

**SOUTH PERTH RUGBY LEAGUE  
FOOTBALL CLUB (INC)**

**ASSOCIATION RULES/CONSTITUTION**

**DECEMBER 2019**

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## PART 1 — PRELIMINARY

### 1. Name

The name of the Club shall be South Perth Rugby League Football Club (Incorporated) (hereafter, the Club).

### 2. Headquarters

The Headquarters of the Club shall be as determined by the Club from time to time, within the boundaries of the City of South Perth

### 3. Objects

The objects of the Club are:

- a. To develop, foster and promote the game of rugby league;
- b. Without derogating from the objective described in paragraph (a), which is hereby declared to be the primary objective of the Club, to foster other sports and welfare organisations within the boundaries of the City of South Perth;
- c. To provide facilities for its members, but not for the purpose of making profit divisible among such members or any of them;
- d. To do all other things incidental or conducive to the attainment of the above objects

### 4. Affiliation

For the purpose of developing, fostering and promoting the game of rugby league the Club shall be affiliated with ARLC WA Limited, utilizing the registration name of South Perth Rugby League Football Club

### 5. Club Colours

The Club colours shall be red and white in any design as seen fit by the committee. The official emblem of the Club shall be a rampant lion in any design as seen fit by the committee.

### 6. Terms Used

In this document, unless the contrary intention appears —

**Act** means the *Associations Incorporation Act 2015*;

**Administrator** means an employee or representative (paid or otherwise) of the Club appointed by the Executive Committee to manage the Club's day-to-day operations;

**ARLC WA Ltd** is the registered company of the ARL (Australian Rugby League) set up to administer rugby league in WA and they operate in Western Australia as NRLWA

**associate member** means a member with the rights referred to in clause 12;

**Association** means the South Perth Rugby League Football Club (Incorporated);

**books**, of the Association, includes the following —

- (a) a register;
- (b) financial records, financial statements or financial reports, however compiled, recorded or stored;
- (c) a document;
- (d) any other record of information;

**by laws** means by-laws made by the Association under clause 72;

**Club** means the South Perth Rugby League Football Club (Incorporated);

**Commissioner** means the person for the time being designated as the Commissioner under section 153 of the Act;

**committee** includes the General Committee and Executive Committee of the Association;

**committee meeting** means a meeting of either the General Committee or Executive Committee;

**committee member** means a member of either the General Committee or Executive

**Executive Committee** means the committee comprised of office holders of the Association;

**financial records** includes -

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

**financial report**, of a tier 2 association or a tier 3 association, has the meaning given in section 63 of the Act;

**financial statements** means the financial statements in relation to the Association required under Part 5 Division 3 of the Act;

**financial year**, of the Association, means the period commencing on the first day of October and concluding on the thirtieth day of September of the following calendar year.

**General Committee** means the management committee of the Association;

**general meeting**, of the Association, means a meeting of the Association that all members are entitled to receive notice of and to attend;

**Licensed Club** shall mean the Supporting Club Liquor License held by the South Perth Rugby League Football Club

**member** means a person (including a body corporate) who is an ordinary member or an associate member of the Association;

**NRLWA** is the operating name of ARLC WA Ltd to administer rugby league in WA

**office holder** means a person in any of the positions set out at clause 33;

**ordinary committee member** means a committee member who is not an office holder of the Association;

**ordinary member** means a member with the rights referred to in clause 12;

**register of members** means the register of members referred to in section 53 of the Act;

**special general meeting** means a general meeting of the Association other than the annual general meeting;

**special resolution** means a resolution passed by the members at a general meeting in accordance with section 51 of the Act;

**subcommittee** means a subcommittee appointed by the committee under clause 58;

## PART 2 — ASSOCIATION TO BE NOT FOR PROFIT BODY

### 7. Not-for-profit body

1. The property and income of the Club must be applied solely towards the promotion of the objects or purposes of the Club and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
2. A payment may be made to a member out of the funds of the Club only if it is authorized under sub-clause (c) below.
3. A payment to a member out of the funds of the Club is authorized if it is —
  - a. the payment in good faith to the member as reasonable remuneration for any services provided to the Club, or for goods supplied to the Club, in the ordinary course of business; or
  - b. the payment of interest, on money borrowed by the Club from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
  - c. the reimbursement of reasonable expenses properly incurred by the member on behalf of the Club.

## **PART 3 — MEMBERS**

### **Division 1 – Membership**

#### **8. Eligibility for membership**

1. Any person who supports the objects or purposes of the Club is eligible to apply to become a member.
2. An individual who has not reached the age of 18 years is not eligible to membership that confers full voting rights.

#### **9. Applying for membership**

1. A person who wants to become a member must apply to the Club in writing (including but not limited to electronic or online forms).
2. The applicant must specify in the application the class of membership, if there is more than one, to which the application relates.
3. Any player playing for the Club and competing in the NRLWA registration process and paying in full the relevant fee is deemed to be an Ordinary Member Class A of the Club in accordance with these by laws

#### **10. Dealing with membership applications**

1. The General Committee must consider each application for membership of the Association and decide whether to accept or reject the application.
2. Subject to sub-clause (3), the General Committee must consider applications in the order in which the Club receives them.
3. The General Committee may delay its consideration of an application if the General Committee considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
4. The General Committee must not accept an application unless the applicant —
  - (a). is eligible under clause 8; and
  - (b). has applied under clause 9.
5. The General Committee may reject an application even if the applicant —
  - (a) is eligible under clause 8; and
  - (b) has applied under clause 9.
6. The General Committee must notify the applicant of the General Committee's decision to accept or reject the application as soon as practicable after making the decision.
7. If the General Committee rejects the application, the General Committee is not required to give the applicant its reasons for doing so.



## 11. Becoming a member

An applicant for membership of the Club becomes a member when —

- (a) the General Committee, or another person authorized by the General Committee, accepts the application; and
- (b) the applicant pays any membership fees payable to the Association under clause 17.
- (c) Any member whose membership is terminated or suspended, during the period of his or her suspension shall forfeit all claims upon the property of the Club and shall lose all privileges of membership.
- (d) Any member who damages or loses any property of the Club shall be liable for such damage or loss at the discretion of the Committee.

## 12. Classes of membership

The membership of the Club shall consist of members in the following categories

### A. Ordinary Members Class A

(1) Ordinary Members Class A are members who at the time of election and remain during their membership of the Club a financial member of the Club and are involved in the development, fostering and promotion of the Game of Rugby League.

(2) Ordinary Members Class A are entitled to the full privileges of the Club and may nominate for election to the Committee after the completion of three (3) consecutive years as an Ordinary Member Class A.

(3) Ordinary Members Class A may nominate new members to the Club

### B. Ordinary Members Class B

(1) Ordinary Members Class B are members who at the time of election and remain during their membership of the Club a financial member of the club and another sporting or welfare organisation located within the boundaries of the City of South Perth and which club or organization has been approved by the Committee as an affiliated club or organisation with a desire on its part to further its own objectives and increase the benefits available to its own members by utilising the Club 's facilities and amenities;

(2) Ordinary members Class B are members who in all respect have submitted to the conditions and requirements of candidature for ordinary membership Class B and have full privileges of the Licensed Club.

(3) Ordinary Members Class B may nominate new members to the Club and after a period of five years are entitled to nominate for election to the Committee subject to the provisions of Clause 33 of this Constitution.

### C. Ordinary Members Class C

(1) Ordinary Members Class C are members who at the time of election and remaining during their membership of the Club are citizens of Western Australia who are desirous of using the premises for social purposes only

(2) Ordinary Members Class C are members who in all respect have submitted to the conditions and requirements of candidature for Ordinary membership Class C and have full privileges of the Licensed Club;

(3) Ordinary Members Class C may nominate new members to the Club and after a period of five years and are entitled to nominate for election to the Committee subject to the provisions of Clause 33 of this Constitution

#### D. Life Members

(1) Life Members may be elected at an Annual General Meeting for special services rendered to the Club over a period of at least ten years, provided that in exceptional circumstances, life membership may be conferred on a member with less than 10 years' service. Every candidate for life membership shall be proposed by at least two ordinary members and be approved by a majority of "living" life members

The proposal must be approved by at least 80% of the members voting at such Annual General Meeting

(2) A Life Member shall have all the rights and privileges of an Ordinary Member Class A;

(3) A Life Member shall not be liable for payment of any further subscription and shall be entitled to attend any functions organised by the Club or any of its sub-Committees free of charge. A Life Member shall be entitled to vote at any general meeting provided that the number of Life Members voting on any proposal will not exceed 20% of the total number of members voting thereon.

#### E. Junior Members

(1) Junior Members shall mean members actively engaged in training or playing for a restricted age competition.

(2) Subject to the approval of the Committee a Junior Member shall be entitled to make use of the Club facilities and be present in any part of the Club premises, but may not under any circumstances if under the age of eighteen years be served alcohol

(3) The Committee may in its discretion make Rules and By-Laws for the maintenance of discipline and good behavior on Club premises and Club activities, functions by Junior Members.

#### F. Honorary Members

(1) The Executive may elect as an Honorary Member for a period not exceeding one calendar month any adult person who has not enjoyed the privilege within the period of three months immediately preceding and provided that the period of membership may be extended for a further period not exceeding two months upon payment of a subscription determined by the Committee.

(2) Every candidate for Honorary Membership shall be proposed by at least two members. The nomination form shall be posted on the Club notice board for at least four hours prior to election and the names of all Honorary Members shall be kept in a book showing the date of their nomination.

(3) The Executive may at any time without any prior notice to the Honorary Member concerned determine his or her membership and thereupon his or her rights and privileges shall absolutely cease and determine.

(4) An Honorary Member may enjoy the full use of the Licensed Club facilities.

#### G. Temporary Members

The Committee may admit the following persons as Temporary Members on such terms and conditions as the Committee determines persons who on any day are visiting the Club –

(1) as a member or an official of, or a person assisting a team that is to contest a pre-arranged event in rugby league on that day; or

(2) at the invitation of a member, to engage in a game of rugby league on that day; or

3i) as a member or an official of, or a person assisting a team that is to contest a pre-arranged event conducted by an approved affiliated club or organisation.

### 13. Member's rights

Ordinary Members (except for Ordinary Members Class A), Junior Members (eighteen years and older), Honorary Members and Temporary Members may enjoy every privilege open to a member of the Club other than the rights

- (1) to attend and vote at meetings of members,
- (2) to take part in the business of the Club,
- (3) to nominate other members or introduce visitors to the Club. Visitors shall be subject to all the obligations as to conduct or otherwise imposed by the rules and by-laws on members

### 14. When Membership Ceases

A person ceases to be a member when any of the following takes place -

1. for a member who is an individual, the individual dies;
2. for a member who is a body corporate, the body corporate is wound up;
3. the person resigns from the Club under clause 15;
4. the person is expelled from the Club under clause 22;
5. the person ceases to be a member under clause 17(6).

### 15. Resignation

1. A member may resign from membership of the Club by giving written notice of the resignation to the Secretary, or another person authorised by the committee.
2. The resignation takes effect:
  - (a) when the Secretary (or other authorised person) receives the notice; or
  - (b) if a later time is stated in the notice, at that later time.
3. A person who has resigned from membership of the Club remains liable for any fees that are owed to the Club (the **owed amount**) at the time of resignation.
4. The owed amount may be recovered by the Club in a court of competent jurisdiction as a debt due to the Club.

### 16. Rights not transferable

The rights of a member are not transferable and end when membership ceases.

## **Division 2 – Membership fees, liabilities and register**

### 17. Subscriptions

1. The Committee shall determine subscriptions annually provided that any increase in excess of 20% shall require ratification by a majority of the votes of members voting at a General Meeting. The Committee shall determine an annual subscription, which shall be payable by Ordinary members in their respective class.
2. Life members shall pay no fees nor levies.
3. The Club's financial year shall commence on the 1st day of October in each year and the subscriptions for that year shall be due on the next succeeding 1st March.
4. The Committee shall have the power to require any person elected as a member, other than Honorary or Temporary Members, after the 1st day of October to pay any such proportionate amount of the annual subscription as is determined by the Committee.
5. A member must pay the annual membership fee to the treasurer, or another person authorised by the committee to accept payments, but the date (the due date) determined by the committee.

6. If a member has not paid the annual membership fee within the period of 3 months after the due date, the member ceases to be a member on the expiry of that period.
7. If a person who has ceased to be a member under sub rule (4) offers to pay the annual membership fee after the period referred to in that sub rule has expired -
  - (a) the committee may, at its discretion, accept that payment: and
  - (b) if the payment is accepted, the person's membership is reinstated from the date the payment is accepted.

## **18. Levies**

1. The Committee may from time to time on the authority of a resolution carried by a majority of votes cast by the members present and voting at a Special General Meeting called, for that purpose, make a levy on the members of the Club at such rate or of such amount as may be authorised by such resolution to meet the immediate requirements of the Committee occasioned by a financial emergency or to meet the cost of carrying out works of a capital nature (other than ordinary maintenance) which the Committee proposes to carry out and for which the ordinary revenue after allowing for ordinary costs of administration may not be sufficient.
4. The notice calling the Special General Meeting shall state clearly the reasons for making the proposed levy and the rate or amount thereof.

## **19. Register of members**

1. A register of members, each in his or her class, shall be kept up to date at all times on the Club premises.

## PART 4 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION

### Division 1 — Preliminary

#### 20. Term used: member

In this Part —

**member**, in relation to a member who is expelled from the Association, includes former member.

#### 21. Separation of judiciary and state and national bodies

Nothing in this part prejudices the rules, by-laws or other requirements set down by state or national bodies administering the sport of rugby league from time to time. To avoid doubt, any disciplinary and judicial processes relating to player behavior are separate and distinct from the matters set out in this Part (which govern membership of the Club).

### Division 2 — Disciplinary action

#### 22. Suspension or expulsion

1. The General Committee may decide to suspend a member's membership or to expel a member from the Club if —
  - a. the member contravenes this document; or
  - b. the member acts detrimentally to the interests of the Club.
2. The Secretary, or another person authorised by the General Committee, must give the member written notice of the proposed suspension or expulsion at least 28 days before the General Committee meeting at which the proposal is to be considered by the General Committee.
3. The notice given to the member must state -
  - a) when and where the General Committee meeting is to be held; and
  - b) the grounds on which the proposed suspension or expulsion is based; and
  - c) that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the General Committee about the proposed suspension or expulsion;
4. At the General Committee meeting, the General Committee must -
  - a. give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the General Committee about the proposed suspension or expulsion; and
  - b. give due consideration to any submissions so made; and
  - c. decide -
    - (i) whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
    - (ii) whether or not to expel the member from the Association.
5. A decision of the General Committee to suspend the member's membership or to expel the member from the Club takes immediate effect.
6. The General Committee must give the member written notice of the General Committee's decision, and the reasons for the decision, within 7 days after the General Committee meeting at which the decision is made.

7. A member whose membership is suspended or who is expelled from the **Club** may, within 14 days after receiving notice of the General Committee's decision under sub-clause (6), give written notice to the Secretary (or another person authorized by the General Committee) requesting the appointment of a mediator under clause 28.
8. If notice is given under sub-clause (7), the member who gives the notice and the General Committee are the parties to the mediation.

### 23. Consequences of suspension

1. During the period a member's membership is suspended, the member —
  - a. loses any rights (including voting rights) arising as a result of membership; and
  - b. is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association.
2. When a member's membership is suspended, the Secretary, or another person authorised by the General Committee, must record in the register of members —
  - a. that the member's membership is suspended; and
  - b. the date on which the suspension takes effect; and
  - c. the period of the suspension.

When the period of the suspension ends, the Secretary, or another person authorised by the General Committee, must record in the register of members that the member's membership is no longer suspended.

## Division 3 — Resolving disputes

### 24. Terms used

In this Division -

***grievance procedure*** means the procedures set out in this Division;

***party to a dispute*** includes a person -

- (a) who is a party to the dispute; and
- (b) who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.

### 25. Application of Division

The procedure set out in this Division (the grievance procedure) applies to disputes -

- (a) between members; or
- (b) between one or more members and the Association.

### 26. Parties to attempt to resolve dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

### 27. How grievance procedure is started

1. If the parties to a dispute are unable to resolve the dispute between themselves within the time required by clause 24, any party to the dispute may start the grievance procedure by giving written notice to the Secretary, or another person authorised by the General Committee, of -
  - a. the parties to the dispute; and
  - b. the matters that are the subject of the dispute.
2. Within 28 days after the notice referred to above is given, a meeting of the General Committee must be convened to consider and determine the dispute.

3. The Secretary, or another person authorised by the General Committee, must give each party to the dispute written notice of the General Committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
4. The notice given to each party to the dispute must state -
  - a. when and where the General Committee meeting is to be held; and
  - b. that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the General Committee about the dispute.
5. If -
  - a. the dispute is between one or more members and the Association; and
  - b. any party to the dispute gives written notice to the Secretary, or another person authorised by the General Committee, stating that the party -
    - (i) does not agree to the dispute being determined by the General Committee; and
    - (ii) requests the appointment of a mediator under clause 28, the committee must not determine the dispute.

## **28. Determination of dispute by committee**

1. At the General Committee meeting at which a dispute is to be considered and determined, the General Committee must -
  - a. give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the General Committee about the dispute; and
  - b. give due consideration to any submissions so made; and
  - c. determine the dispute.
2. The General Committee must give each party to the dispute written notice of the General Committee's determination, and the reasons for the determination, within 7 days after the General Committee meeting at which the determination is made.
3. A party to the dispute may, within 14 days after receiving notice of the General Committee's determination under sub-clause (1)(c), give written notice to the Secretary, or another person authorised by the General Committee, requesting the appointment of a mediator under clause 28.
4. If notice is given under sub-clause (3), each party to the dispute is a party to the mediation.

## **Division 4 — Mediation**

### **29. Application of Division**

1. This Division applies if written notice has been given to the Secretary requesting the appointment of a mediator -
  - a. by a member under clause 22(7); or
  - b. by a party to a dispute under clause 27(5)(b)(ii) or 28(3).
2. If this Division applies, a mediator must be chosen or appointed under clause 30.

### **30. Appointment of mediator**

1. The mediator must be a person chosen -
  - a. if the appointment of a mediator was requested by a member under clause 22(7) - by agreement between the member and the General Committee; or
  - b. if the appointment of a mediator was requested by a party to a dispute under clause 27(5)(b)(ii) or 28(3) - by agreement between the parties to the dispute.
2. If there is no agreement for the purposes of sub-clause (1)(a) or (b), then, subject to sub-clauses (3) and (4), the General Committee must appoint the mediator.

3. The person appointed as mediator by the General Committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by -
  - a. a member under clause 22(7); or
  - b. a party to a dispute under clause 27(5)(b)(ii); or
  - c. a party to a dispute under clause 28(3) and the dispute is between one or more members and the Association.
4. The person appointed as mediator by the General Committee may be a member or former member of the Association but must not -
  - a. have a personal interest in the matter that is the subject of the mediation; or
  - b. be biased in favor of or against any party to the mediation.

### **31. Mediation process**

1. The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
2. Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
3. In conducting the mediation, the mediator must -
  - a. give each party to the mediation every opportunity to be heard; and
  - b. allow each party to the mediation to give due consideration to any written statement given by another party; and
  - c. ensure that natural justice is given to the parties to the mediation throughout the mediation process.
4. The mediator cannot determine the matter that is the subject of the mediation.
5. The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
6. The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

### **32. If mediation results in decision to suspend or expel being revoked**

1. If mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under clause 22(7); and
2. as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked, that revocation does not affect the validity of any decision made at a committee meeting or general meeting during the period of suspension or expulsion



## **PART 5 — COMMITTEES AND OFFICE HOLDERS**

The Club shall be managed by a committee of elected members and shall consist of the following officers;

### **Division 1 — Office Holders**

#### **33. Office holders of the Club**

1. The following are the office holders of the Club -
  - a. the President;
  - b. the Vice-President (1);
  - c. the Vice-President (2);
  - d. the Secretary;
  - e. the Treasurer.
  - f. the Registrar
2. Unless otherwise authorised by the passing of a special resolution, a person must not hold 2 or more of the above offices at the same time.
3. A person may be an office holder if the person is -
  - a. an individual who has reached 18 years of age; and
  - b. an ordinary member.
  - c. At the time of election been an Ordinary member Class A of the Club for a continuous period of at least 3 years

#### **34. President**

1. The President shall be the head of the Club. They shall preside as Chairman over all committee meetings, excluding sub-committee meetings, unless so appointed, and shall be the official representative of the Association.
2. It is the duty of the President to consult with the Secretary, or another person authorised by the General Committee, regarding the business to be conducted at relevant meetings
3. The President shall be an ex officio member of all committees.

#### **35. Vice-Presidents**

1. The Vice-Presidents shall perform duties as requested by the President from time to time. In the absence of the President, one Vice-President (as determined by resolution of the Executive Committee from time to time) shall assume the duties and responsibilities of the President.
2. The Vice-Presidents are responsible for carrying out any other duty given to them under this document or by the General or Executive Committee.

### 36. Secretary

1. The Secretary's role is to administer the affairs of the Club. Their duties include the following:
  - a. dealing with the Association's correspondence;
  - b. consulting with the President regarding the business to be conducted at each committee meeting and general meeting;
  - c. preparing the notices required for meetings and for the business to be conducted at meetings;
  - d. unless another person is authorised by the General Committee to do so, maintaining on behalf of the Club the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
  - e. unless another person is authorised by the General Committee to do so, maintaining on behalf of the Club an up-to-date copy of this document, as required under section 35(1) of the Act;
  - f. unless another person is authorised by the General Committee to do so, maintaining on behalf of the Club a record of committee members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
  - g. ensuring the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Club;
  - h. maintaining full and accurate minutes of committee meetings and general meetings;
  - i. carrying out any other duty given to the Secretary under this document or by the General or Executive Committee.
  
2. The General Committee may, at its discretion from time to time, authorise another person or persons to perform any of the Secretary's duties, including those referred to in sub-clause (1) above. Such person may include, but is not limited to, the Administrator.

### 37. Treasurer

1. The Treasurer has the following duties -
  - a. ensuring that any amounts payable to the Club are collected and issuing receipts for those amounts in the Association's name;
  - b. ensuring that any amounts paid to the Club are credited to the appropriate account of the Club, as directed by the committee;
  - c. ensuring that any payments to be made by the Club that have been authorised by the committee or at a general meeting are made on time;
  - d. ensuring that the Club complies with the relevant requirements of Part 5 of the Act;
  - e. ensuring the safe custody of the Club's financial records, financial statements and financial reports, as applicable to the Club;
  - f. if the Club is a tier 1 association, coordinating the preparation of the Club's financial statements before their submission to the Club's annual general meeting;
  - g. if the Club is a tier 2 association or tier 3 association, coordinating the preparation of the Club's financial report before its submission to the Club's annual general meeting;
  - h. providing any assistance required by an auditor or reviewer conducting an audit or review of the Club's financial statements or financial report under Part 5 Division 5 of the Act;
  - i. carrying out any other duty given to the Treasurer under this document or by the General or Executive Committee.

### **38. Registrar**

1. The Registrar has the following duties –
  - a. shall attend all meetings
  - b. have charge of the Register of Members, and shall attend to all matters appertaining thereto
  - c. have charge of all player registrations and transfers in accordance with the requirements of NRLWA

## **Division 2 — Committees**

### **39. General Committee**

1. The General Committee shall consist of the office holders of the Association and at least one other ordinary committee members.
2. The General Committee has responsibility for the resolution of policy concerned with the control and direction within the Club, and is to hold such general meetings as the Executive Committee decides but not less than twice each year.
3. Subject to the Act, this document, the by-laws (if any) and any resolution passed at a general meeting, the General Committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
4. Without limiting the generality of the above, the General Committee may:
  - a. purchase, transfer, sell, assign, mortgage, lease, hire or exchange land, equipment, plant, furniture, furnishings or any other property whatever and in any manner authorised by law, to impose, levy and collect subscriptions, fees and other charges upon or from its members;
  - b. acquire and hold any estate or interest in any property whatsoever;
  - c. raise money and acquire such assets necessary to carry out the above and to obtain such permits as may be necessary for that purpose;
  - d. invest and deal with monies of the Association not immediately required in such securities as may be determined by the General Committee from time to time;
  - e. utilise the services of any person or create any sub-committees considered necessary for the efficient conduct of the affairs of the Association;
  - f. enter into and make arrangements for the employment of persons on such terms as it deems proper;
  - g. make, vary, repeal or rescind by-laws (such by-laws are not to be inconsistent with this document), prescribing any matters necessary or convenient to be prescribed for giving effect to this document and/or any of its objects provided that no such by-laws shall be effective until seven days after a copy thereof has been forwarded by post, or hand delivered to members; and
  - h. do all such lawful acts and things as are incidental or conducive to the carrying out of the above.
5. The General Committee must take all reasonable steps to ensure that the Association complies with the Act, this document and the by-laws (if any).
6. A person may be a committee member if the person is -
  - a. an individual who has reached 18 years of age; and
  - b. an ordinary member.

### **40. Executive Committee**

1. The Executive Committee shall consist of the office holders of the Association.
2. The Executive Committee shall manage the ongoing affairs and business of the Association in its absolute discretion but shall at all times act in accordance with this document and any by-laws made hereunder. In exercising its function, it shall have due regard for the interests of the Association and its efficient management, and shall hold such meetings as it

determines necessary or desirable.

3. The Executive Committee shall report to each General or Special Meeting in relation to its actions since the last General or Special meeting.

## **Division 3 — Election of committee members and tenure of office**

### **41. How members become General Committee members**

A member becomes a General Committee member if the member —

- (a) is elected to the General Committee at a general meeting; or
- (b) is appointed to the General Committee by the General Committee to fill a casual vacancy under clause 45.

### **42. Nomination of General Committee members**

1. At least 14 days before an annual general meeting, the Secretary, or another person authorised by the General Committee, must send written notice to all the members —
  - a. calling for nominations for election to the General Committee; and
  - b. stating the date by which nominations must be received to comply with sub-clause (2).
2. A member who wishes to be considered for election to the General Committee at the annual general meeting must nominate for election by sending written notice of the nomination to the Secretary, or another person authorised by the General Committee, at least 7 days before the annual general meeting.
3. A member may nominate for one specified position of office holder of the Club or to be an ordinary committee member.
4. The written nomination of candidates for positions of offices of the Club shall include the nominee's endorsement. Nominations shall be made only by financial Ordinary members Class A and be proposed by an Ordinary Member Class A or a Life Member and be seconded by a Life member only.
5. A member whose nomination does not comply with this clause is not eligible for election to the General Committee unless the member is nominated under clause 43(2) or 44(2)(b).

### **43. Election of office holders**

1. At the annual general meeting, a separate election must be held for each position of office holder of the Club.
2. If there is no nomination for a position, the chairperson of the meeting may call for nominations from the ordinary members at the meeting.

3. If only one member has nominated for a position, the chairperson of the meeting must declare the Member elected to the position.
4. If more than one member has nominated for a position, the ordinary members at the meeting must vote in accordance with procedures that have been determined by the General Committee to decide who is to be elected to the position.
5. Each ordinary member present at the meeting may vote for one member who has nominated for the position.
6. A member who has nominated for the position may vote for himself or herself.
7. On the member's election, the new chairperson of the Club may take over as the chairperson of the meeting.

#### **44. Election of ordinary committee members**

1. At the annual general meeting, the Club must decide by resolution the number of ordinary committee members (if any) to hold office for the next year.
2. If the number of members nominating for the position of ordinary committee member is not greater than the number to be elected, the chairperson of the meeting -
  - a. must declare each of those members to be elected to the position; and
  - b. may call for further nominations from the ordinary members at the meeting to fill any positions remaining unfilled after the elections under sub-clause (a).
3. If —
  - a. the number of members nominating for the position of ordinary committee member is greater than the number to be elected; or
  - b. the number of members nominating under sub-clause (2)(b) is greater than the number of positions remaining unfilled,

the ordinary members at the meeting must vote in accordance with procedures that have been determined by the General Committee to decide the members who are to be elected to the position of ordinary committee member.

4. A member who has nominated for the position of ordinary committee member may vote in accordance with that nomination.

#### **45. Term of office**

1. All Committee members (with the exception of the player's representative) shall be elected annually at the AGM. All offices will be declared vacant by the Chairman at the AGM and the officers for the ensuing year shall be thereupon elected to take office at the conclusion of the AGM at which elected.
2. The player's representative shall be approved by the playing members prior too the first match of that season. A committee member other than an executive of the Club elected at the AGM may be eligible to serve as player's representative.

#### **46. Resignation and removal from office**

1. A committee member may resign from the committee by written notice given to the Secretary or another person authorised by the committee.
2. The resignation takes effect -
  - a. when the notice is received by the authorised person; or
  - b. if a later time is stated in the notice, at the later time.
3. At a general meeting, the Association may by resolution -
  - a. remove a committee member from office; and
  - b. elect a member who is eligible under clause 39(6) to fill the vacant position.

4. A committee member who is the subject of a proposed resolution under sub-clause (3)(a) may make written representations (of a reasonable length) to the chairperson and may ask that the representations be provided to the members.
5. The chairperson may give a copy of the representations to each member or, if they are not so given, the committee member may require them to be read out at the general meeting at which the resolution is to be considered.

#### 47. When membership of committee ceases

A person ceases to be a committee member if the person -

- (a) dies or otherwise ceases to be a member; or
- (b) resigns from the committee or is removed from office under clause 43; or
- (c) becomes ineligible to accept an appointment or act as a committee member under section 39 of the Act;
- (d) becomes permanently unable to act as a committee member because of a mental or physical disability; or
- (e) fails to attend 3 consecutive Committee meetings, of which the person has been given notice, without having notified the Committee that the person will be unable to attend.

#### 48. Filling casual vacancies

1. The committee may appoint a member who is eligible under clause 36(6) to fill a position on the committee that -
  - a. has become vacant under clause 44; or
  - b. was not filled by election at the most recent annual general meeting or under clause 46(3)(b).
2. If the position of Secretary becomes vacant, the committee must appoint a member who is eligible under clause 39(6) to fill the position within 14 days after the vacancy arises.
3. Subject to the requirements for a quorum, the committee may continue to act despite any vacancy in its membership.
4. If there are fewer committee members than required for a quorum, the committee may act only for the purpose of -
  - a. appointing committee members under this clause; or
  - b. convening a general meeting.

#### 49. Validity of acts

The acts of a committee or subcommittee, or of a committee member or member of a subcommittee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a committee member or member of a subcommittee.

#### 50. Payments to committee members

1. In this clause -
  - committee member** includes a member of a subcommittee;
  - committee meeting** includes a meeting of a subcommittee.
2. A committee member is entitled to be paid out of the funds of the Association only if the General Committee allowing the payment passes a resolution.

## Division 4 — Committee meetings

### 51. Meetings of the General Committee

1. The General Committee shall meet on the dates and at the times and places determined by the General Committee.
2. Notice of the date, place and time for meetings of the General Committee shall be given by the Secretary, or another person authorised by the General Committee, to each member of the General Committee at least 7 days prior to the meeting. The notice shall also specify the matters to be addressed at the meeting.

### 52. Meetings of the Executive Committee

1. The Executive Committee shall meet on the dates and at the times and places determined by the President or as requested by a majority of office holders.
2. Reasonable notice of the date, place and time for a meeting of the Executive Committee shall be given by the person calling the meeting, or another person authorised by the Executive Committee. The notice shall also specify the matters to be addressed at the meeting.

### 53. Procedure and order of business at committee meetings

1. The President or, in the President's absence, a Vice President must preside as chairperson of each committee meeting.
2. If the President and Vice President(s) are absent or are unwilling to act as chairperson of a meeting, the committee members at the meeting must choose one of them to act as chairperson of the meeting.
3. The procedure to be followed at a committee meeting must be determined from time to time by the committee.
4. The order of business at a committee meeting may be determined by the committee members at the meeting.
5. Business that has not been described in the relevant notice may be conducted at the meeting if the committee members at the meeting unanimously agree to deal with that business.
6. A member or other person who is not a committee member may attend a committee meeting if invited to do so by the committee.
7. A person invited under sub-clause (6) to attend a committee meeting -
  - a. has no right to any agenda, minutes or other document circulated at the meeting; and
  - b. must not comment about any matter discussed at the meeting unless invited by the committee to do so; and
  - c. cannot vote on any matter that is to be decided at the meeting.

### 54. Use of technology at committee meetings

1. The presence of a committee member at a committee meeting need not be by attendance in person but may be by that committee member and each other committee member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.

2. A member who participates in a committee meeting as allowed under sub-clause (1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

#### **55. Quorum for committee meetings**

1. Subject to clause 48(4), no business is to be conducted at a committee meeting unless a quorum is present.
2. Quorum for committee meetings shall be:
  - a. For General Committee meetings, at least 50% of the General Committee members by number, including at least 50% of office holders.
  - b. For Executive Committee meetings, at least 75% of the office holders.
  - c. For subcommittee meetings, at least 50% of the appointed members by number, including at least one member of the executive committee.
3. If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting, the meeting is adjourned to the same time, day and place in the following week.
4. Quorums –
  - a. The quorum for a general meeting shall be 50% of office holders and 15 ordinary financial members
  - b. The quorum for a special general meeting shall be 75% of office holders and 15 ordinary financial members
5. If -
  - a. a quorum is not present within 30 minutes after the commencement time of a further committee meeting held under sub-clause (3); and
  - b. at least 2 committee members are present at that further meeting, those members present are taken to constitute a quorum.

#### **56. Voting at committee meetings**

1. Each committee member present at a committee meeting has one vote on any question arising at the meeting.
2. A motion is carried if a majority of the committee members present at the committee meeting vote in favor of the motion.
3. If the votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
4. A vote may take place by the committee members present indicating their agreement or disagreement or by a show of hands, unless the committee decides that a secret ballot is needed to determine a particular question.
5. If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.



## 57. Minutes of committee meetings

1. The committee must ensure that minutes are taken and kept of each committee meeting.
2. The minutes must record the following -
  - a. the names of the committee members present at the meeting;
  - b. the name of any person attending the meeting under clause 50(6);
  - c. the business considered at the meeting;
  - d. any motion on which a vote is taken at the meeting and the result of the vote.
3. The minutes of a committee meeting must be entered in the Association's minute book within 30 days after the meeting is held.
4. The chairperson must ensure that the minutes of a committee meeting are reviewed and signed as correct by -
  - a. the chairperson of the meeting; or
  - b. the chairperson of the next committee meeting.
5. When the minutes of a committee meeting have been signed as correct they are, until the contrary is proved, evidence that -
  - a. the meeting to which the minutes relate was duly convened and held; and
  - b. the matters recorded as having taken place at the meeting took place as recorded; and
  - c. any appointment purportedly made at the meeting was validly made.

## Division 5 — Subcommittees and subsidiary offices

### 58. Subcommittees and subsidiary offices

1. To help the committee in the conduct of the Association's business, the committee may, in writing, do either or both of the following -
  - a. appoint one or more subcommittees;
  - b. create one or more subsidiary offices and appoint people to those offices.
2. A subcommittee may consist of the number of people, whether or not members, that the committee considers appropriate. Each subcommittee must include at least one member of the Executive Committee.
3. A person may be appointed to a subsidiary office whether or not the person is a member.
4. Subject to any directions given by the committee -
  - a. a subcommittee may meet and conduct business as it considers appropriate; and
  - b. the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

### 59. Delegation to subcommittees and holders of subsidiary offices

1. In this clause -

**non-delegable duty** means a duty imposed on the committee by the Act or another written law.
2. The committee may, in writing, delegate to a subcommittee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the committee other than -
  - a. the power to delegate; and
  - b. a non-delegable duty.
3. A power or duty, the exercise or performance of which has been delegated to a subcommittee or the holder of a subsidiary office under this clause, may be exercised or performed by the subcommittee or holder in accordance with the terms of the delegation.

4. The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the committee specifies in the document by which the delegation is made.
5. The delegation does not prevent the committee from exercising or performing at any time the power or duty delegated.
6. Any act or thing done by a subcommittee or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the committee.
7. The committee may, in writing, amend or revoke the delegation.

## PART 6 — GENERAL MEETINGS OF ASSOCIATION

### 60. Annual general meeting

1. The General Committee must determine the date, time and place of the annual general meeting, and in any event no more than 60 days after the Financial year end
2. If it is proposed to hold the annual general meeting more than 60 days after the end of the Association's financial year, the Secretary, or another person authorized by the General Committee, must apply to the Commissioner for permission under section 50(3)(b) of the Act within 45 days after the end of the financial year.
3. The ordinary business of the annual general meeting is as follows -
  - a. receive apologies;
  - b. registration of members;
  - c. receive visitors
  - d. confirm the minutes of the previous annual general meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed;  
Business arising from the minutes
  - e. receive and consider -
    - (i) the General Committee's annual report on the Club's activities during the preceding financial year
  - f. receive and consider -
    - (i) if the Club is a tier 1 association, the financial statements of the Club for the preceding financial year presented under Part 5 of the Act; and
    - (ii) if the Club is a tier 2 association or a tier 3 association, the financial report of the Club for the preceding financial year presented under Part 5 of the Act;
    - (iii) if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor's report on the financial statements or financial report;
  - g. receive any motions for amendment to this Constitution;
  - h. receive any notices of motion;
  - i. election of life members;
  - j. election of the office holders of the Association and other committee members;
  - k. if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act;
  - l. approval of Affiliated clubs and Organisations
    - a) annual renewal of existing approvals
    - b) any new approvals
  - m. Any other business of which notice has been given in accordance with this document may be conducted at the annual general meeting.

## 61. Special general meetings

1. The General Committee may convene a special general meeting in accordance with this clause 61.
2. The General Committee must convene a special general meeting if at least 20% of ordinary members or 50% of (living) Life Members require a special general meeting to be convened.
3. The members requiring a special general meeting to be convened must -
  - a. make the requirement by written notice given to the Secretary, or another person authorised by the General Committee; and
  - b. state in the notice the business to be considered at the meeting; and
  - c. each sign the notice.
4. The special general meeting must be convened within 28 days after notice is given under sub-clause (3)(a).
5. If the committee does not convene a special general meeting within that 28-day period, the members making the requirement (or any of them) may convene the special general meeting.
6. A special general meeting convened by members under sub-clause (5) -
  - a. must be held within 3 months after the date the original requirement was made; and
  - b. may only consider the business stated in the notice by which the requirement was made.
7. The special general meeting shall deal with the matters referred to in the written notice referred to in sub-clause (3) above.

## 62. Notices of motion

1. All notices of motion shall be given in writing to the Secretary, or another person authorised by the General Committee, together with the names of the proposer and seconder. Both the proposer and seconder must be members at the time of giving the notice.
2. Notices of motion must be served on the Secretary, or another person authorised by the General Committee, not less than 28 days before a general meeting.

## 63. Notice of General Meeting

1. The Secretary (or another person authorised by the General Committee) or, in the case of a special general meeting convened under clause 61(5), the members convening the meeting, must give to each member -
  - a. at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
  - b. at least 14 days' notice of a general meeting in any other case.
2. The notice must -
  - a. specify the date, time and place of the meeting; and
  - b. indicate the general nature of each item of business to be considered at the meeting; and
  - c. if the meeting is the annual general meeting, include the names of the members who have nominated for election to the General Committee; and
  - d. if a special resolution is proposed —
    - (i) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
    - (ii) state that the resolution is intended to be proposed as a special resolution; and
    - (iii) comply with clause 64(7).

#### **64. Proxies**

1. Subject to sub-clause (2), an ordinary member may appoint an individual who is an ordinary member as his or her proxy to vote and speak on his or her behalf at a general meeting.
2. An ordinary member may be appointed the proxy for not more than 5 other members.
3. The appointment of a proxy must be in writing and signed by the member making the appointment.
4. The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
5. If no instructions are given to the proxy, the proxy may vote on behalf of the member in any matter as the proxy sees fit.
6. Notice of a general meeting given to an ordinary member under clause 61 must -
  - a. state that the member may appoint an individual who is an ordinary member as a proxy for the meeting; and
  - b. include a copy of any form that the committee has approved for the appointment of a proxy.
7. A form appointing a proxy must be given to the Secretary, or another person authorised by the General Committee, before the commencement of the general meeting for which the proxy is appointed.
8. A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association not later than 24 hours before the commencement of the meeting.

#### **65. Use of technology to be present at general meetings**

1. The presence of a member at a general meeting need not be by attendance in person but may be by that member and each other member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
2. A member who participates in a general meeting as allowed under sub-clause (1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

#### **66. Presiding member and quorum for general meetings**

1. The President or, in the President's absence, a Vice President must preside as chairperson of each general meeting.
2. If the President and Vice President(s) are absent or are unwilling to act as chairperson of a general meeting, the committee members at the meeting must choose one of them to act as chairperson of the meeting.
3. No business is to be conducted at a general meeting unless a quorum is present.
4. If a quorum is not present within 30 minutes after the notified commencement time of a general meeting -
  - a. in the case of a special general meeting - the meeting lapses; or
  - b. in the case of the annual general meeting - the meeting is adjourned to -
    - (i) the same time and day in the following week; and
    - (ii) the same place, unless the chairperson specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.
  - c. If a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under sub-clause (4)(b); and at least 2 ordinary members are present at the meeting, those members present are taken to constitute a quorum.

## **67. Adjournment of general meeting**

1. The chairperson of a general meeting at which a quorum is present may, with the consent of a majority of the ordinary members present at the meeting, adjourn the meeting to another time at the same place or at another place.
2. Without limiting sub-clause (1), a meeting may be adjourned -
  - a. if there is insufficient time to deal with the business at hand; or
  - b. to give the members more time to consider an item of business.
3. No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
4. Notice of the adjournment of a meeting under this clause is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with clause 63.

## **68. Voting at general meeting**

1. On any question arising at a general meeting -
  - a. subject to sub-clause (6), each ordinary member has one vote; and
  - b. ordinary members may vote personally or by proxy.
2. Except in the case of a special resolution, a motion is carried if a majority of the ordinary members present at a general meeting vote in favour of the motion.
3. If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
4. If the question is whether or not to confirm the minutes of a previous general meeting, only members who were present at that meeting may vote.
5. For a person to be eligible to vote at a general meeting as an ordinary member, or on behalf of an ordinary member that is a body corporate under sub-clause (2), the ordinary member —
  - a. must have been an ordinary member at the time notice of the meeting was given under clause 63; and
  - b. must have paid any fee or other money payable to the Association by the member.

## **69. When special resolutions are required**

1. A special resolution is required if it is proposed at a general meeting -
  - a. to affiliate the Club with another body;
  - b. to alter the Club's constitution, including changing the name of the Club;
  - c. to revoke a life membership other than in accordance with clause 11;
  - d. to be wound up, voluntarily or involuntarily;
  - e. to cancel incorporation; or
  - f. to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.
2. Sub-clause (1) does not limit the matters in relation to which a special resolution may be proposed.

## 70. Determining whether resolution carried

1. In this clause -

**poll** means the process of voting in relation to a matter that is conducted in writing.

2. Subject to sub-clause (4), the chairperson of a general meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been -
  - a. carried; or
  - b. carried unanimously; or
  - c. carried by a particular majority; or
  - d. lost.

If the resolution is a special resolution, the declaration under sub-clause (2) must identify the resolution as a special resolution.

3. If a poll is demanded on any question by the chairperson of the meeting or by at least 3 other ordinary members present in person or by proxy -
  - a. the poll must be taken at the meeting in the manner determined by the chairperson;
  - b. the chairperson must declare the determination of the resolution on the basis of the poll.
4. If a poll is demanded on the election of the chairperson or on a question of an adjournment, the poll must be taken immediately.
5. If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the chairperson.
6. A declaration under sub-clause (2) or (4) must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

## 71. Minutes of general meeting

1. The Secretary, or a person authorised by the committee from time to time, must take and keep minutes of each general meeting.
2. The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
3. In addition, the minutes of each annual general meeting must record -
  - a. the names of the ordinary members attending the meeting; and
  - b. any proxy forms given to the chairperson of the meeting under clause 64(8); and
  - c. the financial statements or financial report presented at the meeting; as referred to in clause 60(3) and
  - d. any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in clause 60(3).
4. The minutes of a general meeting must be entered in the Association's minute book within 30 days after the meeting is held.
5. The chairperson must ensure that the minutes of a general meeting are reviewed and signed as correct by -
  - a. the chairperson of the meeting; or
  - b. the chairperson of the next general meeting.
6. When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that -
  - a. the meeting to which the minutes relate was duly convened and held; and
  - b. the matters recorded as having taken place at the meeting took place as recorded; and
  - c. any election or appointment purportedly made at the meeting was validly made.

## PART 7 — FINANCIAL MATTERS

### 72. Source of funds

The funds of the Club may be derived from licensed premises earnings, entrance fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the committee.

### 73. Control of funds

1. The Club must operate an account(s) in the name of the Club with a financial institution(s) from which all expenditure of the Club is made and into which all funds received by the Club are deposited.
2. Subject to any restrictions imposed at a general meeting, the Executive Committee may approve expenditure on behalf of the Club.
3. The Executive Committee may authorise the Treasurer to expend funds on behalf of the Club
4. All EFT payments and transactions, cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by -
  - a. 2 Executive Committee members; or
  - b. 1 Executive Committee member and a person authorised by the Executive Committee
5. All funds of the Club must be deposited into the Club's account as required or within 5 working days of each's months end.

### 74. Financial statements and financial reports

1. For each financial year, the committee must ensure that the requirements imposed on the Club under Part 5 of the Act relating to the financial statements or financial report of the Club are met.
2. Without limiting sub-clause (1), those requirements include -
  - a. if the Club is a tier 1 association, the preparation of the financial statements; and
  - b. if the Association is a tier 2 association or tier 3 association, the preparation of the financial report; and
  - c. if required, the review or auditing of the financial statements or financial report, as applicable; and
  - d. the presentation to the annual general meeting of the financial statements or financial report, as applicable; and
  - e. if required, the presentation to the annual general meeting of the copy of the report of the review or auditor's report, as applicable, on the financial statements or financial report.



## PART 8 — GENERAL MATTERS

### 75. By-laws

1. The Association may, by resolution at a general meeting, make, amend or revoke by-laws.
2. By-laws may —
  - a. provide for the rights and obligations that apply to any classes of associate membership approved under clause 12; and
  - b. impose restrictions on the General Committee's powers, including the power to dispose of the Association's assets; and
  - c. impose requirements relating to the financial reporting and financial accountability of the Association and the auditing of the Association's accounts; and
3. provide for any other matter the Association considers necessary or convenient to be dealt with in the by-laws. A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or this document.
4. Without limiting sub-clause (3), a by-law made for the purposes of sub-clause (2)(c) may only impose requirements on the Association that are additional to, and do not restrict, a requirement imposed on the Association under Part 5 of the Act.
5. At the request of a member, the Association must make a copy of the by-laws available for inspection by the member.

### 76. Executing documents and common seal

1. The Association may execute a document without using a common seal if the document is signed by —
  - a. 2 Executive Committee members; or
  - b. 1 Executive Committee member and a person authorised by the Executive Committee.
2. If the Association has a common seal -
  - a. the name of the Association must appear in legible characters on the common seal; and
  - b. a document may only be sealed with the common seal by the authority of the General Committee and in the presence of -
    - (i) 2 Executive Committee members; or
    - (ii) 1 Executive Committee member and a person authorised by the Executive Committee.

and each of them is to sign the document to attest that the document was sealed in their presence.

3. The Secretary, or another person authorised by the General Committee, must make a written record of each use of the common seal.
4. The common seal must be kept in the custody of the Secretary, or another person authorised by the General Committee.

## 77. Giving notices to members

1. In this clause -

**recorded means** recorded in the register of members.

2. A notice or other document that is to be given to a member in accordance with this constitution is taken not to have been given to the member unless it is in writing and —
  - a. delivered by hand to the recorded address of the member; or
  - b. sent by prepaid post to the recorded postal address of the member; or
  - c. sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member.

## 78. Custody of books and securities

1. Subject to sub-clause (2), the books and any securities of the Association must be kept in the custody or control of the Secretary or another person authorised by the General Committee (including but not limited to the Administrator).
2. The financial records and, as applicable, the financial statements or financial reports of the Association must be kept in the custody or control of the Treasurer or another person authorised by the General Committee (including but not limited to the Administrator).
3. Sub-clauses (1) and (2) have effect except as otherwise decided by the General Committee.
4. The books of the Association must be retained for at least 5 years, or in accordance with the requirements of the Australian Taxation Office.

## 79. Record of office holders

The record of committee members and other persons authorised to act on behalf of the Association that is required to be maintained under section 58(2) of the Act must be kept in the custody or control of the Secretary or another person authorised by the General Committee (including but not limited to the Administrator).

## 80. Inspection of records and documents

1. Sub-clause (2) applies to a member who wants to inspect -
  - a. the register of members under section 54(1) of the Act; or
  - b. the record of the names and addresses of committee members, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or
  - c. any other record or document of the association.
2. The member must contact the Secretary, or another person authorised by the General Committee, to make the necessary arrangements for the inspection.
3. The inspection must be free of charge.
4. If the member wants to inspect a document that records the minutes of a General Committee meeting, the right to inspect that document is subject to any decision the General Committee has made about minutes of General Committee meetings generally, or the minutes of a specific General Committee meeting, being available for inspection by members.
5. The member may make a copy of or take an extract from a record or document referred to in sub-clause (1)(c) but does not have a right to remove the record or document for that purpose.
6. The member must not use or disclose information in a record or document referred to in sub-clause (1)(c) except for a purpose —
  - a. that is directly connected with the affairs of the Association; or
  - b. that is related to complying with a requirement of the Act.

### 81. Publication by committee members of statements about Association business

A committee member must not publish, or cause to be published, any statement about the business conducted by the Association at a general meeting or committee meeting unless -

- (a) the committee member has been authorised to do so at a committee meeting; and
- (b) the authority given to the committee member has been recorded in the minutes of the committee meeting at which it was given.

### 82. Distribution of surplus property on cancellation of incorporation or winding up

1. In this clause -

**surplus property**, in relation to the Association, means property remaining after satisfaction of -

- a. the debts and liabilities of the Association; and
- b. the costs, charges and expenses of winding up or cancelling the incorporation of the Association,

but does not include books relating to the management of the Association.

2. On the cancellation of the incorporation or the winding up of the Association, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.

### 83. Alteration of constitution

If the Association wants to alter or rescind any part of this document, or to add to this document, the Association may do so only by special resolution and by otherwise complying with Part 3 Division 2 of the Act.

## **PART 9 — OTHER CLUB OPERATIONAL MATTERS**

### **84. Fairest and Best Votes**

Fairest and Best Awards for all grades shall be voted for by secret ballot at the completion of each match. Three (3) qualified and experienced persons shall vote in the manner of three (3) points for best, two (2) points for second best and one (1) point for third best players in each match. The President or his delegate shall be solely responsible for the issue and collection of such votes.

### **85. Trophies**

All trophies (with the exception of Fairest and Best) shall be awarded at the discretion of the Committee.

### **86. Coaches**

1. The selection of coaches for all grades shall be at the direction of the executive and approved by the Committee. Coaching positions shall be declared vacant at the completion of each season and nominations for the ensuing season can be called for by the outgoing committee but must be selected by the Incoming Executive and Committee for the forth coming season, provided that the Committee may in exceptional circumstances make a coaching appointment for two (2) seasons.

No contract or appointment shall exceed the period of two (2) seasons. All contracts signed shall require in its contents a clause relating to the unsuitability of the applicant and a release clause for both parties. Any person may apply for any coaching position, but any suspended Member's application shall not be dealt with until such Member has been reinstated.

2. All coaches must be members of the Club.

### **87. Captains & Vice Captains**

In consultation with the Coaches, Captains and Vice Captains shall be appointed by the Committee.

### **88. Selectors**

In consultation with the coaches, selectors are to be appointed by the Committee prior to the commencement of official training and amended as required by the Committee throughout the year.

### **89. Clearance of Players**

All clearances of players shall be in accordance with the NRLWA Rules and Regulations and subject to the discretion of the Club Committee. No player shall be cleared to another Club if he is:

1. Unfinancial.
2. Suspended because of being unfinancial.
3. Withholding any Club gear or record books.
4. Has not fulfilled all of his contractual obligations.

## 90. Affiliated Clubs and Organisations

- 1 All proposed affiliated Clubs and Organisations shall submit to the Executive of the Club a formal written proposal on the terms and conditions of their proposed affiliation.
- 2 The Executive of the Club is empowered to negotiate the terms and conditions of any proposed affiliated body and submit the terms and conditions thereof for approval for affiliation to the Committee of the Club.
- 3 Affiliation of the proposed Club or Organisation will be approved by simple majority of the Committee and ratified at the next Annual General Meeting of the Club.
- 4 Affiliation of the proposed Club or Organisation will be approved at each Annual General Meeting of the Club by not less than two thirds of the Ordinary Members Class eligible to vote at the Annual General Meeting.
- 5 Each affiliated Club or Organisation shall be subject to Annual Review and approval as aforesaid.
- 6 Terms of reference for admission of an affiliated Club or Organisation will have:-
  - a. A written Constitution and be an Incorporated body.
  - b. Similar objects as per clause 3 of this Constitution
  - c. Abide by all Rules and By-Laws of this constitution.
  - d. Indemnify the Club from all acts by its members that is to the detriment of the Club.
  - e. Provide by way of a Security Deposit or Bank Guarantee a sum not less than ten percent {10%} of its annual turnover.
  - f. To agree not to "pass itself" off as the South Perth Leagues Club and/or contract itself as the South Perth Leagues Club and/or incur Financial debts in the name of the South Perth Leagues Club.
  - g. To follow normal acceptable commercial practices in the administration of the club including but not limited to financial matters and management, general administration and management.
  - h. To submit to the Executive at least twenty-eight (28) days before the Annual General meeting an Audited Annual Financial Reports and balance Sheet. Approval to become or continue to be an affiliated club or organisation is contingent on the provision of the audited Annual Financial Reports and Balance Sheet.
  - i. To agree to provide the Executive with a written explanation within seven (7) days of any event, act, occurrence to which the executive has given written notice to the affiliated Club or Organisation.
7. An affiliated Club or Organisation can be expelled and/or have its affiliation cancelled at any time by the executive of the Club subject to ratification at the next Committee meeting of the Club.
8. An affiliated Club or Organisation can appeal against its expulsion or cancellation by requesting the Secretary of the Club to request a Special General Meeting in accordance with the Constitution of the Club.