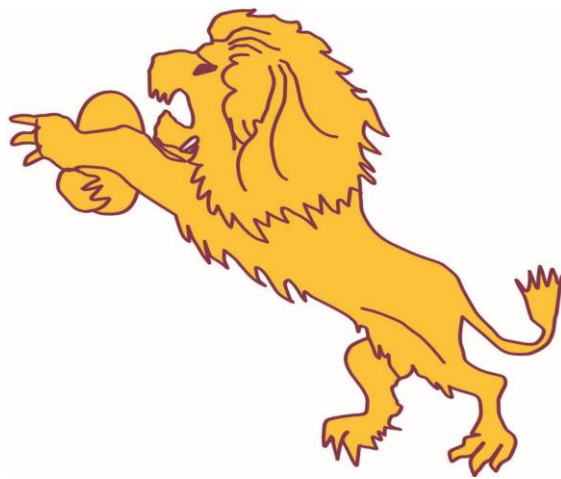


The Constitution & Rules Of The Subiaco Football Club Inc (Draft 2 March 2019)

THE SUBIACO FOOTBALL CLUB INC

Established 1896



2019 CONSTITUTION

**THE SUBIACO FOOTBALL CLUB INC
CONSTITUTION
INDEX**

Contents

1.	THE CLUB	3
2.	OBJECTS	3
3.	DEFINITIONS	4
4.	AFFILIATION	5
5.	COLOURS	5
6.	UNIFORM	5
7.	LOCATION	5
8.	MEMBERSHIP	5
9.	APPLICATION TO BECOME A MEMBER	8
10.	MEMBER'S RIGHTS	9
11.	SUBSCRIPTIONS	10
12.	OFFICERS	10
13.	BOARD	10
14.	EXECUTIVE	11
15.	TRUSTEES	11
16.	CHIEF EXECUTIVE OFFICER	11
17.	TREASURER	12
18.	BANKING ACCOUNT	12
19.	AUDITORS	12
20.	SUB-COMMITTEES	13
21.	PATRONS AND VICE PATRONS	13
22.	RETURNING OFFICER AND SCRUTINEERS	13
23.	COACHES CAPTAINS AND VICE-CAPTAINS	13
24.	SELECTION COMMITTEE	13
25.	ELECTION OF OFFICE BEARERS	13
26.	DELEGATES	16
27.	POWERS OF BOARD	16
28.	NON-ATTENDANCE AT BOARD MEETINGS	18
29.	MEETINGS	18
30.	FINANCIAL YEAR	19
31.	INTERPRETATION	19
32.	ALTERATION	19
33.	SUSPENSION OR EXPULSION OF MEMBERS	20
34.	DISPUTES	20
35.	SUPPLY OF LIQUOR – LIQUOR ACT TO BE OBSERVED	22
36.	COMMON SEAL	23
37.	INSPECTION OF CLUB RECORDS	23
38.	PROPERTY	23
39.	ORDER OF BUSINESS AT MEETINGS	24
40.	GENERAL PROVISIONS	25

1. THE CLUB

The Club shall be an incorporated Association and shall be called "THE SUBIACO FOOTBALL CLUB INC." which name shall not be changed other than with the approval both of a resolution of Members and a resolution of Life Members.

2. OBJECTS

The objects for which The Club is established are:

- (a) The principal objects are to establish, maintain and conduct a club to foster the Australian national game of football and to support the recreational, social, sporting, cultural and community dimensions of Club members.
- (b) These objects include the provision of facilities for the pursuit of literary, scientific, athletic, and professional and any other lawful purpose that encourages the Club's commitment to the district and provides benefits and enjoyment to good fellowship amongst members of the Club.
- (c) To borrow, raise or secure the payment of money for the purpose of the Club in such manner as the Board thinks fit.
- (d) To purchase or otherwise acquire any real or personal property for the purposes of the Club.
- (e) To invest in any of the investments authorised by law any surplus funds of the Club not immediately required for the purpose of the Club.
- (f) To maintain a club license under the current Liquor Act and its amendments.
- (g) To provide and maintain club premises and sporting amenities for the use of the members and their guests.
- (h) To make such agreements with cities, towns, shires or other bodies for the purpose of leasing or other hiring of suitable property or properties for the purposes of the Club and to maintain the grounds, lawns and buildings for the use and accommodation of its members.
- (i) The property and income of the Club shall be applied solely towards the promotion of the objects of the club and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

3. DEFINITIONS

In reading this Constitution, unless the context or such otherwise indicates or requires:

- (a) "Annual Meeting" means an Annual General Meeting.
- (b) "Board" means the Board of Directors of the Club, duly elected for the time being in accordance with these Rules.
- (c) "CEO" means Chief Executive Officer.
- (d) "Club Premises" means all land, building and structures thereon of which the Club is the bona fide occupier.
- (e) "Constitution" means this constitution.
- (f) "Financial year" means from the first of November each year, until the following 31st of October.
- (g) "General Meeting" means the General Meeting of the Club whether Annual or Special.
- (h) "League Games" means games played in the premium team of the Club or the premium team of an AFL Club either for premierships points or as a final towards a premiership.
- (i) "Member" means a member of the Subiaco Football Club Inc.
- (j) "Membership Card" means a card or other identification as determined by the Board depicting the holder as a Member.
- (k) "Month" means a calendar month.
- (l) "Special General Meeting" means a General Meeting as defined above, called in accordance with Clause 29, at which only business which has been described in the notice may be transacted.
- (m) "Special Resolution of Members" means a resolution passed by a three-fourths (3/4ths) majority of members entitled to vote in respect of a resolution.
- (n) "Temporary Member" means a person who engages in a pre-arranged event with the Club conducted for the purposes of one of the Club's principal objects.
- (o) "The Associations Act" means the Associations Incorporation Act ~~1987~~ 2015.
- (p) "The By-Laws" means the codes of rules made and adopted in accordance with Clause 27(m).
- (q) "The Club" means the Subiaco Football Club Inc.

The Constitution & Rules Of The Subiaco Football Club Inc (Draft 2 March 2019)

- (r) "The Commissioner" means the Commissioner for Consumer Protection exercising powers under the Associations Incorporation Act 1987 2015.
- (s) "The Liquor Act" means the Liquor Control Act 1988, its amendments and any other legislation that may come into force to replace or supplement this Act, and shall form part of these Rules.

4. AFFILIATION

~~The Club shall be affiliated with the association known as the West Australian Football League or such comparable body as a Special Resolution of Members shall determine. The Club~~ participates in the Western Australian Football League (WAFL) competition organised by the West Australian Football Commission. The Club is formally affiliated with the WAFC and acknowledges it as the peak governing body for football in Western Australia.

5. COLOURS

The colours of the Club shall be predominantly maroon and gold.

6. UNIFORM

The design and uniform of the Club shall be such as the Board shall from time to time decide.

7. LOCATION

The Club shall cause its League team to play at Leederville Oval and keep its premises at Leederville Oval and social premises at Subiaco Oval as long as it may lawfully do so unless otherwise determined both by a resolution of Members and by a resolution of Life Members.

8. MEMBERSHIP

The Club shall keep an up to date register of members. This register must be continually available for inspection at the club premises. Residential, postal or email address; or information by means of which contact can be made with the member, can be nominated for the members register.

- (a) Membership of The Club shall consist of the following:
 - (i) Ordinary Member – Persons over eighteen (18) years of age.
 - (ii) Country Member
 - (a) Any person over the age of eighteen (18) years whose permanent residence is not less than fifty (50) kilometres from the Club premises may be elected as a Country Member upon payment of such subscription fee as the Board may determine.

Commented [LS1]: A requirement of section 53(2) of the Associations Act 2015.

The Constitution & Rules Of The Subiaco Football Club Inc (Draft 2 March 2019)

- (b) Upon election, a Country Member shall be entitled to all privileges and rights of membership and shall be subject to all the conditions as contained herein.
 - (c) Any Ordinary Member who has changed his or her usual place of residence may upon application in writing to the Board and with the approval of the Board be transferred to the Country Members' list and thereafter, he or she shall be a Country Member.
 - (d) Any Country Member who ceases to have the residential qualifications of a Country Member and whose subscription has been paid may upon application in writing to the Board (after payment of the difference in subscription) with the approval of the Board be transferred to the Ordinary Members' List and thereafter he or she shall be an Ordinary Member.
- (iii) Concession Members
- (a) Any person over the age of eighteen (18) years who is either a pensioner unemployed or a full time student at a tertiary institution on payment of such sum as may be decided by the Board from time to time shall upon making application in the form prescribed by the Board and upon being accepted by the Board become a Concessional Member expiring on the last day of the following December. A Concessional Member shall have the same rights as an Ordinary Member.
- (iv) Corporate Member
- (a) Any person over the age of eighteen (18) years who is an owner, director, principal, employee, contractor, industry associate or guest of an organisation that wishes to use the social facilities of the Club may be elected as a Corporate Member upon payment of such subscription fee as the Board may determine.
 - (b) Corporate Members also include:
 - (i) Organisations conducting community or tourism related business in Perth and its surrounds.
 - (ii) Bona fide patrons of the tourist or community business.
 - (c) Patron numbers granted access to corporate membership will be restricted at any one time to a level deemed appropriate by the Club or as may be suggested by the Liquor Licensing Authority.
- (v) Life Member
- (a) Life Members may be elected by a Special Resolution of Members present at the Annual General Meeting at the recommendation of the Board for specially meritorious service rendered to the Club. They shall be entitled to all the privileges of Ordinary Members but shall be exempt from payment of any portion of the annual subscription in excess of the minimum amount from time to time provided by law and must, when so elected, be Ordinary Members.
 - (b) Not more than three (3) Life Members may be elected in any one year providing however that any player who has completed one hundred and fifty (150) League Games for the Club may be elected a Life Member at the Annual General Meeting by a Special Resolution of Members present, on the recommendation of the Board.
- (vi) Junior Member
- (a) A person who is under the age of eighteen (18) years may apply for admission as a Junior Member by application in such form as may be

The Constitution & Rules Of The Subiaco Football Club Inc (Draft 2 March 2019)

- determined by the Board and the Board may, on payment by the applicant of such amount, as the Board decides, elect that person to the class of membership sought.
- (b) Junior Members shall not be entitled to vote or to hold office in the Club but shall in all other respects conform to and be bound by the Constitution of the Club for the time being in force and shall be entitled (subject to this Constitution and except as otherwise provided by law) to all rights and privileges of Ordinary Members.
 - (c) A Junior Member shall not be admitted to and shall not attempt to enter any part of the Club where liquor is served other than in conformity with the provisions of the Liquor Act.
- (vii) Social Member
- (a) Any person over the age of eighteen (18) years whose wishes to utilise the social facilities of the Club premises may be elected as a Social Member upon payment of such subscription fee as the Board may determine.
 - (b) Social Members shall not be entitled to vote or be present at any meeting of the Members of the Club nor have any right, title or interest in or to any of the property of the Club nor propose or second any candidate for admission as a Member or any Social Member nor bring any visitor into the Club premises otherwise Social Members shall be afforded all the privileges enjoyed by Members.
- (viii) Honorary Member
- (a) Subject only to the provisions of the Liquor Act the Board may appoint any person an Honorary Member.
 - (b) An Honorary membership shall last for twelve (12) months from the day of election. Honorary Members shall pay no subscriptions.
 - (c) Honorary Members shall not be entitled to vote or be present at any meeting of the Members of the Club nor have any right, title or interest in or to any of the property of the Club nor propose or second any candidate for admission as a Member or any Honorary Member nor bring any visitor into the Club premises otherwise Honorary Members shall be afforded all the privileges enjoyed by Members.
 - (d) Honorary Membership that may be granted to Club Patrons, Sponsors, Selected Government Officers and any other such persons as the Board may decide from time to time.
- (ix) Temporary Member
- (a) A person who is a member, an official or a person assisting a group that is to participate in a pre-arranged event or activity for the day conducted for the purposes of one of the Club's Objects.
 - (b) A person who is on any day visiting the Club as a member or an official of another Club, including persons who are assisting a visiting club.
 - (c) A person who is on any day visiting the Club as a member or an official of another Club that is to hold a pre-arranged function at the Club involving the use of the Club's sporting facilities.
 - (c) A person who, at the invitation of a member, engages in sport on that day.
 - (d) A visitor who is a full financial member of any like club in Western Australia or any Licensed Club located outside of Western Australia.

The Constitution & Rules Of The Subiaco Football Club Inc (Draft 2 March 2019)

- (e) Persons who for age, ill health or infirmity and distance from the Club has retired from active participation but desires to retain an association with the Club.
 - (f) Such persons described in this Clause 8 (ix) may for the purpose of The Act be taken to be a person who is accorded Temporary membership of the Club on that day.
 - (g) As per Clause 10 Temporary Members shall not be entitled to vote or be present at any meeting of the members of the Club, nor have any right, title or interest in or to any of the property of the Club, nor propose or second any candidate for admission as a member. Temporary members need only display their credentials to meet the criteria.
- (b) The Board may amend or delete any existing category of membership or add new categories from time to time as it sees fit.
- (c) Membership of the Club shall unless otherwise specified pursuant to this constitution be from 1 January to 31 December.
- (d) Only Ordinary, Country, Concession and Life Members shall be allowed to vote.

9. APPLICATION TO BECOME A MEMBER

The following applies to any person desiring to become a member:

- (a) Ordinary Member - Any person upon making application in such form as determined by the Board and upon payment of an annual subscription in an amount determined by the Board shall be considered for membership however the Board shall have the right to refuse to admit a person to membership without assigning any reason for doing so.
- (b) Any person desiring to become a ~~n-Ordinary, Junior, Concessional, Social or Country~~ member of the Club shall ~~be proposed by a Life, Ordinary or Country Member of the Club and the application shall contain the name and address of such person and shall be considered by the Board PROVIDED HOWEVER that an interval of not less than two weeks shall elapse between nomination and election by the Board. A record shall be kept by the CEO of the Club of the names of the Members of the Board present and voting at such meeting.~~ complete an application form that contains their name, date of birth, residential or postal address, email, telephone and preferred mode of contact, specify the class of membership and be signed by the nominee.
- (c) No person shall be entitled to exercise any of the privileges of a member until they have paid all subscriptions due by them. ~~All members, upon successful registration, will be supplied with an electronic copy of the Club constitution or will be directed to obtain a copy of the Club constitution from the Club's website.~~
- (d) Ordinary Members of the Club who are players of any football team of the Club may at the discretion of the Board be exempted from payment of any portion of the annual subscription fee.

Commented [LS2]: As required under section 36(1)(b) of the Associations Act 2015.

The Constitution & Rules Of The Subiaco Football Club Inc (Draft 2 March 2019)

- (e) On the election of each member, the CEO shall notify the same to them, and they shall on payment of their subscription be enrolled as a member of the Club, and become entitled to the privileges and be bound by its rules and by all consequences resulting from breach or non-performance thereof, and shall thereby absolve every person concerned in carrying out enforcing such rules from all personal responsibility or legal liability on such account.
- (f) The annual subscription shall be due and payable within six months of the commencement of the financial year of the Club and every member whose subscription is not paid within that time shall cease to be a member.

10. MEMBER'S RIGHTS

The rights and privileges of various categories of membership are:

- (a) The rights and privileges of every member shall be personal and shall not be in any manner transferable by their own act or through any other person on their behalf or by operation of law, and on any member ceasing be death (or otherwise) to be a member all their interest shall go to the estate.
- (b) Every member upon paying their subscription shall be supplied with a Membership Card that shall identify that member.
- (c) The Board, Approved Licensed Manager appointed by the Board or CEO may revoke the membership of any Honorary or Temporary member at any time without notice.
- (d) Honorary or Temporary Members shall not be entitled to vote or be present at any meeting of the members of the Club, nor have any right, title or interest in or to any of the property of the Club, nor propose or second any candidate for admission as a member.
- (e) Employees – Members who are employees of the Club are entitled to all the rights and privileges of membership excluding those rights concerned with the selection, election and holding of office with the Club.
- (f) Guests – Ordinary and Life Members are entitled to:
 - (i) Guests – any member of the Club shall be at liberty to invite guests to the Club, but the number of guests shall not exceed the maximum number as contained in Section 48(4)(b) of the Liquor Control Act 1988.
 - (ii) Hold private family and business functions without limit to number of guests, providing that the sale of liquor shall be:
 - (a) ancillary to a meal supplied at the club by or on behalf of the club to a member and to each of the guests of that member being guests of whose attendance was given prior notice to the club.
 - (b) to a member, for consumption by the guests of that member at a function held by or on behalf of that member at the club.

The Constitution & Rules Of The Subiaco Football Club Inc (Draft 2 March 2019)

- (g) Functions – Ordinary, Corporate and Life Members are entitled to host functions on the Club premises after written application for said function has been considered and approved by the Committee. The Licensed Manager will furnish the applicant with a written copy of Club rules relating to functions, after the application has been approved and any additional conditions and restrictions it shall see fit.
- (h) The club may seek an Extended Trading Permit to add local Associations as users of the club facility to hold their functions.
- (i) If any Member, in the opinion of the Board, is guilty of misconduct or conduct prejudicial to the interests of the Club, the Board may expel or suspend such offending Member from the Club. Such Member may appeal to a Special General Meeting and the decision of the Board shall not be interfered with unless by a vote of a Special Resolution of Members present at such meeting. Written notices of such appeal must be made to the CEO within seven (7) days of notification of expulsion or suspension being given to such Member.
- (j) Any Member causing loss or damage to the Club or its equipment or property through failure to observe and comply with this Constitution or the directions or orders of the Board or any officer of the Club shall be fully liable therefore.
- (k) The Board may from time to time limit the number of persons who may be Ordinary, Junior, Country Members or Members of any other category of the Club at any one time.

11. SUBSCRIPTIONS

- (a) The annual subscription of the Club shall be set by majority vote of the Board prior to the commencement of the financial year. Notice of the fees and subscriptions shall be notified to the members.
- (b) All subscriptions are due from the first day of January in each year and are payable in advance, on or before the date of the Annual General Meeting.

12. OFFICERS

Officers of the Club shall consist of the President, other Members of the Board, the CEO and the Treasurer.

13. BOARD

- (a) The Board shall consist of the President and six (6) other Members of the Club all of whom shall be elected by the Ordinary, Country and Life Members as provided by this Constitution. The members of the Board shall be known as "Directors". Each of the six (6) elected members of the Board shall have one (1) deliberative vote and the President shall have both a deliberative, and if necessary, a casting vote.

The Constitution & Rules Of The Subiaco Football Club Inc (Draft 2 March 2019)

- (b) The President shall preside at all meetings of the Board and, in his absence the Vice President. Should neither be present, the meeting shall elect a Chairperson. All resolutions of the Board shall be decided by a majority vote of all those present.
- (c) The Board shall meet at least once a month at such time as may be deemed necessary for the transaction of Club business.
- (d) Notice of every meeting shall be forwarded by the CEO to each member of the Board at least forty eight (48) hours prior to such meeting.
- (e) Minutes of all resolutions and proceedings of the Board shall be entered in a book provided for that purpose.
- (f) Four (4) members of the Board shall form a quorum.
- (g) The Subiaco District Football Development Council Chair may be offered an ex-officio position on the Board and may attend Board meetings but such office shall not have a vote at proceedings of the Board unless this person is also an elected Director.

14. EXECUTIVE

- (a) The Executive positions on the Board shall be President, Vice President, CEO and any other as determined by the Board, and shall be elected at the first meeting of the elected Board.
- (b) The CEO shall attend all Board meetings and record minutes of all resolutions and proceedings.

15. TRUSTEES

- (a) There shall be three (3) Trustees appointed by the Board; the President, Treasurer and CEO; for such period as the Board determines.
- (b) Any two (2) of the Trustees shall be the signatories to the Club's Bank Accounts.

16. CHIEF EXECUTIVE OFFICER

- (a) The CEO shall be appointed by the Board provided however that the Board shall be empowered to enter into contracts with the CEO for any period not exceeding five (5) years in respect of his appointment with the Club. The position of CEO shall when necessary be advertised in the daily press and the appointee shall be or become a Member.

The Constitution & Rules Of The Subiaco Football Club Inc (Draft 2 March 2019)

- (b) The CEO shall not have a vote at proceedings of the Board unless he is an elected Director.
- (c) The CEO shall carry out such duties as the Board may from time to time assign to him.
- (d) The CEO shall ensure the safe custody of the books of The Club which shall consist of: the Members Register, the Record of Office Holders and the Club Constitution.

Commented [LS3]: As required under section 67 of the Associations Regulations 2016.

17. TREASURER

- (a) The Treasurer of the Club shall be appointed by the Board annually. The position of Treasurer shall when necessary be advertised in the daily press and the appointee shall be a Member.
- (b) The Treasurer shall not have a vote at proceedings of the Board unless he is an elected Director.
- (c) The Treasurer shall oversee the conduct of the Club's finances. He shall submit a progressive statement of receipts and expenditure together with a statement of liabilities to each ordinary meeting of the Board and shall prepare a Balance Sheet up to the end of October in each year and present the same duly audited to the Annual General Meeting of Members.

18. BANKING ACCOUNT

All moneys or securities for moneys received by the Club shall be paid into the bank account of the Club as and when the same are received and such moneys shall be used for the expenses of the Club.

19. AUDITORS

- (a) The accounts of the Club shall be audited by at least one (1) person who is a qualified accountant and such person may be a Member or an employee of a firm of Accountants. The Auditor shall be appointed at the Annual General Meeting.
- (b) The Auditor shall not be a member of the Board. Such Auditor shall audit the accounts and have power at any time to call for all books, papers, accounts, etc. relating to the affairs of the Club.
- (c) The Auditor shall be entitled to receive such remuneration as the Board may from time to time determine.
- (d) The Auditor need not necessarily be a member of the Club.

20. SUB-COMMITTEES

The Board may delegate any of its powers to Sub-Committees consisting of such Directors and Ordinary Members as it thinks fit, provided that no act of any Sub-Committee shall be binding on the Board or Club until ratified by the Board. Such Sub-Committee must report to and be responsible to the Board.

21. PATRONS AND VICE PATRONS

The Patron and Vice-Patrons shall be appointed by the Board annually.

22. RETURNING OFFICER AND SCRUTINEERS

- (a) The Returning Officer shall be appointed annually by the Board but shall not be a member of the Board or a candidate for a position on the Board.
- (b) Two (2) Scrutineers shall be appointed by the Returning Officer at any meeting at which the result of a ballot is to be declared.

23. COACHES CAPTAINS AND VICE-CAPTAINS

- (a) The appointment and removal of the coaches of the Club shall be determined by the Board.
- (b) The appointment and removal of the captains and vice captains of the league side shall be determined by the Board.

24. SELECTION COMMITTEE

The selection committee of the League Team shall be appointed annually by the Board and shall report and be responsible to the Board.

25. ELECTION OF OFFICE BEARERS

- (a) Advertisements shall be inserted in the daily press for positions vacant on the Board pursuant to this Constitution. Nominees must be financial Ordinary or Life Members of the Club at the 31st day of October immediately preceding the election. Nominations must be signed by the candidates and two (2) Ordinary or Life Members of the Club and delivered to the Returning Officer at least twenty eight (28) days before the Annual or Special General Meeting called for the purpose of conducting the election.
- (b) Three (3) members must retire every alternate year after holding office for two (2) years.

The Constitution & Rules Of The Subiaco Football Club Inc (Draft 2 March 2019)

- (c) Those members placed first second and third on the voting list shall be elected.
- (d) Should any member of the Board including the President retire during his term, the Board shall appoint a replacement who shall hold office for the balance of that member's term of office.
- A casual vacancy occurs in the office of a Board Member and that office becomes vacant if the Board Member:
- a. dies;
 - b. ceases to be a Member;
 - c. becomes disqualified from holding a position as a result of bankruptcy or conviction of a relevant criminal offence;
 - d. becomes permanently incapacitated by mental or physical ill-health;
 - e. resigns from office in writing. Resignation takes effect only when the written resignation has been accepted by the Board;
 - f. is absent from more than:
 1. three consecutive Board Meetings without a good reason; or
 2. three Board Meetings in the same Financial Year without tendering an apology to the person presiding at each of those Board Meetings,
 - g. is removed from office under by resolution at a General Meeting of The Club if a majority of the Members present and with voting rights at the meeting vote in favour of the removal.
 1. 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 his or her case as to why the Member should not be removed from his or her position on the Board.
 2. If all Board Members are removed by resolution at a General Meeting, the Members must, at the same General Meeting, elect an interim Board.
 3. The interim Board must, within two months, convene a General Meeting of the Association for the purpose of electing a new Board.
- (i) In the event of any vacancy in any office during the first half of the term of office, a by-election shall be conducted in the same manner as this Constitution governs an annual election so far as the Constitution can be applied for the purpose of electing a member to fill such vacancy and such person shall hold office for the unexpired term of the office vacated. He or she shall be eligible for re-election.
- (ii) In the event of a vacancy during the second half of the term of office of a Director, the Board then remaining shall elect a member of the Club to fill such office if they so desire and such person shall hold office until the next Annual General Meeting when he or she shall be eligible for re-election.
- (iii) Otherwise than as is herein provided all members of the Board must be elected by the members for a term of office not less than twelve (12) months.
- (e) Should any member of the Board resign or retire during his or her term, he or she shall only regain a position on the Board by re-election by the Members of the Club.
- (f) Election of President and members of the Board.
- (i) Election for vacant positions on the Board shall be held annually within the terms of this Constitution and in any year in which the President's term of office terminates

Commented [LS4]: As required under section 41 of the Associations Act 2015.

The Constitution & Rules Of The Subiaco Football Club Inc (Draft 2 March 2019)

by reason of his having served out his or her term this election shall be held concurrent with the election of members of the Board.

- (ii) A member of the Board may nominate and stand for election for the position of President notwithstanding that person's term of office may not have expired. In the event that such member is not elected as President he shall retain his office as a member of the Board until his or her term of office thereupon expires.
 - (iii) In the event a member of the Board with at least one (1) year left to serve of his or her term is elected President, his or her position as a Director shall become vacant and such vacancy shall be filled by such candidate for election to the Board with the next highest number of votes after those of such candidates as are required to fill any previously vacant positions on the Board. That person shall then serve out the unexpired portion of the term of office of the vacating person.
- (g) The President of the Club shall be elected by the members, shall hold office for two (2) years and shall be Chairman of the Board. There shall be a Vice-President who is a member of the Board elected annually by members of the Board. The President and other Directors shall be eligible to stand for re-election at the end of his or her term.
- (h) Each year of a term of office shall date from the conclusion of the Annual General Meeting.
- (i) In the event the election of the President or the Board is conducted by a postal ballot vote:-
- (i) The CEO shall, fourteen (14) days at least before the date fixed for the Annual General Meeting, send to every member entitled to vote a ballot paper containing the names of the candidates who have been nominated and calling attention to the provisions of the following:
 - (a) Each member shall vote for the full number of candidates required to be elected for each office.
 - (b) Each member shall vote by striking out only so many of the names as are necessary to reduce the number of candidates for each office to the full number to be elected to that office. A ballot paper which does not comply with this requirement shall be null and void.
 - (c) Such ballot paper shall be forwarded in a sealed envelope addressed to the Returning Officer care of the CEO and must reach the CEO not less than twenty four (24) hours before the time fixed for the Annual General Meeting.
 - (ii) Such envelope shall immediately on receipt by the CEO be placed in a ballot box provided for the purpose and sealed by the Returning Officer.
 - (iii) The Returning Officer shall after the closing of the ballot open the ballot box in the presence of the two Scrutineers and proceed with the counting of the votes. Candidates for positions of President or on the Board shall be advised by the Returning Officer of the time and place of the counting of votes and the candidate and his or her nominee invited to attend as observers of the count should they so desire.
 - (iv) The Returning Officer shall report in writing to the Chairman of the Annual General Meeting the names of the members elected at the Annual General Meeting.
 - (v) In case of an equality of votes for any candidate, the Chairman of the meeting shall give a casting vote.

The Constitution & Rules Of The Subiaco Football Club Inc (Draft 2 March 2019)

- (j) In the event the election takes place at the Annual General Meeting the following provisions shall apply:-
 - (i) Every member present shall upon giving his or her name to the Returning Officer have such name ruled off the Roll of Members and shall thereupon be given a ballot paper by the Returning Officer.
 - (ii) The Returning Officer shall explain to the meeting the method of voting for the candidates as in the preceding clause.
 - (iii) Each member will mark his or her ballot paper accordingly and will place the same in a ballot box to be provided.
 - (iv) The Returning Officer will count the votes in accordance with the preceding clause and report verbally to the Chairman the names of the officers elected.
 - (iv) Thereafter, the procedure shall be the same as in the preceding clause.
- (k) The persons declared elected in the manner prescribed shall be officers of the Club from the conclusion of the Annual General Meeting.
- (l) The Returning Officer shall forthwith post the names of the officers so elected on the notice board with the number of votes received by each.

26. DELEGATES

The Board shall determine the delegate or delegates to any other football body or bodies.

- (a) The WAFL Council of Presidents shall consist of the Presidents of each of the WAFL License holders. In the event that the President is unable to attend a Council of Presidents Meeting, the next most senior official of that Club shall represent the Club.
- (b) The business of WAFL shall be managed by a WAFL Management Committee that shall consist of the CEO's of the Clubs. In the event that the CEO is unable to attend any meeting, the next most senior full-time employed officer approved by the Club shall be able to represent the Club as the Delegate at that meeting.

27. POWERS OF BOARD

The Board shall have the sole management of the affairs and concerns of The Club and has the power to perform all such acts and deeds as they consider appropriate for the management of the Club.

The Board shall subject to the by-laws, have power to do the following things:

- (a) To purchase or otherwise acquire any books, newsletters or periodicals and dispose of them as it may see fit.
- (b) To determine from time to time the conditions on which and time when, members may use the property of the Club or any part or parts thereof, and when and under what

The Constitution & Rules Of The Subiaco Football Club Inc (Draft 2 March 2019)

conditions the premises of the Club or any part or parts thereof, shall be used by members.

- (c) To determine what person (if any) not being members of the Club shall be permitted to use the premises of the Club or any part or parts thereof and during what time and under what conditions and when and at what times and places and under what conditions such persons shall be supplied with refreshments and accommodation.
- (d) To appoint any other officials or servants of the Club and to remove them as occasions may require at their discretion and to define their respective duties, remuneration and contract of employment.
- (e) To enter into Workplace Agreements.
- (f) To delegate (subject to such conditions as it thinks fit) any of its powers to sub committees consisting of such members of the Board and other members of the Club co-opted for the purpose as it may determine and to make such regulations as to the proceedings of such sub committees as may be thought desirable.
- (g) To regulate and control their own meeting and the transaction of business thereat.
- (h) To make payments as remuneration to any player or any other person employed by the Club for services as deemed fit.
- (i) In accordance with the rules to suspend, or expel any member.
- (j) To enter into or accept any lease or tenancy of the premises where on the Club shall conduct its affairs or of any furniture, goods and effects, which may be required for the use of the Club on such terms and on such conditions as the Club, may deem expedient.
- (k) To take and defend all legal proceedings by or on behalf of the club and to appoint all necessary Attorneys for any such purpose.
- (l) To borrow, raise or secure the payment of money, and to sell and dispose of the assets of The Club.
- (m) To make, alter and repeal by-laws not inconsistent with these rules regulating the use and management of the Club premises, the admission of members and the conduct of the Club and its affairs generally.
- (n) To do and perform any other act, matters and things in connection with or relative to the management of the Club as shall not by these rules require to be done by the Club in General Meetings.
- (o) Every member of the Board shall be indemnified against any loss, expenses or liability incurred by reason of any act or deed performed by him/her in good faith on behalf of the Board and the Board may use the funds of the Club for any such purpose required,

The Constitution & Rules Of The Subiaco Football Club Inc (Draft 2 March 2019)

together with any reasonable expenses incidental to the Board's activities as properly incurred:

1. in attending Board Meetings or sub-committee meetings;
2. in attending any General Meetings of The Club; and
3. in connection with The Club's business.

Except for the payment of an honorarium to Board Members which shall be determined by members by special resolution at an Annual or Special General meeting,

- (p) A member of the Board who has any direct or indirect pecuniary interest in any matter under contemplation by the Board, shall, as soon as he/she becomes aware of his/her interest, disclose the nature and extent of such interest to the Board and shall not take part in any deliberations or decision of the Board with respect to that matter.

Commented [LS5]: As required and provided for by Division 2 section 1 of the Associations Act 2015 and sections 3(3) and 40 of the Associations Regulations 2016.

28. NON-ATTENDANCE AT BOARD MEETINGS

If any member of the Board whether ex-official or not shall absent himself or herself from three (3) consecutive meetings of the Board or from three (3) meetings in all in any one (1) year without having previously rendered to the Board a satisfactory explanation, he or she shall be deemed to have vacated office and shall not be eligible for re-election in that year and the Board may choose any person to fill any vacancy so arising.

29. MEETINGS

Annual and Special General Meetings

- (a) The Annual General Meeting of members shall be held not later than 15 December in each year for the purpose of receiving the Annual Report of the Board, the Balance Sheet, the election of officers of the Club for the ensuing season and any other general business which may be submitted to the meeting.
- (b) Special General Meetings shall be called by the CEO whenever directed by the President or Board or upon receiving a requisition signed by ~~fifty (50) Members~~ no less than 10% of members of the Club with voting rights setting out the objects of the proposed meeting. At all Special General Meetings no business shall be transacted other than that specified in the notice convening such meetings and other matters relevant thereto.
- (c) ~~The Annual General Meeting and all Special General Meetings shall be called by advertisements once in the daily press and by circular addressed to each Member at least fourteen (14) days previous to each meeting. Notice of general meeting (including date, time and location) and agenda items, including wording of Motion or proposed resolutions, must be posted on the Club website and noticeboard for at least fourteen (14) days before the date of the meeting for all members to read. If the resolution is intended to be proposed as a special resolution this will also be stated in the notice with the wording of the proposed special resolution. Members who have provided an email address will also be emailed a copy of the notice of meeting, agenda items and any Notices of Motion.~~

Commented [LS6]: This must be a percentage and cannot be higher than 20% as required under section 51(2) of the Associations Regulations 2016.

The Constitution & Rules Of The Subiaco Football Club Inc (Draft 2 March 2019)

- (d) Ordinary, Country and Life Members of the Club who are financial members or who were financial members for the year concluding the previous 31st of October shall be entitled to vote at the Annual General Meeting and at all Special General Meetings of the Club.
- (e) All propositions, questions and matters submitted in accordance with this Constitution to the Annual General Meeting or Special General Meeting excepting alterations to this Constitution as provided for by clause ~~33~~ 32 shall be decided by a majority of those present to be determined in the first instance by a show of hands unless a ballot be demanded by at least ten (10) Members present.
- (f) Subject to clause 32 at the Annual General Meeting and at Special General Meetings fifty (50) Members who are eligible to vote shall constitute a quorum.

30. FINANCIAL YEAR

The financial year of the Club shall open on the 1st day of November in each year and conclude on the 31st of October in the following year.

31. INTERPRETATION

- (a) The interpretation of this Constitution or of any question arising out of or not provided for in this Constitution shall be in the discretion of the Board whose decision shall be final and binding on all members.
- (b) Words herein used importing the singular or plural number shall include the plural number and the singular number respectively and words importing the masculine, feminine or neuter gender shall include every gender.

32. ALTERATION

- (a) Subject to sub-clause (1) (d), the Club may alter its rules by special resolution but not otherwise. No clause shall be amended or repealed nor shall any new clause inserted except on the vote of a Special Resolution of Members present at the Annual General Meeting or a Special General Meeting duly convened and for the purpose of this clause fifty (50) Members shall constitute a quorum. Notice of any proposed amendment, repeal or addition must be given by notice in writing to the CEO in time for him to give fourteen (14) days' notice of such amendment or addition or repeal to all Members.
- (b) Within one month of the passing of a special resolution altering the rules, or such further time as the Commissioner for Consumer Protection may in a particular case allow (on written application by the Club), the Club 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 Club as so altered conform to the requirements of the Associations Act.

- (c) An alteration of the rules of the Club does not take effect until sub-clause (b) is complied with.
- (d) An alteration of the rules of the Club having effect to alter the objects or purposes of the association does not take effect until sub-clause (a) to (c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.

33. **SUSPENSION OR EXPULSION OF MEMBERS**

The Board, President or CEO in receiving a complaint from the Approved Licensed Manager or Approved Bar Staff, of a members behaviour which is considered a serious breach of the Liquor Act or acceptable member behaviour or where police involvement is required, may suspend a member:

- (a) For a period of time until disciplinary action under clauses 33(d) & 33(e) can be taken.
- (b) The Board is required to exempt any member of the Board from hearing a charge in which he/she has an interest.
- (c) Who shall fail in the observance or commit any breach of any rule of the Club, or any by-law of the Club or of any order or direction of the Board or of any General Meeting.
- (d) Who shall in the sole judgement of the Board have been guilty in or out of the Club's premises of any act, conducted matter or thing calculated to bring discredit on the Club or its members, or to impair or affect the enjoyment of the Club by other members.

Any member charged with misconduct as above shall be furnished with a written copy of the charge and summoned before the Board, who shall after hearing the accuser and accused and taking such evidence as they may consider proper, if they find the charge proved, inflict a penalty of suspension from all or any of the privileges of membership. If the Board consider that on a charge of gross misconduct, suspension as above is insufficient, they may call on the member to resign, and if he/she neglects to resign within 10 days they may declare him/her to be expelled, but in any case the accused shall have the right of appeal to a Special General Meeting called for the purpose, whose decision shall be final as decided by the majority of the members present.

- (e) Any expelled member of the Club who may be aggrieved by his/her expulsion by the Board **may appeal the Board's decision through a Special general meeting by giving written notice to the CEO as outlined under section 10(i) of the Constitution.**
~~is required to lodge with his/her appeal the sum of two hundred dollars (\$200.00) with the CEO to defray the cost of a Special General Meeting.~~

34. **DISPUTES**

Commented [LS7]: Fee for an appeal interferes with the natural justice and procedural fairness processes. This provision also opens the club up to a challenge by the expelled Member.

Commented [LS8]: As required under sections 17 to 25 of the Associations Regulations 2016.

The Constitution & Rules Of The Subiaco Football Club Inc (Draft 2 March 2019)

~~Any dispute between members may be referred in writing by either disputant to the Board whose decision thereon subject to this Constitution shall finally settle the matter. The Complainant shall with his complaint deposit two hundred dollars (\$200.00) with the CEO and if the Board considers the complaint to be frivolous, they may order the amount to be forfeited to the funds of the Club.~~

(i) Disputes Arising under the Rules

1. Section 34(i) applies to:
 - a. Disputes between Members; and
 - b. Disputes between The Club and one or more Members that arise under the rules or relate to the rules of The Club. This does not include disciplinary matters undertaken with club members, which are covered only under Section 33 of The Club constitution.
2. The parties to a dispute must attempt to resolve the dispute between themselves within fourteen (14) days of the dispute coming to the attention of each party.
3. 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.
4. The CEO must convene a Board Meeting within twenty-eight (28) days after the CEO receives notice of the dispute under Section 34(i)(3) for the Board to determine the dispute.
5. 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.
6. The CEO must inform the parties to the dispute of the Board's decision and the reasons for the decision within seven (7) days after the Board Meeting referred to in Section 27(i)5.
7. 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.

(ii) Mediation

1. Section 34(ii) applies:
 - a. where a person is dissatisfied with a decision made by the Board under Section 33(d) or Section 34(i) or
 - b. 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.
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 Section 33(d) in respect of the proposed suspension or expulsion has been completed.
3. If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Section 34(i)2, or a party to the dispute is dissatisfied with a decision made by the Board under Section 23(i)7 a party to a dispute may:

The Constitution & Rules Of The Subiaco Football Club Inc (Draft 2 March 2019)

- a. Provide written notice to the CEO of the parties to, and the details of, the dispute;
 - b. Agree to, or request the appointment of, a mediator.
4. Party, or parties requesting the mediation must pay the costs of the mediation.
5. The mediator must be:
- a. a person chosen by agreement between the parties; or
 - b. in the absence of agreement:
 - i. if the dispute is between a Member and another Member – a person appointed by the Board; or
 - ii. 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.
6. A Member can be a mediator, but the mediator cannot be a Member who is a party to the dispute.
7. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
8. The parties are to exchange written statements of the issues that are in dispute between them and supply copies to the mediator at least five (5) days before the mediation session.
9. The mediator, in conducting the mediation, must:
- a. give the parties to the mediation process every opportunity to be heard;
 - b. allow all parties to consider any written statement submitted by any party; and
 - c. ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
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.

(iii) Inability to Resolve Disputes

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.

35. SUPPLY OF LIQUOR – LIQUOR ACT TO BE OBSERVED

- (a) The Club shall appoint and maintain an Approved Licensed Manager for the purposes of observing liquor licensing requirements and regulations.

The Constitution & Rules Of The Subiaco Football Club Inc (Draft 2 March 2019)

- (b) The Club shall be open for sale of liquor during such hours as the Board shall from time to time determine and as permitted under the Liquor Act.

36. COMMON SEAL

The CEO shall have the custody of the Common Seal of the Club which shall be affixed to all such deeds, instruments, documents and agreements binding the Club as need to be under seal and witnessed in the presence of any two (2) of the Trustees.

37. INSPECTION OF CLUB RECORDS

- (a) A member may at any reasonable time inspect without charge the books, documents, records and securities of the Club.
- (b) The Club shall ensure that that members' access to confidential staff and client records is excluded from such inspection.

- (c) A member must not use or disclose the information on the Members Register:
1. 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);
 2. To contact, send material to the Club or a Member for the purpose of advertising for political, religious, charitable or commercial purposes, or
 3. For any other purpose unless the use of the information is approved by the Board and for a purpose:
 - a. That is directly connected with the affairs of the Club; or
 - b. Related to the provision of the information to the Commissioner in accordance with a requirement of the Act.

- (d) The Board may require a Member who requests a copy of the Member Register 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.

Commented [LS9]: As required under sections 35 and 36 of the Associations Act 2015.

38. PROPERTY

- (a) All real and personal property shall vest in the Club and shall be applied solely towards the objects of the Club as the Board determines.
- (b) ~~If, on the winding up of the Club, any property of the Club remains after satisfaction of the debts and liabilities of the Club and the costs, charges and expenses of that winding up, that property shall be distributed:-~~
- ~~(i) To another incorporated association having objects similar to those of the Club, or~~
 - ~~(ii) For charitable purposes, which incorporated association or purposes, as the case requires, shall be determined by resolution of the members when authorising and directing the Board under section 33(3) of the Associations Act to prepare a distribution plan for the distribution of the surplus property of the Club.~~

The Constitution & Rules Of The Subiaco Football Club Inc (Draft 2 March 2019)

The Club may cease its activities and have its incorporation cancelled in accordance with Part 10 of the Act:

- a. after the Board has determined the association is able to pay or meet its debts and liabilities; and
- (iv) the Members resolve by Special Resolution that the Club will:
 1. apply to the Commissioner for cancellation of its incorporation; or
 2. appoint a liquidator to wind up its affairs
- (b) The Club must be wound up in accordance with Part 9 of the Act if:
 - (i) the Board has determined the association is unable to pay or meet its debts and liabilities; or
 - (ii) is party to any current legal proceedings; or
 - (iii) has any other outstanding legal obligations
- (c) 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 150 of the Corporations Act 2001 (Cwth);
 - (iv) a company holding a licence that continues in force under section 151 of the Corporations Act 2001 (Cwth);
 - (v) a body corporate that:
 1. is a member or former member of the Club; and
 2. at the time of the Surplus Property is distributed, has rules that prevent the property being distributed to its members;
 - (vi) a trustee for a body corporate referred to in Section 30(c)(v); or
 - (vii) 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.

Commented [LS10]: As required under section 24 of the Associations Act 2015.

39. ORDER OF BUSINESS AT MEETINGS

- (a) The business of the Club at ordinary meetings may include:
 - (i) Consideration and confirmation of the Minutes of previous meetings.
 - (ii) Correspondence.
 - (iii) Finance.
 - (iv) Reports.
 - (v) Business left over from previous meetings.
 - (vi) Discussion of business of which notice of motion has been given.

The Constitution & Rules Of The Subiaco Football Club Inc (Draft 2 March 2019)

- (vii) General business.
 - (viii) Notice of Motion.
- (b) At the Annual General Meeting the procedure to be followed should be as follows:-
- (i) Welcome by President
 - (ii) Apologies
 - (iii) Confirmation of minutes from previous AGM
 - (iv) Business Arising
 - (v) Presentation of Annual Report and Balance Sheet.
 - (vi) Declaration of Election.
 - (vii) Election of Life members
 - (viii) Notices of Motions
 - (ix) Nomination of Auditors for next year
 - (x) General Business.
 - (xi) Fellowship.

40. GENERAL PROVISIONS

- (a) No member shall be entitled to take any legal action against the Club (other than a claim for goods sold and delivered and services rendered) and must conform to the decisions of the Board and in the case of an appeal, to the decision of the General Meeting to which he/she may appeal.
- (b) These rules shall be the rules of the Club and shall be binding on members.
- (c) Correct accounts and books shall be kept showing the financial affairs of the Club and the particulars usually shown in books of accounts of a like nature.
- (d) A visitor shall not be supplied with liquor on the Club premises except as the guest of a Member over the age of eighteen (18) years.
- (e) No liquor shall be sold or supplied for consumption other than on the Club's premises, unless the member purchasing it removes such liquor from the premises of the Club.
- (f) Packaged liquor shall only be sold to a member.
- (g) No liquor shall be supplied or sold to any person under eighteen (18) years of age and no member under eighteen (18) years of age.
- (h) No person under the age of eighteen (18) years of age shall be employed in the Club but this restriction shall not apply to persons employed in the administration of the Club.
- (i) No person under the age of eighteen (18) years shall be employed in or about any bar on the Club's premises or in the delivery of liquor on the Club premises.
- (j) Liquor may only be sold in accordance with the Liquor Act however the Board may from time to time direct that liquor not be sold or supplied by the Club during any specified

The Constitution & Rules Of The Subiaco Football Club Inc (Draft 2 March 2019)

period or periods notwithstanding that the sale and supply is permitted by law during that period or those periods.

- (k) No gambling or betting shall be allowed on the Club premises unless approved by the Office of Racing Gaming and Liquor.
- (l) All persons appointed to any committee or sub-committee formed for any particular purpose shall be members of the Club and shall report to and be responsible to the Board.