

**RULES OF THE
WESTERN AUSTRALIAN AMATEUR
FOOTBALL LEAGUE (INC)**

Constitution

15th November 2023

RULES OF THE WESTERN AUSTRALIAN AMATEUR FOOTBALL LEAGUE (INC)

1. Name of the Association

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

2. Objects of the League

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

3. Powers of the League

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

4. Non-Profit

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

5. Membership

5.1 The League shall be constituted as follows;

- (a) Member clubs, being such clubs as may be admitted from time to time in accordance with these Rules and the By-Laws to play in the senior mens or womens competitions of the League, with each club being represented by a delegate nominated annually to the League.
- (b) Integrated clubs, being such clubs as may be admitted from time to time in accordance with these Rules and the By-Laws to play only in integrated football competitions of the League, with each integrated club being represented by a delegate nominated annually to the League;
- (c) Members of the Board (the Board) elected or appointed pursuant to rule 10;
- (d) Life Members of the League, being persons:
 - (i) who on the date of the adoption of these Rules (as amended from time to time) were recognised by the Board as current life members of the League;
 - (ii) who have rendered outstanding service to the League and who are appointed as a life member by resolution of the Board; and
- (e) Other membership categories so determined from time to time by the Board.

6. Register of members of the League

- 6.1 The League, pursuant to Section 53 of the Associations Incorporation Act (2015), hereinafter referred to as the Act, will keep and maintain in an up to date condition a register of the members of the League and their postal or residential addresses and, upon the request of a member of the League, shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.
- 6.2 The register must be so kept and maintained at the League's office.
- 6.3 The League must cause the name of a person who dies or a club who ceases to be a member under rule 8 to be deleted from the register of members referred to in sub-rule 6.1.

7. Subscriptions of members of the League

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

8. Termination of membership of the League

Membership of the League may be terminated upon -

- 8.1 receipt by the League of a notice in writing from a member of their resignation from the League. Such member remains liable to pay to the League the amount of any subscription due and payable by that member to the League but unpaid at the date of termination; or
- 8.2 expulsion of a member in accordance with rule 9; or
- 8.3 a member club (excluding integrated clubs) not nominating and fielding at least one team in the senior mens or womens competition of the League for the commencement of the season.

9. Suspension or expulsion of members of the League

- 9.1 If the Board considers that a member should be suspended or expelled from membership of the League because in the opinion of the Board their conduct is detrimental to the interests of the League or the member fails to comply with the By-Laws or the member is unfinancial three months following the due date of the payment of any subscription, the Board must communicate, either orally or in writing, to the member –
- (a) notice of the proposed suspension or expulsion and of the time, date and place of the Board meeting at which the question of that suspension or expulsion will be decided; and
- (b) particulars of that conduct,
- not less than 30 days before the date of the Board meeting referred to in paragraph (a).
- 9.2 At the Board meeting referred to in a notice communicated under sub- rule 9.1, the Board may, having afforded the member concerned a reasonable opportunity to make an explanation by appearing personally before, or to make representations in writing to the Board, suspend or expel or decline to suspend or expel that member from membership of the League and must, forthwith after deciding whether or not to suspend or expel that member, communicate that decision in writing to that member.

- 9.3 In affording a member a reasonable opportunity to make an explanation:
- (a) the Board in its absolute discretion will determine the procedure to be followed;
 - (b) the member is not entitled to be represented by a legal practitioner;
 - (c) the member is not entitled to call any witnesses unless permitted to do so by the Board.
- 9.4 The Board is not required to provide reasons for its decision.
- 9.5 The termination of membership under sub-rule 8.3 must be considered by the Board as soon as practicable after the commencement of the season and the Board must follow the process specified in sub-rules 9.2, 9.3 and 9.4 in deciding whether or not to terminate the membership of the club.
- 9.6 Subject to sub-rule 9.8, a member has their membership suspended or ceases to be a member 14 days after the day on which the decision to suspend or expel a member is communicated to them under sub-rule 9.2.
- 9.7 A member who is suspended or expelled under sub-rule 9.2 must, if they wish to appeal against that suspension or expulsion, give written notice to the League of their intention to do so within the period of 14 days referred to in sub-rule 9.6.
- 9.8 When notice is given under sub-rule 9.7 -
- (a) the League in a general meeting, pursuant to sub-rule 16.1(a), must either confirm by a majority of votes cast on a show of hands or set aside the decision of the Board to suspend or expel the member, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the League in the general meeting; and
 - (b) the member who gave that written notice is not suspended or does not cease to be a member unless and until the decision of the Board to suspend or expel the member is confirmed under this sub-rule.
- 9.9 In affording the member the reasonable opportunity referred to in sub-rule 9.8 (a) the provisions of sub-rule 9.3 apply.
- 9.10 The decision of the League in the general meeting is final and a member who is suspended or expelled pursuant to sub-rule 9.8 has no further right of appeal.

10. Board (the Board)

- 10.1 The affairs of the League will be governed exclusively by a Board consisting of:
- (a) up to seven persons elected at the Annual General Meeting; and
 - (b) up to three other persons appointed by the Board.
- 10.2 Board members must be elected to membership of the Board at an annual general meeting or appointed under sub-rule 10.6 or 10.9 .
- 10.3 The positions of President and Vice President shall be appointed by the Board from amongst its members as soon as practicable after each annual general meeting. The appointees will hold each position until the earlier of the conclusion of the next annual general meeting following their appointment, or when their term as a Board Member expires. A Board Member may be re-appointed as President or Vice President.

10.4 Term of Elected and Appointed Board Members

- (a) Elected and Appointed Board Members will serve on the Board in accordance with these Rules for a term of three (3) years, or to the third Annual General Meeting after appointment, whichever is the earlier.
- (b) No Elected or Appointed Board Member shall be eligible to remain on the Board for more than nine consecutive years.

10.5 To be eligible for election to membership of the Board a candidate must be:

- (a) nominated by a Member Club in writing and signed by -
 - (i) the nominator; and
 - (ii) the nominee to signify their willingness to stand for election, to the League not less than 28 days before the day on which the annual general meeting concerned is to be held; and
- (b) endorsed by the Nominations Committee.

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

10.7 If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in order drawn by ballot, for each vacancy on the Board.

10.8 The voting may be conducted using first past the post voting method or otherwise in such manner and by such method as may be determined by the Board from time to time.

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

- (a) the Board may appoint a person to fill that vacancy; and
- (b) a person appointed under this sub-rule will -
 - (i) hold office until the election referred to in sub-rule (10.2); and
 - (ii) be eligible for election to membership of the Board at the next annual general meeting.
- (c) a person appointed under this sub-rule requires the endorsement of member clubs at the next general meeting.

10.10 The Board Members referred to in sub-rule (10.1)(b) may be appointed by the Board at any time, for a period of up to three years, to assist the Board undertake special projects or provide a level of expertise not available from the elected members. A person appointed under this sub-rule requires the endorsement of member clubs at the next general meeting and, subject to sub-rule 10.4(b), shall be eligible for re-appointment in accordance with these Rules upon expiry of their term.

10.11 Notwithstanding any other provision of this rule 10, a person may not be elected or appointed to the Board if that person

- (a) is permanently incapacitated by mental or physical ill-health,

- (b) has been convicted of an offence under the Act,
- (c) does not have a current police clearance certificate; or
- (d) would be prohibited from being a director of a corporation under the *Corporation Act 2001* (Cth).

10.12 Payments to Board Members

- (a) The League must not pay fees to a Board Member for acting as a Board Member, unless authorised to do so by ordinary resolution of the Members.
- (b) A Board member is entitled to be paid out of the funds of the League for any out-of-pocket expenses for travel and accommodation properly incurred —
 - (i) in attending a committee meeting or
 - (ii) in attending a general meeting; or
 - (iii) otherwise in connection with the League's business.

10.13 Nominations Committee

- (a) A nominations committee (Nominations Committee) shall be formed, the role of which shall include the task of considering candidates to fill Board member vacancies (including casual vacancies) and assessing all nominees for Board member vacancies.
- (b) The Nominations Committee has the power to determine that a nomination is unsuitable for further consideration by the League, the Board or member clubs (as applicable) but only if this decision is unanimous.
- (c) The Nominations Committee shall comprise at least three persons, all appointed by the Board. The complete and specific duties, functions and rules of the Nominations Committee shall be defined in the Nominations Committee terms of reference.
- (d) The Nominations Committee must utilise a skills matrix as part of its assessment of nominees for Board vacancies.

11. Powers of the Board

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

- 11.1 To make, repeal and amend By-Laws, not inconsistent with these Rules or with the provisions of the Act, as it may deem necessary for the proper conduct and management of the League and to carry out the objects of the League, provided that all By-Laws made by the Board shall have effect immediately following the meeting of the Board at which they have been made, repealed or amended and are subject to disallowance or amendment at the next general meeting.
- 11.2 To appoint, dismiss and fix a salary in terms and conditions or employment of such employees as the Board may from time to time determine and to delegate to any persons so appointed any of its powers or duties and to fix and pay any honorariums it deems fit.
- 11.3 The Board may delegate to one or more sub-Boards (consisting of such persons or members of the League as the Board thinks fit) the exercise of such functions of the Board as are specified in the delegation other than-
 - (a) the power of delegation; and
 - (b) a function which is a duty imposed on the Board by the Act or any other law.

- 11.4 Any delegation under sub-rule 11.3 may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Board may continue to exercise any function delegated.
- 11.5 The Board may revoke wholly or in part any delegation under sub-rule 11.3.
- 11.6 To investigate at its discretion any protest, dispute or other matter which may arise and which does not automatically come before the Protest and Disputes Tribunal.
- 11.7 To investigate at its discretion the records of any of its member clubs (including integrated clubs).
- 11.8 To do all such lawful things as the Board may deem to be incidental and conducive to the attainment of the objects of the League.

12. President

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

13. Proceedings of the Board

- 13.1 The Board must meet together for the dispatch of business not less than six times in each year and the President, or at least half the members of the Board, may at any time convene a meeting of the Board.
- 13.2 Each Board member has a deliberative vote.
- 13.3 A question arising at a Board meeting must be decided by a majority of votes, but, if there is no majority, the person presiding at the Board meeting will have a casting vote in addition to their deliberative vote.
- 13.4 A resolution of the Board may be carried without a meeting of the Board if:
- (a) the resolution is contained in a document; and
 - (b) at least 50% plus one of the members of the Board have consented in writing to the resolution; and
 - (c) notice of the proposed resolution has been given in writing to all members of the Board.
- 13.5 At a Board meeting 50% plus one Board Member constitute a quorum.
- 13.6 Each Board member must exercise his or her powers and discharge his or her duties as Board member in accordance with the Act and all applicable laws.

- 13.7 A Board member who has a material personal interest in a matter which is or will be considered at a Board meeting must:
- (a) as soon as the Board member becomes aware of the interest, disclose to the Board the nature and extent of the interest and how the interest relates to the activity of the League;
 - (b) not be present while the matter is being considered at the Board meeting or vote on the matter; and
 - (c) ensure the nature and extent of the interest, and how the interest relates to the activity of the League is recorded in the minutes of the meeting of the Board at which it is made.
- 13.8 Clause 13.7 does not apply to any material personal interest that exists only because the Board member:
- (a) is an employee of the League;
 - (b) is a member of a class of persons for whose benefit the League is established; or
 - (c) that the Board member has in common with all, or a substantial proportion of, the Members.
- 13.9 Subject to these rules, the procedure and order of business to be followed at a Board meeting must be determined by the Board members present at the Board meeting.

14. Resolutions not in a Meeting

- 14.1 A resolution in writing, signed or assented to by facsimile, email or other form of visible or other electronic communication by all the Board Members for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of Board Members duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Board Members.
- 14.2 Without limiting the power of the Board to regulate their meetings as they think fit, a meeting of Board may be held where one or more of the Board Members is not physically present at the meeting, provided that:
- (a) all persons participating in the meeting are able to communicate with each other effectively simultaneously and instantaneously whether by means of telephone or other form of communication;
 - (b) notice of the meeting is given to all the Board Members entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board or these Rules and such notice specifies that Board Members are not required to be present in person;
 - (c) in the event that a failure in communications prevents condition (a) from being satisfied by that number of Board Members which constitutes a quorum, and none of such Board Members are present at the place where the meeting is deemed by virtue of the further provisions of this Rule to be held then the meeting shall be suspended until condition (a) is satisfied again. If such condition is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated or adjourned; and

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

15. Casual vacancies in membership of the Board

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

- (a) dies;
- (b) resigns by notice in writing delivered to the President or, if the Board Member is the President, to the Vice-President and that resignation is accepted by resolution of the Board;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill-health;
- (e) is absent from-
 - (i) three consecutive Board meetings; or
 - (ii) three Board meetings in the same financial year without tendering an apology to the person presiding at each of those Board meetings of which meetings the member received notice, and the Board has resolved to declare the office vacant;
- (f) is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a Board Member; or
- (g) would otherwise be prohibited from being a director of a corporation under the *Corporations Act 2001* (Cth).

16. General meetings

16.1 The Board -

- (a) may at any time convene a special general meeting;
- (b) must convene annual general meetings within the time limits provided for the holding of such meetings by section 50 of the Act, that is, in every calendar year within four months after the end of the League's financial year or such longer period as may in a particular case be allowed by the Commissioner and;
- (c) must, within 30 days of-
 - (i) receiving a request in writing to do so from at least 20% of the members, convene a special general meeting for the purpose specified in that request; or
 - (ii) the League receiving a notice under rule 9.7, convene a general meeting to deal with the appeal to which that notice relates.

16.2 The members making a request referred to in sub-rule 16.1 (c) (i) must-

- (a) state in that request the purpose for which the special general meeting concerned is required; and
- (b) sign that request.

16.3 If a special general meeting is not convened within the relevant period of 30 days referred to-

- (a) in sub-rule 16.1 (c) (i), the members who made the request concerned may themselves convene a special general meeting as if they were the Board; or
 - (b) in sub-rule 16.1 (c) (ii), the member who gave the notice concerned may him or herself convene a special general meeting as if he or she were the Board.
- 16.4 When a special general meeting is convened under sub-rule 16.3 (a) or (b) the League must pay the reasonable expenses of convening and holding the special general meeting.
- 16.5 Subject to sub-rule 16.7, the League must give to all members not less than 21 days notice of a special general meeting and that notice must specify-
 - (a) when and where the general meeting concerned is to be held; and
 - (b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.
- 16.6 Subject to sub-rule 16.7, the League must give to all members not less than 21 days notice of an annual general meeting and that notice must specify-
 - (a) when and where the annual general meeting is to be held;
 - (b) the particulars and order in which business is to be transacted, as follows-
 - (i) first, the consideration of the accounts and reports of the Board;
 - (ii) second, the election of Board Members to replace outgoing Board Members; and
 - (iii) third, any other business requiring consideration by the League at the general meeting.
- 16.7 A special resolution, may be moved either at a special general meeting or at an annual general meeting, however the League must give to all members not less than 21 days notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in sub-rule 16.5 or 16.6, as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.
- 16.8 The League must give a notice under sub-rule 16.5, 16.6 or 16.7 by-
 - (a) serving it on a member personally;
 - (b) sending it by post to a member at the address of the member appearing in the register of members kept and maintained under rule 6 or;
 - (c) sending it by any other means deemed appropriate by the League.
- 16.9 When a notice is sent by post under sub-rule 16.8 (b), sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.
- 17. Quorum and proceedings at general meetings**
- 17.1 At a general meeting at least 50% of member clubs present in person constitute a quorum.
- 17.2 If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 16.5 or 16.6-

- (a) as a result of a request or notice referred to in rule 16.1(c) or as a result of action taken under rule 16.3 a quorum is not present, the general meeting lapses; or
 - (b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- 17.3 If within 30 minutes of the time appointed by sub-rule 17.2(b) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.
- 17.4 The President may, with the consent of a general meeting at which a quorum is present, and must, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
- 17.5 There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- 17.6 When a general meeting is adjourned for a period of 30 days or more, the League must give notice under rule 16 of the adjourned general meeting as if that general meeting were a fresh general meeting.
- 17.7 At a general meeting -
- (a) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to sub-rule 17.9; and
 - (b) a special resolution put to the vote will be decided in accordance with section 51 of the Act, which requires 75% support from those members present and eligible to vote, and if a poll is demanded, in accordance with sub-rules 17.9 and 17.11.
- 17.8 A declaration by the President of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule 17.9.
- 17.9 At a general meeting, a poll may be demanded by the President or by three or more members present in person or by proxy and, if so demanded, must be taken in such manner as the President directs.
- 17.10 If a poll is demanded and taken under sub-rule 17.9 in respect of an ordinary resolution, a declaration by the President of the result of the poll is evidence of the matter so declared.
- 17.11 A poll demanded under sub-rule 17.9 must be taken immediately on that demand being made.
- 18. Minutes of meetings of the League**
- 18.1 The League must cause proper minutes of all proceedings of all general meetings and Board meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Board meeting, as the case requires, in a minute book kept for that purpose.
- 18.2 The President or presiding person must ensure that the minutes taken of a general meeting or Board meeting under sub-rule 18.1 are checked and signed as correct by the President or presiding person of the general meeting or Board meeting to which those minutes relate or by the President or presiding person of the next succeeding general meeting or Board meeting, as the case requires.
- 18.3 When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that-

- (a) the general meeting or Board meeting to which they relate (in this sub-rule called "the meeting") was duly convened and held;
- (b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
- (c) all appointments or elections purporting to have been made at the meeting have been validly made.

19. Virtual Meetings

19.1 Definition

- (a) For the purposes of this rule 19, a Virtual Meeting means a meeting held by telephone, video or any other technology (or any combination of these technologies), that permits each Board member at a Board meeting or each member club at a general meeting to communicate with any other participant.

19.2 A general meeting or a Board meeting may be held by means of a Virtual Meeting, provided that:

- (a) the number of members or Board members (as applicable) participating is not less than a quorum required for a general meeting or Board meeting (as applicable);
- (b) the meeting is convened and held in accordance with the Act.

19.3 All provisions of these Rules relating to a meeting apply to a Virtual Meeting in so far as they are not inconsistent with the provisions of this rule 19.

19.4 The following provisions apply to a Virtual Meeting of the League:

- (a) all persons participating in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the meeting;
- (b) each of the persons taking part in the meeting must be able to hear and be heard by each of the other persons taking part at the commencement of the meeting and each person so taking part is deemed for the purposes of these rules to be present at the meeting;
- (c) at the commencement of the meeting each person's presence must be distinguishable to the chair;
- (d) a person may not leave a Virtual Meeting by disconnecting their telephone, audio-visual or other communication equipment unless that person has previously notified the chair;
- (e) a person may conclusively be presumed to have been present and to have formed part of a quorum at all times during a Virtual Meeting unless that person has previously notified the chair of leaving the meeting; and
- (f) a minute of proceedings of a Virtual Meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the chair.

20. Voting rights of members of the League

20.1 Subject to these rules, each member club shall appoint annually a delegate, who present in person or by proxy at a general meeting is entitled to a deliberative vote.

20.2 All members are entitled to attend meetings, move, second and debate motions, but only member clubs who are present and eligible are entitled to a vote.

21. Rules of the League

21.1 The League may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 30, 31 and 32 of the Act, which is as follows-

- (a) Subject to sub-rule 21.1 (d) and 21.1 (e), the League may alter its rules by special resolution but not otherwise;
- (b) Within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the League), the League must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Board certifying that the resolution was duly passed as a special resolution and that the rules of the League as so altered conform to the requirements of this Act;
- (c) An alteration of the rules of the League does not take effect until sub-rule 21.1 (b) is complied with;
- (d) An alteration of the rules of the League having effect to change the name of the League does not take effect until sub-rules 21.1 (a) to 21.1 (c) are complied with and the approval of the Commissioner is given to the change of name;
- (e) An alteration of the rules of the League having effect to alter the objects or purposes of the League does not take effect until sub-rules 21.1 (a) to 21.1 (c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.

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

22. Common Seal of the League

22.1 The League must have a common seal on which its corporate name appears in legible characters.

22.2 The common seal of the League must not be used without the express authority of the Board and every use of that common seal must be recorded in the minute book referred to in rule 18.

22.3 The affixing of the common seal of the League must be witnessed by any two members of the Board, one of whom shall be the President or the President and the Executive Officer.

22.4 The common seal of the League must be kept in custody at the League office or of such other person as the Board from time to time decides.

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

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

24. Executive Officer

The Board may appoint an Executive Officer (EO) on such terms and conditions and for such period as it may determine. The EO shall at all times carry out such directions or delegation of authority as are lawfully given by the Board and shall perform all things as appear necessary or desirable for the proper management and administration of the League, including keeping all necessary and proper records of meetings of the Board and the League and of all such matters as relate to the management of the League. The EO shall not be a member of the Board and shall not be entitled to vote at Board meetings, but shall be present at all Board meetings as required by the Board.

25. Interpretation

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

26. Funds and Accounts

26.1 Control of funds

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

26.2 Source of funds

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

26.3 Financial Records

- (a) The League must keep Financial Records that:

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

26.4 **Financial reporting, audit and review**

- (a) The Board must cause the League to comply with all financial reporting obligations imposed on it under the Act.
- (b) Without limiting clause 26.4(a), the Board must cause the League to:
- (i) if it is a tier 1 association, prepare annual Financial Statements, presented under Part 5 of the Act;
 - (ii) if it is a tier 2 association or tier 3 association, prepare an annual Financial Report, presented under Part 5 of the Act;
 - (iii) have its Financial Statements or Financial Report reviewed or audited (as applicable) if:
 - (A) it is required under the Act;
 - (B) it is directed by the Commissioner;
 - (C) the Members pass a resolution requiring it; or
 - (D) it is required as a condition of a funding arrangement; holding of a charitable collections licence or otherwise at law; and
 - (iv) if required to be presented for consideration under Part 5 of the Act, present a copy of the report of the review or the auditor's report on the Financial Statements or Financial Report (as applicable) to the Annual General Meeting.

26.5 **Financial Year**

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

26.6 **Inspection of records**

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

27. Affiliation

The League may affiliate with the Australian Football League, the Western Australian Football Commission, any other body involved in the administration or conduct of Australian Rules football, or any other body which the Board considers may assist it in achieving its objectives.

28. Resolving disputes

28.1 Application of disputes procedure

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

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

28.2 Disputes procedure

- (a) Any disputes involving an offence against the playing rules, aims or objectives of the League must be dealt with in accordance with the League's disciplinary hearing process as set out in the League's By-laws.
- (b) For all disputes that do not fall within clause 28.2(a), the parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (c) If the parties are unable to resolve the dispute within the 14 day period specified in clause 28.2(b), either party may initiate the dispute resolution procedure by giving a written notice to the Executive Officer identifying the parties to the dispute and the subject of the dispute.
- (d) Subject to clause 28.2(f), within 28 days of receipt of a notice under clause 28.2(c), a Board meeting must be convened to determine the dispute.
- (e) The Executive Officer must give the parties to the dispute at least 7 days' prior written notice of the date, time and place of the Board meeting. The notice must inform the parties that they (or their Delegate) may attend the Board meeting and will be given a full and fair opportunity to make oral and written submissions to the Board.
- (f) If the League is party to the dispute, any party to the dispute may request the Executive Officer to refer the dispute to mediation in accordance with clause 28.3, in which case the dispute must not be determined by the Board.
- (g) At the Board meeting, the Board must:
 - (i) give each party to the dispute, or the party's Delegate, a full and fair opportunity to make oral submissions and must give reasonable consideration to any written submissions; and
 - (ii) determine the dispute.
- (h) Written notice of the Board's decision regarding the dispute must be given to all parties to the dispute within 7 days after the Board meeting.
- (i) Any party to the dispute may request the Executive Officer to refer the dispute to mediation in accordance with clause 28.3 within 14 days of receipt of the notice under clause 28.2(h).

28.3 Mediation

- (a) Where a dispute is referred to mediation under this Constitution, a mediator must be appointed by agreement between the parties to the dispute within 28 days of the referral.
- (b) Failing agreement between the parties, the Board must appoint a mediator. The mediator may be a Member or former Member, but must not have any personal interest in the subject matter of the dispute, or be biased in favour of or against any party to the mediation.
- (c) Each party must meet its own costs of and in connection with the mediation.
- (d) The mediation must be commenced within 28 days after the mediator has been appointed and must be concluded within 1 month after the mediator has been appointed, unless otherwise agreed between the parties to the dispute.
- (e) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation and must comply with requests by the mediator, including requests to provide evidence, attend meetings and pay the mediator's fees.
- (f) Unless otherwise between the parties, the parties must exchange written statements of the issues that are in dispute between them and supply copies to the mediator at least 5 days before the mediation session.
- (g) The mediator, in conducting the mediation, must:
 - (i) give the parties to the mediation process every opportunity to be heard;
 - (ii) allow due consideration by all parties of 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.
- (h) The mediator must not determine the dispute.
- (i) The mediation must be confidential and without prejudice.
- (j) If the mediation process does not result in the dispute being resolved, the parties may apply to the State Administrative Tribunal (or any other appropriate body) to determine the dispute in accordance with the Act or otherwise at law.

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

If a disputes procedure under this clause 28 takes place concerning the revocation of a Member's membership and the result of the disputes procedure is that the Member's membership is reinstated, that revocation decision does not affect the validity of any decision made at a Board meeting or General Meeting

29. Custody of books and securities

- 29.1 Subject to sub-rule 29.2, the books and any securities of the League such as a register, financial records, a document and other record of information must be kept in the Executive Officer's custody or under the Executive Officer's control.
- 29.2 The financial records and, as applicable, the financial statements or financial reports of the League must be kept in the Executive Officer's custody or under the Executive Officer's control.
- 29.3 Sub-rules 29.1 and 29.2 have effect except as otherwise decided by the Board.
- 29.4 The books of the League must be retained for at least 7 years.