

Explanatory Notes - Proposed Amendments to SFFC Constitution

Proposed Special Resolution to Members – Updating the SFFC Constitution

The WAFC is introducing a Variable Funding Model (VFM) that will tie 15% of club funding to compliance with range of governance practices.

The Board has undertaken a review of the Constitution and governance practices and identified elements of the Constitution that can be updated. The proposed amendments will reflect community expectations, provide clarification and flexibility, allow for technological change and meet best practice governance standards.

The Board is seeking Member's endorsement at the 2021 AGM to amend the Constitution to meet best practice governance standards and ensure full WAFC funding is maintained.

The proposed changes are outlined as follows:

Reflect community expectations by being more inclusive

Update the Club Objects to

- Acknowledge and recognise Aboriginal and Torres Strait Islander peoples
- Support social, cultural and gender diversity across the club

Provide clarification and flexibility

- Clarify that it is the responsibility of the Board for the appointment and removal of Coaches.
- Remove the word 'facsimile' as it is no longer used
- Provide flexibility to adjust the criteria for life membership by removing the criteria from the Constitution and maintaining the criteria in the Life Member Committee Terms of Reference

The wording relating to Coaches should be amended to clarify that it is the Board who has responsibility for the removal and appointment of coaches.

The details relating to Life Members is removed and reference added that the criteria for the awarding of Life and Lifetime Member status are outlined in the Terms of Reference of the Life Member Committee. The number of games played each season has and may change from time to time and this will allow for flexibility for any future changes to be made to the criteria without requiring approval by special resolution at an AGM. The Terms of Reference for all Committees require review and ratification by the Board on an annual basis.

Allow for technological change

- Extend timeframes for the sending, receiving and returning of items by post to meet changes to Australia Post delivery times.
- Amend wording to allow for postal **and** electronic voting
- Add new items to allow for the future use of electronic voting.

Some timeframes should be extended to recognise the changes to delivery times for items sent to members by post (due to postal items now delivered every two to three days or more). This will ensure members, particularly country members, are not disadvantaged by possible delays in the receipt of or sending of information.

The current wording at items 15.3(e) and (g) refer to the election of directors by postal vote. Removing the word postal and adding a new item to allow for the use of postal or electronic voting will allow for both or either form to be used.

A new item will state "The election by ballot shall be conducted either by post and/or electronically, as shall be determined by the Board".

The addition of new items relating to Electronic Polling (Voting) to complement item 10.6 Direct Voting. This will assist to clarify the use of these newer technologies and ensure they are options available to the Club.

Comply with governance best practice and maintain full funding:

- Appointment of the President by the Board.
- Amend wording to clarify when Director nominations will be uploaded to the website.
- Add sentence to clarify the decisions of the Returning Officer's in relation to the conduct of an election are final.

Items 13.1 and 15.3(f) are amended to allow the appointment of the Club President (or Chair) by the Board. This is required to meet the governance recommendations provided by the Australian Sports Institute, the Department of Local Government, Sport and Cultural Industries, in addition to the WAFC's Variable Funding Model.

The current wording of item 15.2 on when director nominations will be uploaded to the website is not clear. The proposed re-wording is: 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

Details of the proposed changes are listed below. Note that minor amendments to item numbering will occur due to the removal or addition of items.

Item	Current	Proposed amendment
2.2(g)	the words "written" or "in writing" include any communication sent by letter, facsimile transmission or email or any other form of communication capable of being read by the recipient;	Delete the word "facsimile" as they are no longer in use.
3	Objects and Powers	Update to Acknowledge and recognise Aboriginal and Torres Strait Islander peoples, and support social, cultural and gender diversity across the club
6.2(b)	Life Members	Remove criteria. Insert sentence to state: Criteria for determining and awarding of Life Member and Lifetime Member status is detailed in the Terms of Reference of the Membership Committee.
6.2(b)	Life Members – playing member	As above
6.2(b)(i)	Life Members – playing members	As above
6.2(c)	Lifetime Member	As above
6.4	Membership as a Life Member	As above
9.3(c)(ii)	Give all members 21 days notice of the General Meeting	Extend timeframe to 28 days so that it is the same number of days for calling either a special general meeting or a general meeting
9.4(c)(ii)	Notice of General Meetings	Make the timeframe 28 days for both items.
9.7(d)	If sent by facsimile transmission	Delete as faxes no longer used
10.1(ii)	Voting rights	Amend to allow for electronic voting
NEW 10.7	Electronic Polling	(a) The Board may permit a resolution to be decided wholly or partly by electronic polling. (b) Electronic polling includes online surveys, email or any other method approved by the Board. In addition to the matters set out in Item 9.5, the notice of a meeting for which a resolution(s) will be decided partly or wholly by electronic polling must specify: (i) the resolution(s) for which electronic polling will be permitted; (ii) the method of electronic polling approved by the Board.

Item	Current	Proposed amendment
		<p>(iii) the means by which Members may cast their vote (whether by following a link to an online survey, responding to a nominated email address or some other means);</p> <p>(iv) the deadline for voting by electronic polling; and</p> <p>(v) that members who cast a vote by electronic polling will be deemed to have voted in advance and accordingly will not be permitted to vote on that resolution at the meeting of the Members</p> <p>(c) Members who do not vote by electronic polling by the deadline may vote in person at the meeting of the Members.</p> <p>(d) Members who vote by electronic polling will be deemed to have voted in advance and accordingly will not be permitted to vote on that resolution at the meeting of the Members.</p> <p>(e) The effective date of a resolution decided partly or wholly by electronic polling is the date of the subsequent Member's meeting (even if sufficient votes are cast prior to the meeting).</p>
NEW 10.8	Limitations to Electronic Polling	(a) A proxy cannot be appointed for electronic polling.
NEW 10.9 (a)	The Board may appoint an independent contractor to manage the online voting process, but before the voting begins, the Returning Officer must certify to the Board that, in the opinion of the Returning Officer, the on-line process has been designed so as to provide reasonable protection against fraud.	
NEW 10.9(b)	The counting of votes lodged by an online process may be conducted by the independent contractor appointed by the Board under the oversight of the Returning Officer and/or scrutineers.	
13.1(a)	The Board is to elect:	Add to elect the President. Numbering of other items will need to change
14.6	Coaches	Add: The Board shall have the power to remove Coaches and to re-appoint or to appoint any other persons in their place.
15.2(a)	Nomination of board member.	Extend timeframe to 28 days

Item	Current	Proposed amendment
15.2(d)	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 immediately after receipt thereof 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.	Amend to: 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.
15.3(e)	If more than one Member has nominated for a Board position, the Members must elect a Member to that position by postal vote.	Amend to: Where there are more nominations for a Board position than there are vacancies to be filled, an election by ballot shall be conducted.
NEW 15.3(f)		The election by ballot shall be conducted either by post and/or electronically, as shall be determined by the Board.
NEW 15.3(g)		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 as outlined in item 10.7.
15.3(f)	The President shall be elected directly by the members in a vote that is separate from the election of other Directors.	Delete. President to be elected by the Board as at item 13.1(a)
15.3(h)	In the event of the election of the Directors of the Club being conducted by postal ballot, the following provisions shall apply:	Delete the word "postal".
15.3(h)(i)	The Chief Executive Officer shall, not less than fourteen (14) 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.	Extend timeframe to 21 days
15.3(h)(ii)(c)	Such ballot paper 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 twenty-four hours before the time fixed for the Annual General Meeting.	Extend timeframe to 48 hours. Amend wording to: Postal ballot papers shall be forwarded..... Ballots received electronically should also be closed at the same time for consistency.
NEW 15.3(h)(ii)(d)		Ballots received electronically should also be received no later than forty-eight hours before the time fixed for the Annual General Meeting.

Item	Current	Proposed amendment
NEW 15.3(h)(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.
15.3(h)(vi)	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.	Delete the word "postal".
NEW 15.4	Returning Officer	Add new sentence: 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	Amend reference to ballot closing timeframe to 48 hours to align with 15.3(c)

Deleted: postal