

PERTH FOOTBALL CLUB INC
CONSTITUTION

INDEX

1. PRELIMINARY	5
1.1 Name of Club	
1.2 Objects of Club	
1.3 Quorum for Board Meetings	
1.4 Quorum for General Meetings	
1.5 Financial Year	
2. INTERPRETATION	6
2.1 Definitions	
2.2 Notices	
3. POWERS OF THE CLUB	8
4. NOT FOR PROFIT	8
5. BECOMING A MEMBER	9
5.1 Minimum number of Members	
5.2 Qualifications for Membership	
5.3 Applying for Membership	
5.4 Deciding Membership Applications	
5.5 Becoming a Member	
5.6 Recording Membership in Register of Members	
6. CLASS, LIABILITY AND ENTITLEMENTS OF MEMBERS	10
6.1 Class of Members	
6.2 Membership Voting Rights	
6.3 Liability of Members	
6.4 Payment to Members	
6.5 Membership Entitlements Not Transferable.	
7. CEASING TO BE A MEMBER	12
7.1 Ending Membership	
7.2 Resigning as a Member	
7.3 Suspending or Expelling Members	
7.4 Right of Appeal against Suspension or Expulsion	
7.5 Reinstatement of a Member	

7.6	When a Member is Suspended	
8.	REGISTER OF MEMBERS	14
8.1	Register of Members	
8.2	Inspecting the Register of Members	
8.3	Copy of the Register of Members	
8.4	When using the Information in the Register of Members is Prohibited	
9.	MEMBERSHIP FEES	15
9.1	Nomination Fee	
9.2	Annual Membership Fee	
10.	POWERS AND COMPOSITION OF THE BOARD	16
10.1	Powers of the Board	
10.2	Board of Directors	
11.	ROLE AND RESPONSIBILITIES OF BOARD MEMBERS	17
11.1	Obligations of the Board	
11.2	Responsibilities of the Board Members	
11.3	President	
11.4	Chief Executive Officer	
11.5	Board Executive Officer	
11.6	Director (Finance)	
11.7	Record of Office Holders	
11.8	Inspecting the Record of Office Holders.	
12.	APPOINTING BOARD MEMBERS	20
12.1	Appointment	
12.2	Nominating for Membership of the Board	
12.3	Electing Board Members	
12.4	Voting in Elections for Membership on the Board	
12.5	Term of Office for Board Members	
13.	CEASING TO BE A MEMBER OF THE BOARD OF DIRECTORS	22
13.1	Vacant Positions on the Board	
13.2	Resigning from the Board	
13.3	Removal from the Board	
13.4	Co-opting Members to the Board	
14.	BOARD MEETINGS	23
14.1	Meetings of the Board	
14.2	Notice of Board Meetings	
14.3	Chairing at Board Meetings	
14.4	Procedure at Board Meetings	

14.5	Voting at Board Meetings	
14.6	Acts not Affected by Defects or Disqualification	
15.	REMUNERATION OF BOARD MEMBERS	26
16.	SUB-COMMITTEES AND DELEGATION	26
16.1	Appointment of Sub-Committee	
16.2	Delegation by Board to Sub-Committee	
16.3	Delegation to Subsidiary Offices	
17.	GENERAL MEETINGS	27
17.1	Procedure for General Meetings.	
17.2	Quorum for General Meeting.	
17.3	Notice of General Meeting and Motions	
17.4	Presiding Member	
17.5	Adjournment of General Meetings	
18.	SPECIAL GENERAL MEETING	28
18.1	Special General Meeting	
18.2	Request for a Special General Meeting	
18.3	Failure to a Convene Special General Meeting	
19.	MAKING DECISIONS AT GENERAL MEETINGS	29
19.1	Special Resolutions	
19.2	Ordinary Resolutions	
19.3	Alignment with a WA Based AFL club.	
19.4	Voting at Meetings	
19.5	Proxies	
19.6	Method of Determining Whether Resolution Carried	
19.7	Poll at General Meeting.	
20.	MINUTES OF MEETING	31
21.	FUNDS AND ACCOUNTS	32
21.1	Control of Funds	
21.2	Source of Club Funds	
21.3	Financial Records	
21.4	Financial Statements and Financial Reports	
21.5	Audit of Financial Reports	
22.	FINANCIAL YEAR OF THE CLUB	33
23.	APPOINTMENT OF AUDITOR	33
23.1	Appointment of Auditor	

24. QUALIFICATIONS OF AUDITOR	34
25. REMOVAL OF AUDITOR	34
26. AUDITOR TO MAKE REPRESENTATION	34
26.1 Auditor to make Representation	
26.2 Exemption	
27. ANNUAL GENERAL MEETING	35
27.1 Annual General Meeting	
27.2 Notice of AGM	
27.3 Business to be Conducted at AGM	
28. PATRONS	36
29. LIFE MEMBERSHIP	36
30. RULES OF THE ASSOCIATION	37
30.1 Rules of the Association	
30.2 Amendment of Rules, Names and Objects	
31. BY-LAWS OF THE CLUB	38
32. LIQUOR LICENCE REQUIREMENTS	38
33. GOVERNANCE POLICY	38
34. COMMON SEAL	38
34.1 Use of Common Seal	
34.2 Executing Documents	
35. THE CLUB'S BOOKS AND RECORDS	39
35.1 Custody of the Books of the Club	
35.2 Inspecting the Books of the Club	
35.3 Prohibition on Use of Information in the Books of the Club	
36. RESOLVING DISPUTES	40
36.1 Disputes Arising under the Rules	
36.2 Mediation	
36.3 Inability to Resolve Disputes	
37. CANCELLATION AND DISTRIBUTION OF SURPLUS PROPERTY	42

RULES OF ASSOCIATION

1. PRELIMINARY

1.1 Name of Club

The name of the Club is Perth Football Club Inc.

1.1.1 The colours of the Club shall be red and black.

1.1.2 The uniform of the Club shall be in the Club's colours and shall be such as the Board shall determine from time to time. Other colours may be included if appropriate for special commemorative purposes, but the colours must be predominately red and black.

1.2 Objects of Club

1.2.1 The objects of the Club are:

- (a) to promote, develop, manage, educate, train and represent community Australian Rules football in particular throughout the Perth Football Club metropolitan and country zoned region, and to promote and develop sport in general;
- (b) to foster, promote and advance the participation in all sports by members of the community and partnership with Not for Profit and Charitable Organisations to enhance our community commitment;
- (c) to utilise the participation in sport as a means of improving education outcomes, enhancing the development of life skills and increasing employment prospects for young people within the community; and
- (d) to seek and hold a licence from the Western Australian Football Commission or any successor to that body, to participate in the Western Australian Football League or any successor to that competition.

1.3 Quorum for Board Meetings

1.3.1 Any five (5) Board Members constitute a quorum for the conduct of the business at a Board Meeting.

1.4 Quorum for General Meetings

1.4.1 Five per centum or 40 members, whichever is the lesser, personally present and being eligible to vote under these Rules at a General Meeting, will constitute a quorum for the conduct of business at a General Meeting.

1.5 Financial Year

1.5.1 The Club's Financial Year will be the period of 12 months commencing on 1 November and ending on 31 October of the following year.

2. INTERPRETATION

2.1 Definitions

In these Rules, unless the contrary intention appears:

"Act" means the *Associations Incorporation Act 2015*.

"AGM" means the Annual General Meeting convened under Rule 27.

"Board" means the Board of Directors required by the Act which is the body responsible for the management of the affairs of the Club as detailed in Rule 10.2.

"BEO" means the person designated Board Executive Officer as referred to in Rule 11.5.

"Books of the Club" has the meaning given to it in Section 3 of the Act and includes all of the registers, financial records, financial statements or financial reports, as each of those terms is defined in Section 62 of the Act, however compiled, stored or recorded, minute books and documents and securities of the Club.

"By-Laws" are additional arrangements or processes to supplement these Rules. They do not form part of the Rules and are not required to be lodged with the Commissioner.

"CEO" means the person designated as Chief Executive Officer as referred to in Rule 11.4.

"Chairperson" means the person who presides over a Board or General Meeting as referred to in Rule 14 and 17.

"Commissioner" means the person designated as the *"Commissioner"* from time to time under the Act.

"Director" means a person elected as a member of the Board as referred to in Rule 10 and 11.

"Board Meeting" means a meeting referred to in Rule 14.

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

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

(ii) adjustments to be made in preparing financial statements.

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

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

“Financial Year” has the meaning given to it in Rule 1.5.

“General Meeting” means a meeting of the Club which all members are invited to attend.

“Member” means a person who becomes a member of the Club under these Rules.

“Ordinary Resolution” means a resolution to decide a question, matter or resolution at a General Meeting that is not a Special Resolution.

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

“President” means the person referred to in Rule 11.3.

“Rules” means these Rules of the Club as amended from time to time under Rule 30.

“Record of Office Holders” means the Record of Office Holders to be maintained in accordance with Rule 11.7.

“Register of Members” means the Register of Members maintained in accordance with Rule 8.1.

“Rules” means these Rules of Association as amended from time to time under Rule 30.

“Special Resolution” is a resolution of the Club passed in accordance with Rule 19.1.

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

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

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

“Tier 3 Association” has the meaning given to it in Section 62 of the Act.

“Voting Members” means members who are eligible to vote under these Rules.

2.2 Notices

2.2.1 A notice or other communication connected with these Rules has no legal effect unless it is in writing and given as follows:

- (i) delivered by hand to the nominated address of the addressee;

- (ii) sent by post to the nominated address of the addressee; or
- (iii) sent by e-mail or any other method of electronic communication (including facsimile) to the nominated electronic address of the addressee.

2.2.2 Any notice given to a member under these Rules, must be sent to member's address as set out in the Register of Members.

3. POWERS OF THE CLUB

3.1 Subject to the Act, the Club may do all things necessary or convenient for carrying out its objects or purposes in a lawful manner and in particular may:

- (a) acquire, hold, deal with, and dispose of any real or personal property;
- (b) open and operate bank accounts;
- (c) invest its money
 - (i) in any security in which trust monies may lawfully be invested; or
 - (ii) in any other manner authorised by the Rules of the Association;
- (d) borrow money upon such terms and conditions as the Club thinks fit;
- (e) give such security for the discharge of liabilities incurred by the Club as the Club thinks fit;
- (f) appoint agents to transact any business on its behalf;
- (g) enter into any other contract it considers necessary and desirable;
- (h) may act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the Rules of the Association;
- (i) appoint, dismiss and fix the salary and terms and conditions of employment of such employees as the Club may from time to time appoint, and to delegate to any person so appointed any of its powers or duties;
- (j) appoint sub-committees comprised of such persons as the club thinks fit, to investigate any matter in any way relating to the affairs of the Club, or to perform such duties as the Club may determine and subject to these Rules, the Club may regulate the proceedings of all such sub-committees. Members of the sub-committee may not need to be Club members;
- (k) to make such by-laws as may be necessary for the management of their own proceedings and of the Club, provided that no by-law shall be made which is inconsistent with these Rules;
- (l) to make such arrangements with local government authorities and/or bodies, for the purpose of leasing or other hiring of suitable property arrangements for the purposes of the Club, and to maintain the grounds, lawns and buildings for the use and accommodation of its members; and
- (m) to procure the organisation to be licensed as a Club under the Liquor Licensing Act 1988, and to continue such licence from time to time.

4. NOT FOR PROFIT

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

5. BECOMING A MEMBER

5.1 Minimum Number of Members

5.1.1 The Club must have at least six members with full voting rights.

5.2 Qualifications for Membership

5.2.1 Any person who supports the purposes of the Club is eligible to apply for membership.

5.2.2 The Club must comply with all legal and regulatory obligations that apply to the Club when assessing eligibility of an applicant for membership.

5.2.3 A person under the age of 18 years is not to belong to a class of membership that confers voting rights.

5.3 Applying for Membership

5.3.1 A person who desires to become a member must:

- (a) apply in writing to the Club;
- (b) be nominated for membership by two members; and
- (c) include with the application, such nomination fee as set down by the Board from time to time.

5.3.2 The application must stipulate the class of membership being applied for and must be signed by both the nominee and the nominators.

5.4 Deciding Membership Applications

5.4.1 Applications will be considered and decided in the order in which they are received by the Club. They must be posted on the Club's notice board for a period of 7 days, and there must not be more than 14 days between applying and election.

5.4.2 The Board will consider and decide whether to approve or refuse any membership application.

5.4.3 When considering a membership application, the Board may seek clarification of any matter or further information in support of the application and may delay its decision to allow for that material to be provided and proceed to consider and decide on other applications.

5.4.4 The Board must not approve a membership application unless the applicant:

- (a) meets all the eligibility requirements under Rule 5.2; and
- (b) applies in accordance with Rule 5.3.

5.4.5 The Board may refuse to accept a membership application even if the applicant has applied in writing and complies with all the eligibility requirements under Rule 5.2.

5.4.6 As soon as is practicable after the Board has made a decision under 5.4.2, the Board must notify the applicant in writing of the outcome of their membership application but is not obliged to provide reasons for the decision.

5.4.7 If the application is refused, the advice must include a refund of any nomination fee submitted.

5.5 Becoming a Member

5.5.1 An applicant becomes a member if:

- (a) the applicant is eligible for membership under Rule 5.2;
- (b) the applicant applies in writing to the Club under Rule 5.3;
- (c) the Board approves the Applicant's application for membership; and
- (d) the applicant pays any fees due under Rules 9.1 and 9.2.

5.5.2 The applicant immediately becomes a member and is entitled to exercise all the rights and privileges of membership, including the right to vote (if applicable) and must comply with all the obligations of membership under these Rules, when Rule 5.5.1 has been fulfilled.

5.6 Recording Membership in Register of Members

5.6.1 The CEO must enter a person's name in the Register of Members within 28 days after the person becomes a member.

6. CLASS, LIABILITY AND ENTITLEMENTS OF MEMBERS

6.1 Class of Members

6.1.1 The membership of the Club consists of:

- i. **Ordinary Member:** persons over the age of 18 years and who shall be entitled to stand, nominate, second and vote in any election of the Club, and attend and vote at any General Meeting.
- ii. **Associate Member:** a player or official of any football club affiliated with the Club or a parent of any player in any junior football club affiliated with the Club who are not Ordinary Members. They shall not be entitled to stand, nominate, second or vote in any election of the Club or attend at any General Meeting.
- iii. **Corporate Member:** on payment of a fee, set by the Board from time to time, but being not less than ten times the annual subscription payable by an Ordinary Member, a company or other business entity may be admitted as a Corporate Member. A Corporate Member may nominate up to four individual adult persons to be Ordinary Members, and such persons shall enjoy all the rights and privileges of Ordinary Members. The company or

other business entity must provide written confirmation of the nominated four individual adult persons.

- iv. **Junior Member:** persons under the age of 18 years but who shall not be entitled to stand, nominate, second or vote in any elections of the Club. They are entitled to attend at any General Meeting but cannot vote.
- v. **Honorary Member:** any person who the Board has decided is worthy of special recognition for services to the Club on annual basis. They will not be entitled to stand, nominate, second or vote in any election of the Club.
- vi. **Life Member:** members who have been awarded Life Membership of the Club. These members are entitled to all the rights and privileges of Ordinary Members. They shall not be required to pay an annual subscription fee other than which may be required by law.
- vii. **Temporary Member:** persons visiting the Club's Premises as a member or official of, or a person assisting, a team that is to contest a pre-arranged event in that sport on the day, or at the invitation of a member, to engage in that sport on that day, and is accepted as a Temporary Member on the day. A Temporary Member is not required to pay any membership subscription and is entitled to all the rights and privileges of an Ordinary Member for that day only. However, they are not entitled to introduce their own guests, and are not entitled to attend, stand, nominate, second or vote at an Club election nor attend any General Meeting.

6.1.2 The Club may have any category of membership determined by resolution of members at a General Meeting.

6.1.3 No member can belong to more than one class of membership at the same time.

6.1.4 The maximum number of Ordinary Members is unlimited unless the Club in General Meeting decide otherwise.

6.2 Membership Voting Rights

6.2.1 Each Ordinary Member of the Club has one vote at a General Meeting of the Club.

6.3 Liability of Members

6.3.1 A member is only liable for their outstanding membership fees payable under Rules 9.1 and 9.2, if any.

6.3.2 Subject to Rule 6.3.1, a member is not liable, by reason of the person's membership, for the liabilities of the Club or the cost of winding up the Club.

6.4 Payment to Members

6.4.1 No portion of the income or property of the Club may be paid directly or indirectly, by way of dividend, bonus or otherwise to the members.

6.4.2 Rule 6.4.1 does not prevent:

- (i) the payment in good faith of remuneration to any officer, employee or member in return for any services actually rendered to the Club or for goods supplied in the ordinary and usual course of business;
- (ii) the payment of interest at a rate not exceeding the prevailing market rate published by the Reserve Bank of Australia as the “Cash Rate Target” from time to time, on money borrowed from any member;
- (iii) the payment of reasonable and proper rent by the Club to a member; or
- (iv) the reimbursement of expenses incurred by any member or Board Member on behalf of the Club.

6.5 Membership Entitlements Not Transferable.

6.5.1 A right, privilege or obligation that a person has because he or she is a member of the Club is not capable of being transferred to any other person and ends when the person’s membership ceases.

7. CEASING TO BE A MEMBER

7.1 Ending Membership

7.1.1 A person’s membership ends, if the person: -

- (i) dies.
- (ii) ceases to be a member under Rule 9.2.4.
- (iii) resigns as a member under Rule 7.2.
- (iv) is expelled from the Club under Rule 7.3.

7.1.2 For a period of one year after a person’s membership ends, the CEO must keep a record of the date on which a person ceases to be a member under Rule 7.1.1, and the reason why the person ceased to be a member.

7.2 Resigning as a Member

7.2.1 A member who has paid all amounts payable by the member to the Club in respect of their membership, may resign from membership by giving written notice of their resignation to the CEO.

7.2.2 The member resigns at the time the CEO receives the notice or, if a later time is stated, at that later time.

7.2.3 Any member who resigns from the Club remains liable to pay to the Club, any outstanding fees which may be recovered as a debt due to the Club by the member.

7.3 Suspending or Expelling Members

7.3.1 The Board may, by resolution, suspend or expel a member from membership if: -

- (i) the member refuses or neglects to comply with these Rules; or

- (ii) the member's conduct or behaviour is detrimental to the interests of the Club.

7.3.2 The Board must hold a Board Meeting to decide whether to suspend or expel a member.

7.3.3 The CEO must, not less than 14 days before the Board Meeting referred to in Rule 7.3.2, give written notice to the member: -

- (i) of the proposed suspension or expulsion and the grounds on which it is based;
- (ii) of the date, place and time of the Board Meeting;
- (iii) that the member, or the member's representative, may attend the Board Meeting; and
- (iv) that the member, or the member's representative, may address the Board at the meeting, and will be given a full and fair opportunity to state the member's case orally, or in writing, or both.

7.3.4 At the Board Meeting referred to in Rule 7.3.2, the Board must: -

- (i) give the member, or the member's representative, a full and fair opportunity to state the member's case orally;
- (ii) give due consideration to any written statement submitted by the member; and
- (iii) determine whether or not the member should be
 - A – expelled from the Club; or
 - B – suspended from membership, and if so, the period that the member should be suspended from membership.

7.3.5 Once the Board has decided to suspend or expel a member under Rule 7.3.4, the member is immediately suspended or expelled from membership.

7.3.6 The CEO must inform the member in writing of the decision of the Board and the reasons for the decision, within 7 days of the Board Meeting referred to in Rule 7.3.2.

7.4 Right of Appeal against Suspension or Expulsion

7.4.1 If a member is suspended or expelled under Rule 7.3, the person may appeal the Board's decision by giving written notice to the CEO within 14 days of receiving advice of the Board's decision under Rule 7.3.6, requesting the appointment of a mediator under Rule 36.2.

7.5 Reinstatement of a Member

7.5.1 If the Board's decision to suspend or expel a member is revoked under these Rules, any act performed by the Board or members in General Meeting during the period that the member was suspended or expelled from membership under 7.3.5, is deemed to be valid, notwithstanding the member's inability to exercise their rights and privileges of membership, including voting rights, during that period.

7.6 When a Member is Suspended

7.6.1 If a member's membership is suspended under Rule 7.3.5, the CEO must record in the Register of Members: -

- (i) the name of the member that has been suspended from membership;
- (ii) the date on which the suspension takes effect; and
- (iii) the length of the suspension as determined by the Board under 7.3.4 (iii) B.

7.6.2 A member that has been suspended under Rule 7.3.5 cannot exercise any right or privileges of membership, including voting rights, during the period they are suspended from membership.

7.6.3 Upon the expiry of the period of a member's suspension, the CEO must record in the Register of Members that the member is no longer suspended.

8. REGISTER OF MEMBERS

8.1 Register of Members

8.1.1 The CEO must maintain a Register of Members and make sure that the Register is up to date.

8.1.2 The Register of Members must maintain: -

- (i) the full name of each member;
- (ii) a contact postal, residential or email address of each member;
- (iii) the class of membership held by the member; and
- (iv) the date of which the person became a member.

8.1.3 Any change in membership of the Club must be recorded in the Register of Members within 28 days after the change occurs.

8.1.4 The Register of Members must be kept and maintained at the Club's place of business.

8.2 Inspecting the Register of Members

8.2.1 Any member is able to inspect the Register of Members free of charge, at such time and place as is mutually convenient to the Club and the member.

8.2.2 A member must contact the CEO to request to inspect the Register of Members.

8.2.3 The member may make a copy of details from the Register of Members but has no right to remove the Register for that purpose.

8.3 Copy of the Register of Members

8.3.1 A member may make a request in writing for a copy of the Register of Members.

8.3.2 The Board may require a member who requests a copy of the Register of Members 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.

8.3.3 The Club may charge a reasonable fee to the member for providing a copy of the Register of Members, the amount to be determined by the Board from time to time.

8.4 When Using the Information in the Register of Members is Prohibited

8.4.1 A member must not disclose the information on the Register of Members: -

- (i) to gain access to information that a member has deliberately denied them (that is in the case of social, family or legal differences or disputes).
- (ii) to contact, or send, material to the Club or a member for the purpose of advertising for political, religious, charitable or commercial purpose, unless the use of the information is approved by the Board; or
- (iii) for any other purpose, unless the purpose: -
 - (a) is directly connected with the affairs of the Club; or
 - (b) relates to the provision of information to the Commissioner in accordance with a requirement of the Act.

9. MEMBERSHIP FEES

9.1 Nomination Fee

9.1.1 The Board may from time to time, determine the amount of the nomination fee, if any, to be paid by each member or each class of members upon becoming a member.

9.2 Annual Membership Fee

9.2.1 The Board may from time to time, determine the amount of the annual membership fee, if any, to be paid by each member or each class of members, and the date on which the annual membership fee is due (Due Date).

9.2.2 Each member must pay the member's annual membership fee determined under Rule 9.2.1, in advance, to the person authorised by the Board to receive payments, as and when decided by the Board.

9.2.3 If a member pays the annual fee within 3 months after the due date, the member retains all the rights and privileges of a member for the purposes of these Rules during that time, including the right to vote.

9.2.4 Subject to Rule 9.2.5, if a person fails to pay the annual membership fee within 3 months after the due date, the person ceases to be a member.

9.2.5 If a person ceases to be a member under Rule 9.2.4, and subsequently pays to the Club all the member's outstanding fees, the Board may, if it thinks fit, reinstate

the member's rights and privileges from the date on which the outstanding fees are paid, including the right to vote.

10. POWERS AND COMPOSITION OF THE BOARD

10.1 Powers of the Board

10.1.1 The governing body of the Club is to be called the Board of Directors, and it has authority to control and manage the affairs of the Club.

10.1.2 Subject to the Act, these Rules and any by-law or lawful resolution passed by the Club in General Meeting, the Board:

- (i) may exercise all powers and functions as may be exercised by the Club, other than those powers and functions that are required by these Rules to be exercised by General Meetings of the members; and
- (ii) has power to perform all acts and do all things as appear to the Board to be necessary or desirable for the proper management of the business and affairs of the Club.

10.1.3 There shall be an Executive Committee that shall comprise the President, the two Vice Presidents and one other Board Member who shall have the authority to make decisions on behalf of the Board in emergency circumstances. Any such decision must be confirmed by the Board at the next Board Meeting.

10.2 Board of Directors

10.2.1 The Board will consist of a President and eight (8) Directors.

10.2.2 Members of the Board must be natural persons, over 18 years of age and a member.

10.2.3 No person shall be entitled to hold a position on the Board, if the person has been convicted of, or imprisoned in the previous five years, for: -

- (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.

10.2.4 No person shall be entitled 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.

10.2.5 At the first Board Meeting following the Annual General Meeting, members present will elect a Senior Vice President and a Vice President from amongst

their numbers; and all Directors will be allocated their portfolio of responsibility until the next AGM.

11. ROLE AND RESPONSIBILITIES OF BOARD MEMBERS

11.1 Obligations of the Board

11.1.1 The Board must take all reasonable steps to ensure the Club complies with its obligations under the Act and these Rules.

11.2 Responsibilities of the Board Members

11.2.1 A Board Member must exercise their powers and discharge their duties with a degree of care and diligence that a reasonable person would exercise in the circumstances.

11.2.2 A Board Member must exercise their powers and discharge their duties in good faith in the best interests of the Club and for a proper purpose.

11.2.3 A Board Member or former Board Member must not improperly use information obtained because they are a Board Member:

- (i) to gain an advantage for themselves or another person; or
- (ii) cause detriment to the Club.

11.2.4 A Board Member having any material personal interest in a matter being considered at a Board Meeting must:

- (i) as soon as they become aware of that interest, disclose the nature and extent of their interest to the Board;
- (ii) disclose the nature and extent of the interest at the next General Meeting of the Club; and
- (iii) not be present while the matter is being considered at the Board Meeting or vote on the matter.

11.2.5 Rule 11.2.4 does not apply in respect of a material personal interest that:

- (i) exists only because the Board Member belongs to a class of persons for whose benefit the Club is established; or
- (ii) the Board Member has in common with all, or a substantial proportion of the members of the Club.

11.2.6 The CEO must cause to be recorded every disclosure made by a Board Member under Rule 11.2.4 in the Minutes of the Board Meeting at which the disclosure is made.

11.2.7 No Director shall make any public statement or comment or cause to be published, any words or article concerning the conduct of the Club, unless the person is authorised by the Board to do so, and such authority is recorded in the Minutes of the Board Meeting.

11.3 President

11.3.1 The President:

- (i) must consult with the CEO regarding the business to be conducted at each Board Meeting and each General Meeting.
- (ii) may convene special meetings of the Board under Rule 14.1.3.
- (iii) may preside over Board Meetings under Rule 14.3.
- (iv) may preside over General Meetings under Rule 17.4; and
- (v) must ensure that the minutes of a General Meeting or Board Meeting are reviewed and signed as correct under Rule 20.1.3.

11.4 Chief Executive Officer

11.4.1 There will be a full-time CEO appointed by the Board for such period and upon such terms and conditions as it deems fit.

11.4.2 The CEO shall carry out the duties as contained in the Duty Statement and/or Contract of Employment provided by the Board from time to time.

11.4.3 The CEO is not eligible for election to the Board.

11.4.4 The CEO is not entitled to vote at any Board Meeting; but may vote at any General Meeting if he/she is also registered as an Ordinary Member or Life Member of the Club.

.

11.5 Board Executive Officer

11.5.1 The Board will appoint a Board Executive Officer for such a period and upon such terms and conditions as it deems fit.

11.5.2 The duties will be contained in the Duty Statement and/or Contract of Employment provided by the Board from time to time and will included:

- (i) co-ordinating the correspondence of the Club.
- (iii) consulting with the President about all the business to be conducted at meetings and convening General Meetings and Board Meetings, including preparing notices of meetings and of business to be conducted at each meeting.
- (iii) keeping and maintaining in an up to date condition the Rules of the Association as required by Rule 30 and any by-laws of the Club made in accordance with Rule 31.

- (iv) maintaining the Record of Office Bearers of the Club, referred to in Rule 11.7.
- (v) ensuring the safe custody of the books (with the exception of the Accounting Records) of the Club under Rule 35.
- (vi) keeping full and correct minutes of Board Meetings and General Meetings.
- (vii) performing any other duties as are imposed by these Rules or the Association on the Board Executive Officer.

11.5.3 The Board Executive Officer does not have any voting rights; but may vote at any General Meeting if he/she is also registered as an Ordinary Member or Life Member of the Club.

11.6 Director (Finance)

11.6.1 The Director who has been allocated the Finance Portfolio, will be responsible for the following:

- (i) ensure all moneys payable to the Club are collected, and that receipts are issued for those moneys in the name of the Club;
- (ii) ensure the payment of all moneys referred to in Rule 11.6.1(i) into the account or accounts of the Club as the Board may from time to time direct;
- (iii) ensure timely payments from the funds of the Club with the authority of the General Meeting or the Board;
- (iv) ensure that the Club complies with the account keeping requirements in Part 5 of the Act;
- (v) ensure the safe custody of the financial records of the Club and any other relevant records of the Club;
- (vi) coordinate the preparation of the Financial Report of the Club prior to its submission to the Annual General Meeting of the Club;
- (vii) assist the auditor in performing their function; and
- (viii) perform any other duties as are imposed by these Rules or the Club on the Director (Finance).

11.7 Record of Office Holders

11.7.1 The BEO must maintain the Record of Office Holders.

11.7.2 The Record of Office Holders must show: -

- (i) the full name of each office holder;

- (ii) the office held and the dates of appointment and (if applicable) cessation of the appointment; and
- (iii) a current contact postal, residential or email address of each office holder.

11.7.3 The Record of Office Holders must be kept and maintained at the Club's place of business.

11.8 Inspecting the Record of Office Holders

11.8.1. Any member is able to inspect the Record of Office Holders free of charge at such time and place as is mutually convenient to the Club and the member.

11.8.2 The member may make a copy of the details from the Record of Office Holders but has no right to remove the record for that purpose.

12. APPOINTING BOARD MEMBERS

12.1 Board Members are appointed to the Board by: -

- (a) postal vote and endorsement, or election at an AGM; or
- (b) appointment to fill a casual vacancy under rule 13.1.2

12.2 Nominating for Membership of the Board

12.2.1 A member who wishes to be the President or a Director must be nominated by two other members as a candidate for election.

12.2.2 Nominations for election to the Board shall close at least 28 days before the AGM.

12.2.3 The CEO must send a notice calling for nominations for election to the required positions on the Board and specifying the date for the close of nominations to all members at least 14 days before the date of close of nominations.

12.2.4 The nomination for election must be: -
(i) in writing; and
(ii) delivered to the CEO on or before the date for the close of nominations.

12.2.5 Each nomination is to include a written resume of the nominee's pertinent history, the format of which shall be at the discretion of the Board and must be received by the CEO prior to the closing of nominations.

12.2.6 If a nomination for election to the Board is not made in accordance with Rules 12.2.1-12.2.5, the nomination is to be deemed invalid and the member will not be eligible for election unless Rule 12.3.4 takes effect.

12.3 Electing Board Members

- 12.3.1 A list of candidates, names in alphabetical order of family name, with the names of the members who nominated each candidate, must accompany the notice of the AGM to all members.
- 12.3.2 If the number of valid nominations received under Rule 12.2 is equal to the number of vacancies to be filled for the relevant positions on the Board, the member/s nominated shall be deemed to be elected at the AGM.
- 12.3.3 If the number of valid nominations exceeds the number of vacancies to be filled for the relevant position on the Board, elections for positions must be conducted by postal vote and endorsed by the Chairperson at the AGM.
- 12.3.4 If there are not enough valid nominations to fill the number of vacancies for the relevant positions on the Board, the candidates nominated (if any) shall be deemed to be elected and further nominations may be received from the floor of the AGM.
- 12.3.5 Where the number of nominations from the floor exceeds the remaining number of vacancies on the Board, elections for those positions must be conducted.
- 12.3.6 If an insufficient number of nominations are received from the floor for the number of vacancies on the Board that remain, those nominees will be endorsed as elected, and the remaining position/s on the Board will be declared vacant by the person presiding at the AGM and Rule 13.1.2 applies.

12.4 Voting in Elections for Membership on the Board.

- 12.4.1 Subject to Rule 19.4.5, each member eligible to vote at the AGM may vote for one candidate for the position of President at elections where this position is due for election.
- 12.4.2 For elections for Directors, members will mark on their ballot paper the candidate or candidates for which the he/she is voting. The member will select the number of candidates up to the number of candidates to be elected.
- 12.4.3 The candidates up to the number required to equal the number of vacancies with the most number of votes will be declared elected.
- 12.4.4 A member who nominates for election or re-election may vote for themselves.

12.5 Term of Office for Board Members.

- 12.5.1 Each member elected to a position on the Board will serve a term of office for two years.
- 12.5.2 A Board Member's term, will commence at his/her election at an AGM or the date of appointment to fill a casual vacancy that arises under Rule 13.1.2.

12.5.3 Where there are more than four (4) positions of Director expiring, as in the case of the normal four (4) retiring Directors plus any who may be retiring as a result of their appointment under Rule 13.1.2, then the four nominees who receive the most votes will serve the full two-year terms, and the remaining successful nominee/s will serve a one-year term.

12.5.6 All retiring Board Members are eligible on nomination under Rule 12.2, for re-election.

13. CEASING TO BE A MEMBER OF THE BOARD OF DIRECTORS

13.1 Vacant Positions on the Board

13.1.1 A casual vacancy occurs in the office of the Board and that office becomes vacant if the Board Member: -

- (i) dies;
- (ii) ceases to be a member;
- (iii) becomes disqualified from holding a position under Rule 10.2.3 as a result of bankruptcy or conviction of a relevant criminal offence;
- (iv) becomes permanently incapacitated by mental or physical ill-health;
- (v) resigns from office under 13.2;
- (vi) is removed from office under 13.3; or
- (vii) is absent from more than
 - A - three consecutive Board Meetings without a good reason; or
 - B – three Board Meetings in the same Financial Year without tendering an apology to the person presiding at each of those Board Meetings, where the member received notice of the meetings, and the Board has resolved to declare the office vacant.

13.1.2 If a position on the Board is declared vacant under Rule 12.3.6 or there is a casual vacancy within the meaning of Rule 13.1.1, the continuing Board Members may: -

- (i) appoint a member to fill that vacancy until the conclusion of the next AGM;
or
- (ii) subject to Rule 13.1.3; act despite the vacant position on the Board.

13.1.3 If the number of Board Members is less than the number fixed under Rule 1.3 as the quorum for Board Meetings, the continuing Board Members may act only to: -

- (i) increase the number of members on the Board to the number required for a quorum; or
- (ii) convene a General Meeting of the Club.

13.2 Resigning from the Board.

13.2.1 A Board Member may resign from the Board by giving written notice of resignation to the CEO.

13.2.2 The Board Member resigns:

- (i) at the time the notice is received by the CEO under Rule 13.2.1; or
- (ii) if a later date is stated in the notice, at the later time.

13.3 Removal from the Board

13.3.1 Other than in accordance with Rule 13.1.1(vii), a Board Member may only be removed from their position on the Board by resolution at a General Meeting of the Club, if a majority of the members present and eligible to vote at the meeting vote in favour of the removal.

13.3.2 The Board Member who faces removal from the Board must be given a full and fair opportunity at the General Meeting to decide the proposed resolution, to state their case as to why the member should not be removed from their position on the Board.

13.3.3 If all Board Members are removed by resolution at a General Meeting, the members must, at the same General Meeting, elect an Interim Board. The Interim Board must within two months, convene a General Meeting of the Club for the purpose of electing a new Board.

13.4 Co-Opting Members to the Board.

13.4.1 The Board at a Board Meeting, may co-opt up to two members to be appointed to the Board for such terms as the Board deems fit, but no longer than until the next AGM.

13.4.2 Such co-opted members shall not have the power to vote or move motions but can be involved in discussions during the Board Meeting.

14. BOARD MEETINGS

14.1 Meetings of the Board

14.1.1 The Board must meet at least ten times each calendar year.

14.1.2 The Board is to determine the place and time of all Board Meetings.

14.1.3 Special meetings of the Board can only be convened under Rule 14.2 by the President or any two Board Members.

14.1.4 In the event that a second Board meeting is convened in any calendar month, the second meeting shall not count towards the required number of ten meetings each year.

14.2 Notice of Board Meetings

14.2.1 The CEO must give each Board Member at least 48 hours' notice of each Board Meeting before the time appointed for holding the meeting.

14.2.2 Notice of a Board Meeting must specify the general nature of the business to be transacted at the meeting.

14.2.3 Subject to Rule 14.2.4, only business specified on the notice of the Board Meeting is to be conducted at that meeting.

14.2.4 Urgent business may be conducted at Board Meetings if the Board Members present at a Board Meeting unanimously agree to treat the business as urgent.

14.3 Chairing at Board Meetings

14.3.1 The President is to preside as Chairperson of each Board Meeting.

14.3.2 If the President is absent or unwilling to act, the Senior Vice President is to preside at the Board Meeting. If the President and the Senior Vice President are absent or unwilling to act, the Vice President will preside at the Board Meeting. If the President and both Vice Presidents are absent or unwilling to preside at the meeting, the Board members must choose one of their numbers to preside as Chairperson at the Board Meeting.

14.4 Procedure for Board Meetings

14.4.1 The quorum for a Board Meeting is specified in Rule 1.3. The Board cannot conduct business unless a quorum is present.

14.4.2 If, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same time, day and place in the following week.

14.4.3 If, at a meeting adjourned under Rule 14.4.2, a quorum is not present within half an hour of the time appointed for the meeting, the Board Members personally present will constitute a quorum.

14.4.4 Board Meetings may take place:

- (i) where the Board Members are physically present together; or
- (ii) where the Board Members are able to communicate by using any technology that reasonably allows the Board Members to participate fully in discussions as they happen in the Board Meeting and in making decisions, provided that the participation of the member in the Board Meeting must be made known to all other members present.

- 14.4.5 A Board Member who participates in a meeting as set out in Rule 14.4.4(ii):
- (i) is deemed to be present at the Board Meeting; and
 - (ii) continues to be present at the meeting for the purposes of establishing a quorum until the Board Member notifies the other Board Members that they are no longer taking part in the Board Meeting.
- 14.4.6 Subject to these Rules, the Board Members present at the Board Meeting are to determine the procedure and order of business to be followed at the Board Meeting.
- 14.4.7 All Board Members have the right to attend and vote at Board Meetings.
- 14.4.8 Any member, or other guests, may attend Board Meetings if invited by the Board, but any such person shall not have any right to comment without invitation, or any right to vote, or to be provided with copies of any agenda, minutes of meetings or documents presented to such meetings.
- 14.4.9 The CEO, or other person authorised by the Board from time to time, must keep minutes of the resolutions and proceedings of all Board Meetings together with a record of the names of persons present at each meeting.

14.5 Voting at Board Meetings

- 14.5.1 Each Board Member present at a Board Meeting has a deliberate vote.
- 14.5.2 A question arising at a Board Meeting is to be decided by a majority of votes, but if there is an equality of votes, the Chairperson is entitled to exercise a second or casting vote.
- 14.5.3 Decisions may be made by general agreement or a show of hands.
- 14.5.4 A poll by secret ballot may be used if the Board prefers to determine a matter in this way, and the Chairperson is to oversee the ballot.

14.6 Acts not Affected by Defects or Disqualification.

- 14.6.1 Any act performed by the Board, a sub-committee or a person acting as a Board Member is deemed to be valid even if the act was performed when:
- (i) there was a defect in the appointment of a Board Member, sub-committee or person holding a subsidiary office; or
 - (ii) A Board Member, a sub-committee member or a person holding a subsidiary office was disqualified from being a member.

15. REMUNERATION OF BOARD MEMBERS

- 15.1.1 The Club may pay a Board Member's travelling and other expenses as properly incurred;
- (i) in attending Board Meetings or sub-committee meetings;
 - (ii) in attending any General Meeting of the Club; and
 - (iii) in connection with the Club's business.
- 15.1.2 Board Members must not receive any remuneration for their services as Board Members other than as described in Rule 15.1.1 unless payment is authorised by resolution by members at a General Meeting of the Club.

16. SUB-COMMITTEES AND DELEGATION

16.1 Appointment of Sub-Committee

- 16.1.1 The Board may appoint one or more sub-committees as considered appropriate by the Board from time to time to assist with the conduct of the Club's operations.
- 16.1.2 Sub-committees may comprise in such numbers as the Board determines and may be members or non-members of the Club.

16.2 Delegation by Board to Sub-Committee

- 16.2.1 The Board may delegate, in writing, to any or all of the sub-committees, any authority, power or functions and may cancel any authority, powers, or functions, as the Board sees fit from time to time.
- 16.2.2 Despite any delegation under this Rule, the Board may continue to exercise all its functions, including any function that has been delegated to a sub-committee and remains responsible for the exercise of those functions at all time.

16.3 Delegation to Subsidiary Offices

- 16.3.1 The Board may create and fill such subsidiary office as may be necessary for the proper and efficient management of the Club's affairs.
- 16.3.2 The Board may delegate, in writing, to any person holding a subsidiary office any authority, power or functions, and may cancel any authority, powers or functions, as the Board sees fit from time to time.
- 16.3.3 Despite any delegation under this Rule, the Board may continue to exercise all its functions, including any function that has been delegated to a subsidiary office and remains responsible for the exercise of those functions at all times.

17. GENERAL MEETINGS

17.1 General Meetings

17.1.1 General Meetings may take place where the members are physically present together.

17.2 Quorum for General Meeting

17.2.1 The quorum for General Meetings is specified in Rule 1.4.

17.2.2 Subject to Rules 17.2.3 and 17.2.4, no business is to be conducted at a General Meeting unless a quorum of members entitled to vote under these Rules is present at the time when the meeting is considering that item.

17.2.3 If, within half an hour of the time appointed for the commencement of a General Meeting, a quorum is not present:

- (i) in the case of a Special General Meeting, the meeting lapses; or
- (ii) in the case of an AGM, the meeting is to stand adjourned to:
 - (a) the same time and day in the following week; and
 - (b) the same place unless another place is specified by the Chairperson at the time of the adjournment or by written notice to the members given before the day on which the adjourned meeting is to take place.

17.2.4 If, at the adjourned meeting, a quorum is not present within half an hour of the time appointed for the commencement of the meeting, the members present are to constitute a quorum.

17.3 Notice of General Meetings and Motions.

17.3.1 The CEO must give at least:

- (i) 14 days' notice of a General Meeting to each member; or
- (ii) 21 days' notice of a General Meeting to each member if a Special Resolution is proposed to be moved at the General Meeting.

17.3.2 The notice convening a General Meeting must specify:

- (i) the place, date and time of the meeting; and
- (ii) the particulars and order of the business to be conducted at the meeting.

17.3.3 The notice convening a General Meeting, or any notice of motion must be issued in the manner prescribed in Rule 2.2.

17.4 Presiding Member

17.4.1 The President or, in the President's absence or if he is unwilling to act, the Senior Vice President is to preside as Chairperson of each General Meeting. In

the absence of both the President and Senior Vice President or if they are unwilling to act, the Vice President will preside at the General Meeting.

17.4.2 If the Chairperson and the both Vice Presidents are absent or unwilling to act, the remaining Board Members must choose one of their numbers to preside as Chairperson at the General Meeting.

17.5 Adjournment of General Meetings.

17.5.1 The person presiding over a General Meeting, at which a quorum is present, may adjourn the meetings from time to time and place to place with the consent of a majority of members present at the meeting.

17.5.2 No business is to be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.

17.5.3 When a General Meeting is adjourned for 14 days or more, the CEO must give notice of the adjourned meeting in accordance with Rules 2.2 and 17.3 as if that General Meeting was a new General Meeting.

18. SPECIAL GENERAL MEETING

18.1 Special General Meeting

18.1.1 The Board may at any time convene a Special General Meeting of the Club.

18.1.2 The CEO must convene a Special General Meeting of the Club within 28 days after receiving a written request to do so from at least 20 percent of the total number of members.

18.2 Request for a Special General Meeting

18.2.1 A request by the members for a Special General Meeting must:

- (i) state the purpose of the meeting;
- (ii) be signed by the required number of members making the request as specified in Rule 18.1.2; and
- (iii) be lodged with the CEO.

18.3 Failure to Convene Special General Meeting

18.3.1 If the CEO fails to convene a Special General Meeting within the 28 days referred to in Rule 18.1.2, the members who made the request, may convene a Special General Meeting within 3 months after the original request was lodged as if the members were the Board.

18.3.2 A Special General Meeting must be convened in the same or substantially the same manner as General Meetings are convened by the Board and the Club

must pay the reasonable expenses of convening and holding the Special General Meeting.

19. MAKING DECISIONS AT GENERAL MEETINGS.

19.1 Special Resolutions

19.1.1 A Special Resolution must be moved at a General Meeting where notice of the Special Resolution has been given under 19.1.3.

19.1.2 A Special Resolution of the Club is required to:

- (i) amend the name of the Club;
- (ii) amend the Rules under Rule 30.2.1;
- (iii) affiliate the Club with another body;
- (iv) transfer the incorporation of the Club;
- (v) amalgamate the Club with one or more other incorporated associations;
- (vi) voluntarily wind up the Club;
- (vii) cancel incorporation; or
- (viii) request that a statutory manager be appointed.

19.1.3 Notice of a Special Resolution must:

- (i) be in writing;
- (ii) include the place, date and time of the meeting;
- (iii) include the intention to propose a Special Resolution;
- (iv) set out the wording of the proposed Special Resolution and
- (v) be given in accordance with Rule 2.2.

19.1.4 If notice is not given in accordance with Rule 19.1.3, the Special Resolution will have no effect.

19.1.5 A Special Resolution must be passed at a General Meeting at which there is a quorum and be supported by the votes of not less than three-quarters of the members present, in person or by proxy, and eligible to cast a vote at the meeting.

19.2 Ordinary Resolutions

19.2.1 Subject to these Rules, a majority of votes will determine an Ordinary Resolution.

19.3 Alignment with a WA Based AFL club

19.3.1 In the event that the Club is considering aligning with one of the WA based AFL clubs, to allow players from that club to play with Perth Football Club in WAFL sponsored games, full details of any such proposal must be submitted to members at a Special General Meeting as an ordinary resolution for approval.

19.3.2 In the event that the Club is considering withdrawing from an alignment agreement with one of the WA based AFL clubs, full details of such proposal must be submitted to members at a Special General Meeting as an ordinary resolution for approval.

19.4 Voting at Meetings

19.4.1 Subject to these Rules, each Ordinary Member has one vote at a General Meeting of the Club.

19.4.2 A person casts a vote at a meeting either by:

- (i) voting at the meeting either in person; or
- (ii) proxy.

19.4.3 In the case of an equality of votes at a General Meeting, the Chairperson of the meeting is entitled to exercise a second or casting vote.

19.4.4 A member or their proxy is not entitled to vote at any General Meeting of the Club unless all money due and payable by the member or their proxy to the Club has been paid in accordance with Rules 9.1 and 9.2

19.4.5 A member is only entitled to vote at a General Meeting if the member's name is recorded in the Register of Members as at the date of the notice of the General Meeting was sent out under Rule 17.3.

19.5 Proxies

19.5.1 Each Member is entitled to appoint in writing, a natural person who is also a member of the Club, to be the member's proxy, and to attend and vote on the member's behalf at any General Meeting of the Club.

19.5.2 Written notice of the proxy must be given to the CEO before the commencement of the meeting in respect of which the proxy is appointed.

19.5.3 No member may hold more than five proxies at any one time.

19.6 Manner of Determining Whether Resolution Carried.

19.6.1 Unless a poll is demanded under Rule 19.7, if a question arising at a General Meeting of the Club is determined by general agreement or a show of hands, a declaration must be made by the Chairperson of the General Meeting that the resolution has been:

- (i) carried unanimously;
- (ii) carried by a particular majority; or
- (iii) lost.

19.6.2 If the declaration relates to a Special Resolution, then subject to Rule 19.1.3, the declaration should state that a Special Resolution has been determined.

19.6.3 The declaration made under Rule 19.6.1 must be entered into the minute book of the Club.

19.6.4 The entry in the minute book of the Club under Rule 19.6.3 is evidence of the fact that the resolution has been determined, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

19.7 Poll at General Meeting

19.7.1 At a General Meeting, a poll on any question may be demanded by either:

- (i) the Chairperson of the meeting; or
- (ii) at least ten (10) members present in person or by proxy.

19.7.2 If a poll is demanded at a General Meeting, the poll must be taken in a manner as the Chairperson of the meeting directs and a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.

19.7.3 If a poll is demanded at a General Meeting, the poll must be taken;

- (i) immediately in the case of a poll which relates to electing a person to preside over the meeting.
- (ii) immediately in the case of a poll which relates to adjourning the meeting; or
- (iv) in any other case, in the manner and time before the close of the meeting as the Chairperson directs.

20. MINUTES OF MEETINGS.

20.1 Minutes of meetings

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

20.1.2 The minutes are to be taken and then entered within 30 days after the holding of each meeting, into a minute book kept for that purpose.

20.1.3 The Chairperson must ensure that the minutes of a General Meeting or Board Meeting under Rule 20.1.1 are reviewed and signed as correct by:

- (i) the Chairperson of the General Meeting or Board Meeting to which those minutes relate; or
- (ii) the Chairperson of the next succeeding General Meeting or Board Meeting.

20.1.4 When minutes have been entered and signed as correct under this Rule, they are, until the contrary is proved, evidence that;

- (i) the General Meeting or Board Meeting to which they relate was duly convened and held;
- (ii) all proceedings recorded as having taken place at the General Meeting or Board Meeting did in fact take place at the meeting;
- (iv) all appointments or elections purporting to have been made at the meeting have been validly made.

20.1.5 The minutes of General Meetings may be inspected by a member under Rule 35.2.

20.1.6 The minutes of Board Meetings may be inspected by a member under Rule 35.2 unless the Board determines that the minutes of Board Meetings generally or the minutes of a specific Board Meeting are not to be available for inspection.

21. FUNDS AND ACCOUNTS

21.1 Control of Funds.

21.1.1 The funds of the Club must be kept in an account in the name of the Club in a financial institution determined by the Board.

21.1.2 The funds of the Club are to be used in pursuance of the objects of the Club.

21.1.3 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Club must be signed by:

- (i) any two Board Members; or
- (ii) one Board Member and a person authorised by the Board.

21.1.4 All expenditure above the maximum amount set by the Board from time to time, must be approved or ratified at a Board Meeting.

21.2 Source of Club Funds

21.2.1 The funds of the Club may be derived from nomination fees and annual membership fees of members, donations, fund raising activities, grants, interest and any other sources approved by the Board.

21.2.2 The Club must, as soon as practicable;

- (i) deposit all money received by the Club, to the credit of the Club's bank account, without deduction, and
- (ii) after receiving any money, issue an appropriate receipt.

21.3 Financial Records

21.3.1 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.

21.3.2 The Club must retain its financial records for at least 7 years after the transactions covered by the records are completed.

21.4 Financial Statements and Financial Reports.

21.4.1 For each financial year, the Club must ensure that the requirements under Part 5 of the Act are met.

21.4.2 Without limiting Rule 21.4.1, those requirements include;

- (i) as this Club is termed a Tier 3 Association, the preparation of the Financial Report;
- (ii) the auditing of the Financial Report;
- (iii) the presentation of the Financial Report to the Annual General Meeting of the Club together with a copy of the report of the Auditor; and
- (iv) lodgement of the annual return with the Commission.

21.5 Audit of Financial Reports.

21.5.1 The Club must ensure that an audit is undertaken of the Financial Report.

22. FINANCIAL YEAR OF THE CLUB

22.1 The financial year of the Club is at Rule 1.5

23. APPOINTMENT OF AUDITOR

23.1 Appointment of Auditor

23.1.1 Except as provided in 23.1.2, an auditor may only be appointed by resolution of the members at a General Meeting.

23.1.2 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 23.1.1 for the Club.

23.1.3 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 Rule 24.1.2;
- (iv) is removed from office under Rule 25.1; or
- (v) resigns from office as provided for under Rule 23.1.5.

23.1.4 An auditor appointed under Rule 23.1.2 only holds office until the auditor's report has been presented for consideration at the Annual General Meeting of the Club.

23.1.5 An auditor may, by giving notice in writing, resign as auditor of the Club.

23.1.6 The Club must, within 14 days after being given notice of resignation by the auditor, lodge with the Commissioner, notice of the resignation on the approved form.

24. QUALIFICATIONS OF AUDITOR

24.1.1 An auditor must not be appointed if the person is not qualified for appointment.

24.1.2 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.

25. REMOVAL OF AUDITOR

25.1.1 An auditor may only be removed from office by resolution at a General Meeting of the Club.

25.1.2 Written notice of an intention to move a resolution referred to in Rule 25.1.1 must be given to every member of the Club at least 2 months before the General Meeting is to be held.

25.1.3 The written notice must state in full the proposed resolution.

25.1.4 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.

26. AUDITOR TO MAKE REPRESENTATION

26.1.1 The auditor who receives a notice from the Club under Rule 25.1.4 (i) may within 30 days after receiving the notice, make a written representation, not exceeding a reasonable length, to the Board.

26.1.2 Subject to Rule 26.2.1, if the auditor made a representation under Rule 26.1.1, 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 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.

26.1.3 A document required to be given to a member under Rules 25.1.2 and 26.1.2, may be given:

- (i) personally; or
- (ii) by post; or
- (iii) by any other means authorised under these Rules.

26.1.4 All costs associated with giving a document to the members are to be borne by the Club

26.2 Exemption

26.2.1 The Club may lodge with the Commissioner an application for an order exempting the Club from the requirements of 26.1.2.

26.2.2 The application must:

- (i) be in writing; and
- (ii) state the reasons for exemption; and
- (iv) be accompanied by the prescribed fee, if any.

26.2.3 The Commissioner may make the order subject to any conditions the Commissioner considers appropriate.

27. ANNUAL GENERAL MEETING

27.1 Annual General Meeting

27.1.1 Subject to Rule 27.1.2, the Club must convene an AGM each calendar year;

- (i) within 6 months after the end of the Club's Financial Year; or
- (ii) within a longer period as the Commissioner may allow.

27.1.2 If the Club requires the approval from the Commissioner to hold its AGM within a longer period under Rule 27.1.1(ii), the CEO must apply to the Commissioner no later than four months after the end of the Club's Financial Year.

27.2 Notice of AGM

27.2.1 The notice convening an AGM must specify that it is the AGM of the Club and otherwise must comply with Rules 2.2 and 17.3, as applicable.

27.3 Business to be Conducted at AGM

27.3.1 Subject to Rule 27.1 the AGM of the Club is to be convened on a date, time and place as the Board decides.

27.3.2 At each AGM of the Club, the Club:

- (i) must confirm the minutes of the past preceding AGM and of any Special General Meeting held since that meeting if the minutes of that Special General Meeting have not yet been confirmed;

- (ii) must receive the Financial Report of the Club for the preceding Financial Year;
- (iii) if applicable, must appoint or remove an auditor in accordance with the Act;
- (iv) must present a copy of the report of the Auditor to the Club; and
- (v) must elect or appoint the office holders and members of the Board.

28. PATRONS

28.1.1 Patrons and Vice Patrons in accordance with the number determined by the Board shall be elected at the Annual General Meeting.

28.1.2 Their term of office shall be for one year.

28.1.3 They shall be entitled to attend at General Meetings but do not have any voting rights, unless he/she is also an Ordinary or Life Member of the Club.

29. LIFE MEMBERSHIP

29.1.1 Nominations for persons to be elected as a Life Member shall be signed by two current Members and submitted to the Board at least one calendar month prior to the Annual General Meeting. The nomination must be accompanied by a short statement setting out the nominee's record of service to the Club. The need for this statement to be provided shall be advertised in the other media coverage. Where the statement is not provided, the Board may request that the nominator provide this. If the accompanying statement is not provided, the nomination may be referred to the Annual General Meeting only at the Board's absolute discretion.

29.1.2 No more than two Life Members may be elected in any one year.

29.1.3 In the event that less than the maximum number of Life Members that could be elected in a five-year period, in the year following that five-year period, up to the equivalent number of Life Members that could have been elected in that immediate five-year period may be elected up to a maximum of six Life Members, in addition to the normal maximum of two members in any given year.

29.1.4 The Board has an absolute discretion in relation to the approval of referrals of nominations to the Annual General Meeting but should take into account the nominee's contribution to the Club in areas such as playing, coaching, administration and volunteer work. It would ordinarily be expected that a nominee has given ten years' service to the Club before their nomination will be recommended by the Board.

29.1.5 Any player who has played 150 league games for the Club will, upon completion of his 150th league game, be deemed to have been nominated for Life

Membership, and referral of the player's nomination shall be deemed to have been approved by the Board and the nomination shall be referred for consideration at the Annual General Meeting without any action required on the part of the Board. Players to whom this Rule applies may be elected as Life Members in addition to the restriction of two members referred to in Rule 29.1.2.

30. RULES OF THE ASSOCIATION

30.1 Rules of the Association

- 30.1.1 These Rules bind every member of the Club and each member agrees to comply with these Rules.
- 30.1.2 The Club must provide, free of charge, a copy of the Rules in force, at the time membership commences, and to each person who becomes a member under Rule 5.5.
- 30.1.3 The Club must keep a current copy of the Rules.

30.2 Amendment of Rules, Name and Objects.

- 30.2.1 The Club may alter, rescind or add to these Rules by Special Resolution in accordance with Rule 19 and not otherwise.
- 30.2.2 When a Special Resolution amending the Rules is passed, the required documents must be lodged with the Commissioner within:
 - (i) one month after the Special Resolution is passed; or
 - (ii) a longer period as the Commission may allow.
- 30.2.3 Subject to Rule 30.2.4, an amendment to the Rules does not take effect until the required documents are lodged with the Commission under Rule 30.2.2
- 30.2.4 An amendment to the Rules that changes or has the effect of changing:
 - (i) the name of the Club; or
 - (ii) the objects or purposes of the Clubdoes not take effect until the required documents are lodged with the Commissioner under Rule 30.2.2 and the approval of the Commissioner is given in writing.
- 30.2.5 Prior to submission to the Commissioner, details of any changes proposed must also be provided to the Department of Racing, Gaming and Liquor for their approval.

31. BY-LAWS OF THE CLUB

31.1 The Board may make such By-Laws as may be necessary for the management of their own proceedings and of the Club, provided that no By-Law shall be made which is inconsistent with these Rules or the Act.

32. LIQUOR LICENCE REQUIREMENTS

32.1 In accordance with Liquor Licensing Act, the Club will ensure that

- (a) no liquor shall be sold or supplied for consumption elsewhere than on the Club premises, unless such liquor is removed from the licensed premises by or on instructions of the member purchasing the liquor;
- (b) no payment or part payment to any officer or servant of the Club shall be made by way of commission or allowance from, or upon, the receipts of the Club for liquor;
- (c) no liquor shall be sold or supplied to any person under the age of 18 years;
- (d) no stranger shall be permitted to use the Club's premises and no member shall admit any stranger to use the Club's premises;
- (e) members may introduce guests to the Club's premises at any time provided that:
 - (i) a member may introduce no more than five (5) guests to the Club's premises at any one time;
 - (ii) a guest shall not be supplied with liquor in the Club's premises except on invitation and in the company of that member;
 - (iii) a guest shall be supplied with liquor to be consumed on the Club's premises only;
 - (iv) the member introducing the guest shall be responsible for the proper conduct of that guest whilst on the Club's premises;
 - (v) a member may, at their expense, and with the approval of the Board, supply liquor to guests, without limitation as to number, at a function held by or on behalf of that member at the Club's premises.

32.2 Any person 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.

33 GOVERNANCE POLICY

33.1 The Club will adopt a Governance Policy which will be reviewed and updated as often as necessary as determined by the Board.

34. COMMON SEAL.

34.1 Use of Common Seal

34.1.1 If the Club has a common seal, on which its name appears in legible characters:

- (i) the CEO must provide for its safe custody; and
- (ii) it must only be used under the resolution of the Board.

34.1.2 The Club executes a document with its common seal, if the fixing of the seal is witnessed by:

- (i) any two Board Members; or
- (ii) any Board Member and a person authorised by the Board.

34.1.3 Every use of the common seal must be recorded in the Board's minute book.

34.2 Executing Documents

34.2.1 The Club may execute a document without using a common seal if the document is signed by:

- (i) any two Board Members; or
- (ii) one Board Member and a person authorised by the Board.

35. THE CLUB'S BOOKS AND RECORDS

35.1 Custody of the Books of the Club

35.1.1 Except as otherwise decided by the Board from time to time, the CEO must keep in his/her custody, or under his/her control, all the books of the Club with the exception of the Financial Records which, except as otherwise directed by the Board from time to time, are to be kept under the custody or control of the Director (Finance).

35.1.2 The Books of the Book must be retained for at least 7 years.

35.2 Inspecting the Books of the Club

35.2.1 Subject to these Rules, and in particular Rule 20.1.6, a member is able to inspect the Books of the Club free of charge at such time and place as is mutually convenient to the Club and the member.

35.2.2 A member must contact the CEO to request to inspect the Books of the Club.

35.2.3 The member may copy details from the Books of the Club but has no right to remove the Books of the Club for that purpose.

35.3 Prohibition on Use of Information in the Books of the Club

35.3.1 A member must not use or disclose information in the Books of the Club except for a purpose:

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

- 35.3.2 Outgoing Board Members are responsible for transferring all relevant assets and Books of the Club to the new Board within 14 days of ceasing to be a Board Member.

36. RESOLVING DISPUTES

36.1 Disputes Arising under the Rules

- 36.1.1 This Rule applies to:
- (i) disputes between members; and
 - (ii) disputes between the Club and one or more members that arises under the Rules or relate to the Rules of the Association.
- 36.1.2 In this Rule “member” includes any former member whose membership ceased not more than six months before the dispute occurred.
- 36.1.3 The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
- 36.1.4 If the parties are unable to resolve the dispute, any party to the dispute may initiate a procedure under this Rule by giving written notice to the CEO of the parties to, and details of, the dispute.
- 36.1.5 The President must convene a Board Meeting within 28 days after the CEO has received notice of the dispute under Rule 36.1.4 for the Board to determine the dispute.
- 36.1.6 At the Board Meeting to determine the dispute, all parties to the dispute must be given a full and fair opportunity to state their respective cases orally, in writing, or both.
- 36.1.7 The CEO must inform the parties to the dispute of the Board’s decision and the reasons for the decision within 7 days after the Board Meeting referred to in Rule 36.1.5.
- 36.1.8. If any party to the dispute is dissatisfied with the decision of the Board, they may elect to initiate further dispute resolution procedures as set out in the Rules.

36.2 Mediation

- 36.2.1 This Rule applies:
- (i) where a person is dissatisfied with a decision made by the Board under Rule 36.1; or
 - (ii) where a dispute arises between a member or more than one member and the Club and any party to the dispute elects not to have the matter determined by the Board.
- 36.2.2 Where the dispute relates to a proposal for the suspension or expulsion of a member, this Rule does not apply until the procedure under Rule 7.3 in respect of the proposed suspension or expulsion has been completed.

- 36.2.3 If the parties to a dispute are unable to resolve the dispute between themselves, within the time required by Rule 36.1.3, or a party to the dispute is dissatisfied with a decision made by the Board under Rule 36.1.7, a party to the dispute may:
- (i) provide written notice to the CEO of the parties to, and the details of the dispute;
 - (ii) agree to, or request the appointment of a mediator.
- 36.2.4 The party, or parties, requesting the mediation must pay the costs of the mediation.
- 36.2.5 The mediator must be:
- (i) a person chosen by agreement between the parties; or
 - (ii) in the absence of agreement;
 - (a) if the dispute is between a member and another member – a person appointed by the Board; or
 - (b) if the dispute is between a member, or more than one member, and the Club, the Board or a Board Member, then an independent person who is a mediator appointed to, or employed with, a Not for Profit Organisation.
- 36.2.6 A member can be a mediator, but the mediator cannot be a member who is a party to the dispute.
- 36.2.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 36.2.8 The parties are to exchange written statement of the issues that are in dispute between them, and supply copies to the mediator at least 5 days before the mediation session.
- 36.2.9 The mediator, in conducting the mediation, must:
- (i) give the parties to the mediation process every opportunity to be heard;
 - (ii) allow all parties to consider any written statement submitted by any party, and
 - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 36.2.10 The mediator must not determine the dispute and the mediation must be confidential. Information provided by the parties in the course of the mediation cannot be used in any other legal proceedings that may take place in relation to the dispute.

36.3 Inability to Resolve Disputes

- 36.3.1 If a dispute cannot be resolved under the procedures set out in the Rules, any party to the dispute may apply to the State Administrative Tribunal to determine the dispute in accordance with the Act or otherwise at law.

37. CANCELLATION AND DISTRIBUTION OF SURPLUS PROPERTY.

- 37.1.1 The Club may cease its activities and have its incorporation cancelled in accordance with the Act if the Members resolve by Special Resolution that the Club will:
- (i) apply to the Commissioner for cancellation of its incorporation; or
 - (ii) appoint a liquidator to wind up its affairs.
- 37.1.2 The Club must be wound up under Rule 37.1.1(ii) and Part 9 of the Act before cancellation can take place if it has outstanding debts or any other outstanding legal obligations or is party to any current legal proceedings.
- 37.1.3 Upon cancellation of the Club, the surplus property must only be distributed to one or more of the following:
- (i) an incorporated association under the Act;
 - (ii) a body corporate that at the time of the distribution is the holder of a licence under the charitable collections legislation in Western Australia;
 - (iii) a company limited by guarantee that is registered as mentioned in section 50 of the *Corporations Act 2001 (Cwth)*;
 - (iv) a body corporate that:
 - (A) is a member or former member of the Club; and
 - (B) at the time of the surplus property is distributed, has Rules that prevent the property being distributed to its members;
 - (v) a trustee for a body corporate referred to in Rule 37.1.3(iv); or
 - (vi) a co-operative registered under the *Co-operatives Act 2009* that, at the time of the distribution, is a non-distributing co-operative as defined in that Act.