members terminating his or her appointment as a Board Member.

16.2 Filling casual vacancies

- (a) The Board may appoint a Member (who is eligible under clause 15.1) at any time to fill a Director position:
 - (i) that has become vacant under clause 16.1; or
 - (ii) that was not filled at the Annual General Meeting.
- (b) A Member appointed to the Board under clause 16.2(a) holds office until the conclusion of the next Annual General Meeting and is eligible for election to the Board at that Annual General Meeting.

16.3 Return of books and records

- (a) As soon as practicable after a Board Member's term of office ends, that person (or if the Board Member has died, their personal representative) must deliver to the Board all books, records and documents of the Club in his or her possession, whether in hard copy or electronic format.
- (b) The Board may require the outgoing Board Member to certify in writing that, having complied with clause 16.3(a), he or she has destroyed all remaining electronic copies of books, records and documents of the Club.

17. Board proceedings

17.1 Calling and holding Board meetings

- (a) The Board shall meet at least once a month at such time as may be deemed necessary for the transaction of Club business.
- (b) The Board or a Board Member may call a Board meeting by giving reasonable notice to each Board Member.

- (c) The Board may adjourn and otherwise regulate their meetings as it thinks fit.

17.2 Meetings by telecommunications

Without limiting the Board's power to regulate its meetings as it thinks fit, the Board may hold a valid meeting using any medium by which each of the Board Members can simultaneously hear all the other participants (including telephone, video conferencing or any other means of instant communication), and in that case:

- (a) the participating Board Members are taken to be present at the meeting for the purposes of this Constitution;
- (b) the meeting is taken to be held where the Chairperson of the meeting is; and
- (c) all proceedings of the Board conducted in accordance with this clause 17.2 are as valid and effective as if conducted at a meeting at which all of the Board Members were present in person.

17.3 Quorum

- (a) Five members of the Board shall form a quorum.
- (b) If any office on the Board becomes vacant, the remaining Board Members may act but, if the total number of remaining Board Members is not sufficient to constitute a quorum at a Board meeting, the Board Members may act only for the purpose of increasing the number of Board Members to a number sufficient to constitute a quorum or for the purpose of convening a General Meeting.

17.4 Guests at Board meetings

- (a) The Board may invite a Member or any other person who is not a Board Member to attend a Board meeting.
- (b) A person invited to attend a Board meeting under clause 17.4(a) has no right to receive any agendas, notices or papers relating to the Board meeting; no right to vote; and no right to comment on any matters discussed at the Board meeting without the Board's consent.

17.5 Board resolutions

- (a) Subject to this Constitution, a resolution of the Board must be passed by a majority of the votes of Board Members present and entitled to vote on the resolution.
- (b) Each Board Member has one vote.
- (c) In case of an equality of votes, the Chairperson has a second or casting vote in addition to his or her deliberative vote (if any).

17.6 Written Board resolutions

- (a) The Board may pass a resolution without a Board meeting being held if all the Board Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document (**Board circular resolution**).

- (b) Identical copies of the document setting out the Board circular resolution may be distributed for signing by different Board Members and taken together will constitute the same document.
- (c) The Board circular resolution may be sent by email to the Board Members and the Board Members may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply email.
- (d) The Board circular resolution is passed when the last Board Member entitled to vote on the resolution:
 - (i) signs the document in accordance with clauses 17.6(a) or 17.6(b); or
 - (ii) agrees to the Board circular resolution in accordance with clause 17.6(c).

17.7 Regulations

- (a) The Board has the power to make, amend and rescind regulations, policies and standards (**Regulations**) regulating the administration and conduct of the Club, including (but not limited to) the matters listed in clause 17.7(b), provided such Regulations are not inconsistent with this Constitution or the Act.
- (b) The Regulations may provide for any matter within the Board's power, including (but not limited to) club badge; club motto; player uniform; competition rules; player eligibility and selection; fixtures; conduct of the Club's premises; supply of liquor; and player codes of conduct and discipline, including tribunals.
- (c) All Regulations in force from time to time are binding on the Members.
- (d) Any Member may inspect the Regulations (in force from time to time) free of charge upon written request to the Chief Executive Officer.

17.8 Acts valid despite defective appointment

Any act done at any Board meeting by any person acting as a Board Member, even if it is later discovered that there was some defect in the appointment of any such Board Member or that the Board Member was disqualified, is valid as if the Board Member had been duly appointed and was qualified to be a Board Member.

17.9 Committees

- (a) The Board may create committees as it sees fit, consisting of such Members, Board Members or other persons who are not Members as the Board thinks fit. The Board may delegate to any committee the exercise of such functions of the Board as are specified in the delegation other than:
 - (i) the power of delegation; and
 - (ii) a function which is a duty imposed on the Board by the Act or any other law.
- (b) The President shall act as an ex-officio member of all Committees and a Member of the Board shall be Chairman of each Committee.
- (c) A committee must exercise the powers granted to it in accordance with any direction of the Board. Any power exercised in accordance with this clause 17.9(b) is taken to be exercised by the Board.

- (d) Clauses 17.1, 17.2 and 17.4 apply to any committee as if each reference in those clauses to the Board Members was a reference to the members of the committee and each reference to a Board meeting were to a committee meeting.
- (e) Minutes of all the proceedings and decisions of every committee must be made, entered and signed in the same manner in all respects as minutes of proceedings of the Board are required by the Act to be made, entered and signed.

18. Execution of documents

18.1 Execution generally

- (a) The Club may validly execute a document (including a deed) if the document is signed by a Board Member and countersigned by another Board Member or another person appointed by the Board to countersign that document or a class of documents in which that document is included.
- (b) Clause 18.1(a) does not limit the Board's ability to authorise a person who is not a Board Member to execute a document for and on behalf of the Club.

18.2 Common seal

- (a) The Chief Executive Officer shall have the custody of the Common Seal of the Club which shall be affixed to all such deeds, instruments and documents as authorised by the Board and as need be under seal and shall be signed by the President in the presence of any two (2) of the Trustees and countersigned by the Chief Executive Officer.

19. Funds and accounts

19.1 Control of funds

- (a) The funds of the Club must be kept in an account or accounts in the name of the Club in a financial institution determined by the Board.
- (b) The funds of the Club are to be used to do:
 - (i) anything which it considers will advance or achieve the Objects; and
 - (ii) all other things that are incidental to carrying out the Objects.
- (c) The Board is responsible for expenditure of the funds of the Club and may authorise any person to expend the funds of the Club within specified limits and any expenditure above those limits must be approved or ratified by the Board.
- (d) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Club are to be executed by:
 - (i) The Treasurer and;
 - (ii) any person or persons authorised by the Board, within the expenditure limits set by the Board.
- (e) All electronic payments by the Club are to be made or authorised by:
 - (i) the Treasurer; or

- (ii) any person or persons authorised by the Board, within the expenditure limits set by the Board.

19.2 Source of funds

The Club may derive funds in any way permitted by the Act.

19.3 Financial Records

- (a) The Club must keep Financial Records that:
 - (i) correctly record and explain its transactions, financial position and performance; and
 - (ii) enable true and fair Financial Statements to be prepared in accordance with Part 5 of the Act.
- (b) The Club must retain its Financial Records for at least (seven) 7 years after the transactions covered by the records are completed.
- (c) The Club must allow the Directors and the auditor to inspect those accounts at all reasonable times.

19.4 Financial reporting, audit and review

- (a) The Board must cause the Club to comply with all financial reporting obligations imposed on it under the Act.
- (b) Without limiting clause 19.4(a), the Board must cause the Club to:
 - (i) prepare an annual Financial Report, presented under Part 5 of the Act as a tier 3 association;
 - (ii) present the Financial Report to the Annual General Meeting of the Club together with a copy of the report of the Auditor.

19.5 Financial Year

The Financial Year of the Club is the 12-month period starting on 1 November.

19.6 Inspection of records

- (a) Subject to the Act and to this Constitution, the Board must determine whether and on what terms the books, records and other documents of the Club will be open to the inspection by Members other than Board Members.
- (b) A Member other than a Board Member does not have the right to inspect any document of the Company except as provided by the Act, or otherwise as authorised by the Board or by the Club in General Meeting.

20. Appointment of auditor

20.1 Appointment of Auditor

- (a) Except as provided in 20.1(b), an auditor may only be appointed by resolution of the Members at a General Meeting.

- (b) The Board may appoint an auditor if:
 - (i) under Part 5 of the Act, the Club is required to ensure that the financial statements for a year are reviewed, and;
 - (ii) no appointment is of effect under 20.1(a) for the Club.
- (c) The auditor appointed at a General Meeting holds office until the auditor:
 - (i) dies;
 - (ii) becomes insolvent under administration as that term is defined in the Corporations Act;
 - (iii) ceases to be qualified for appointment as provided by clause 21(a);
 - (iv) is removed from office under clause 22; or
 - (v) resigns from office as provided for under clause 20(e).
- (d) An auditor appointed under clause 20.1 only holds office until the auditor's report has been presented for consideration at the Annual General Meeting of the Club.
- (e) An auditor may, by giving notice in writing, resign as auditor of the Club.
- (f) The Club must, within fourteen (14) days after being given notice of resignation by the auditor, lodge with the Commissioner, notice of the resignation on the approved form.

21. Qualifications of auditor

- (a) An auditor must not be appointed if the person is not qualified for appointment.
- (b) A person is qualified for appointment as the auditor if the person is:
 - (i) a member of a professional accounting body who has a designation in respect of that membership that is prescribed by the regulations for the purposes of this Rule; or
 - (ii) a registered company auditor under the Corporations Act; or
 - (iii) a person the Commissioner considers has appropriate qualifications or experience and approves for the purpose of this Rule.

22. Removal of auditor

- (a) An auditor may only be removed from office by resolution at a General Meeting of the Club.
- (b) Written notice of an intention to move a resolution referred to in clause 22(a) must be given to every Member of the Club at least two (2) months before the General Meeting is to be held.
- (c) The written notice must state in full the proposed resolution.
- (d) As soon as possible after being given the notice of the resolution, the Board must:
 - (i) give a copy of the notice to the auditor; and

- (ii) lodge a copy of the notice with the Commissioner.

23. Auditor to make representation

- (a) The auditor who receives a notice from the Club under clause 22(d) (i) may within 30 days after receiving the notice, make a written representation, not exceeding a reasonable length, to the Board.
- (b) Subject to clause 23(b), if the auditor made a representation under clause 23(a), a resolution proposing the auditor's removal is of no effect unless:
 - (i) the Board gives a copy of the representation to all Members at least seven (7) days before the meeting at which the resolution is to be considered; and
 - (ii) the auditor is allowed to attend the meeting and address the Members present before the vote on the resolution.
- (c) A document required to be given to a Member under clause 22(b) and 23(b), may be given:
 - (i) personally; or
 - (ii) by post; or
 - (iii) by any other means authorised under these Rules.
- (d) All costs associated with giving a document to the Members are to be borne by the Club.

23.2 Exemption

- (a) The Club may lodge with the Commissioner an application for an order exempting the Club from the requirements of 23(b).
- (b) The application must:
 - (i) be in writing; and
 - (ii) state the reasons for exemption; and
 - (iii) be accompanied by the prescribed fee, if any.
- (c) The Commissioner may make the order subject to any conditions the Commissioner considers appropriate.

24. Indemnity and insurance

24.1 Definition

In this clause **Officer** has the meaning given in section 3 of the Act.

24.2 Club may indemnify Officers

To the full extent permitted by law and without limiting the powers of the Club, the Club may indemnify any person who is or has been an Officer of the Club against all losses, liabilities, damages, costs, charges and expenses of any kind incurred by the Officer as an officer of the Club.

24.3 Documentary indemnity and insurance policy

To the extent permitted by the Act and any applicable law and without limiting the powers of the Club, the Board may authorise the Club to, and the Club may, enter into any:

- (a) documentary indemnity in favour of; or
- (b) insurance policy for the benefit of,

a person who is, or has been, an Officer of the Club, which indemnity or insurance policy may be in such terms as the Board approves and, in particular, may apply to acts or omissions prior to or after the time of entering into the indemnity or policy.

25. Liquor Act

All relevant operations of the Club will be conducted in accordance with the Liquor Control Act 1988.

26. Winding up, dissolution, cancellation and distribution of surplus property

- (a) For the purposes of this clause **Surplus Property** has the meaning given in section 3 of the Act.
- (b) Subject to the Act, the Club may cease its activities and be wound up or cancelled in accordance with a Special Resolution:
 - (i) On application in writing made to the Board by not less than twenty per centum (20%) of the financial Members of the Club, signifying their desire that the Club should be dissolved, a Special General Meeting shall be called to consider the questions, notice of which meeting and its objects shall be posted in the usual place and sent by circular to every Member fourteen (14) days immediately preceding the date of the meeting.
 - (ii) The votes of at least seventy five per centum (75%) of financial Members of the Club present at the Special General Meeting will be necessary to carry the proposition for dissolution. Those entitled to vote shall be financial Members of the Club prior to 31 October and must have been a financial Member for a period of no less than the previous eight (8) years.
- (c) Upon the winding up or cancellation of the Club, any Surplus Property will not be paid to or distributed among the Members but will be distributed to one or more organisations listed in section 24(1) of the Act with objects similar to the Objects of the Club.

27. Variation or amendment of Constitution

- (a) This Constitution may be varied, amended or rescinded from time to time by Special Resolution in accordance with Division 2 of Part 3 of the Act.
- (b) If the Club has a liquor licence issued under the Liquor Act or any successor legislation, no amendment to the Constitution may come into effect until the Department of Racing, Gaming and Liquor or any successor body has given, or been deemed to give, its consent to the amendment under the Liquor Act.