



Constitution

Water Polo Western Australia Incorporated

CONSTITUTION ADOPTED ON 17 December 2024

Pursuant to a special resolution of its members dated 12 October 2024 Water Polo Western Australia Incorporated adopted this constitution in substitution of its previous constitution entitled "Constitution" lodged with effect with the Department of Energy, Mines, Industry Regulation and Safety on 17 December 2024.

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Constitution of Water Polo Western Australia Incorporated

1 Definitions and interpretation

1.1 Definitions

In this constitution, unless the contrary intention appears::

- (a) **Act** means the *Associations Incorporation Act 2015* (WA);
- (b) **Affiliate** means a not-for-profit company or incorporated association:
 - (i) with objects or purposes which include:
 - (A) promoting and developing water polo in Western Australia; and
 - (B) becoming a member of and/or affiliating and cooperating with the Association and complying with the Association's constitution, policies and procedures; and
 - (ii) which has nominated, or will nominate, water polo teams to participate and compete in water polo competitions in Western Australia governed and managed by the Association;
- (c) **associate member** means a member of a class of associate membership provided for under rule 3.7(c);
- (d) **Association** means Water Polo Western Australia Incorporated, Incorporated Association Reference Number A0800026H;
- (e) **board** means the management board of the Association;
- (f) **board meeting** means a meeting of the board;
- (g) **director** means a member of the board;
- (h) **books** means the Association's:
 - (i) registers;
 - (ii) financial records, financial statements or financial reports, however compiled, recorded or stored;
 - (iii) documents;
 - (iv) any other records of information;
- (i) **CEO** means the chief executive officer or general manager of the Association;
- (j) **chairperson** means the director holding office as the chairperson of the Association;
- (k) **Commissioner** means the person for the time being designated as the Commissioner under section 153 of the Act;

- (l) **constitution** means this constitution of the Association, as in force for the time being;
- (m) **delegate** means the individuals:
 - (i) appointed as a “delegate” by that Affiliate pursuant to rule 3.6(a); or
 - (ii) deemed to be a “delegate” pursuant to rule 3.6(b),
 and having the rights and powers described in rule 3.6(c);
- (n) **financial records** includes:
 - (i) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
 - (ii) documents of prime entry; and
 - (iii) working papers and other documents needed to explain:
 - (A) the methods by which financial statements are prepared; and
 - (B) adjustments to be made in preparing financial statements;
- (o) **financial report**, of a tier 2 association or a tier 3 association, has the meaning given in section 63 of the Act;
- (p) **financial statements** means the financial statements in relation to the Association required under Part 5 Division 3 of the Act;
- (q) **financial year** means the Association’s financial year specified in rule 2.3;
- (r) **general meeting** means a meeting of the Association that all members are entitled to receive notice of and to attend;
- (s) **member** means a person (including a body corporate) who is an ordinary member or an associate member of the Association;
- (t) **ordinary director** means a director who is not an office holder of the Association under rule 7.2(c);
- (u) **ordinary member** means a member of a class of ordinary membership provided for under rule 3.7(b) (otherwise known as “affiliates” of the Association);
- (v) **ordinary resolution** means a resolution passed by a simple majority of the ordinary members;
- (w) **policies** means policies made by the Association under rule 13.1;
- (x) **Premiership Club** means an Affiliate that has both a men’s and a women’s team comprised of players registered with that Affiliate participating in the highest grade of the Association’s senior water polo competition as designated by the Association for the entire duration of the competition in that grade;
- (y) **register of members** means the register of members referred to in section 53 of the Act;
- (z) **resolution** means an ordinary resolution unless the context requires that it be a special resolution;

- (aa) **special general meeting** means a general meeting of the Association other than the annual general meeting;
- (bb) **special resolution** means a resolution passed in accordance with section 51 of the Act, being a resolution passed by the ordinary members:
 - (i) at a general meeting; and
 - (ii) by the votes of not less than three-fourths of the members who cast a vote at the meeting.
- (cc) **subcommittee** means a subcommittee appointed by the board under rule 10.1(a)(i);
- (dd) **tier 1 association** means an incorporated association to which section 64(1) of the Act applies;
- (ee) **tier 2 association** means an incorporated association to which section 64(2) of the Act applies;
- (ff) **tier 3 association** means an incorporated association to which section 64(3) of the Act applies; and
- (gg) **WPAL** means Water Polo Australia Ltd. ACN 159 573 403.

1.2 Interpretation

In this constitution, unless the contrary intention appears:

- (a) words in the singular include the plural and vice versa;
- (b) if a word or phrase is defined its other grammatical forms have corresponding meanings;
- (c) 'includes' means includes without limitation; and
- (d) a reference to:
 - (i) a person includes a natural person, corporation and incorporated association; and
 - (ii) writing includes:
 - (A) any mode of representing or reproducing words in tangible and permanently visible form; and
 - (B) words created or stored in any electronic medium and retrievable in perceivable form.

2 General aspects of the Association

2.1 Name of the Association

The Association's name is "Water Polo Western Australia Incorporated".

2.2 Objects of the Association

The objects of the Association are:

- (a) the governance, development, management and representation of water polo within Western Australia;
- (b) to affiliate with and be a member of WPAL; and
- (c) the doing of all acts and deeds which are conducive to its interests.

2.3 Financial year

The Association's financial year will be the period of 12 months commencing on 1 July and ending on 30 June, each year.

2.4 Not-for-profit body

- (a) The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association 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.
- (b) A payment may be made to a member out of the funds of the Association only if it is authorised under rule 2.4(c).
- (c) A payment to a member out of the funds of the Association is authorised if it is:
 - (i) the payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business;
 - (ii) the payment of interest, on money borrowed by the Association from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia;
 - (iii) the payment of reasonable rent to the member for premises leased by the member to the Association; or
 - (iv) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

2.5 Powers of Association

The Association has the power to do all things necessary or convenient for carrying out its objects and purposes in accordance with section 14 of the Act.

3 Membership

3.1 Minimum number of members

The Association must have at least 6 ordinary members.

3.2 Eligibility for membership

- (a) Any person who supports the objects or purposes of the Association described in rule 2.2 is eligible to apply to become a member.
- (b) Only Affiliates are eligible to be ordinary members.

3.3 Applying for membership

- (a) Subject to rule 3.5(b), a person who wants to become a member must:
 - (i) apply in writing to the Association in the form determined by the Association from time to time; and
 - (ii) agree in writing to comply with this constitution and the policies and procedures of the Association and WPAL from time to time, upon becoming a member.
- (b) An application for membership of the Association as an Affiliate must include:
 - (i) a copy of the applicant's current constitution or rules of association; and
 - (ii) payment of the application fee determined by the Association from time to time.

3.4 Dealing with membership applications

- (a) The board must consider each application made under rule 3.3 and decide whether to accept or reject the application.
- (b) Subject to rule 3.4(c), the board must consider applications in the order in which they are received by the Association.
- (c) The board may delay its consideration of an application if the board 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.
- (d) The board must not accept an application unless the applicant:
 - (i) is eligible under rule 3.2; and
 - (ii) has applied under rule 3.3.
- (e) The board may reject an application even if the applicant:
 - (i) is eligible under rule 3.2; and
 - (ii) has applied under rule 3.3.
- (f) The board must notify the applicant of the board's decision to accept or reject the application as soon as practicable after making the decision.
- (g) If the board rejects the application:
 - (i) the board must provide the applicant with its reasons for doing so; and
 - (ii) if the applicant is an Affiliate, then within 14 days of receiving notice of the rejection from the board, the applicant may, by notice to the board, request that the application be determined instead by the Association in general meeting.
- (h) If the board receives a notice from an applicant made pursuant to rule 3.4(g)(ii), then the board must, by no later than three months from the board's receipt of the applicant's notice, arrange a general meeting which puts the applicant's application to the members for their determination.

3.5 Becoming a member

- (a) An applicant for membership of the Association becomes a member when:

- (i) the board accepts the application; or
 - (ii) the members determine to accept an applicant's application under rule 3.4(h),
- and the applicant pays any membership fees payable to the Association under rule 3.12.

- (b) Associate members' membership of the Association becomes effective, in respect of:
 - (i) "Life Members", upon appointment by the Association;
 - (ii) "Club Members", upon joining an Affiliate, in accordance with that Affiliate's constitution or rules of association, provided that the Affiliate remits the relevant memberships fees to the Association within one month after the due date; and
 - (iii) "Administration Members" on appointment by an Affiliate to the role at referred to in rule 3.7(c)(iii).
- (c) The CEO must enter a member's name and details into the register of members within 28 days of that member becoming a member.

3.6 Ordinary members to be represented by delegates

- (a) Ordinary members may at any time by notice to the Association:
 - (i) appoint one individual as their "delegate"; or
 - (ii) cancel their appointment of a "delegate".
- (b) If an ordinary member has no appointed "delegate" under rule 3.6(a), its delegate will be deemed to be its president of that ordinary member, or its director appointed first in time, as appropriate.
- (c) Delegates are authorised to exercise all the rights and powers conferred by this constitution and the Act of the ordinary member they represent, including voting on their behalf at general meetings.
- (d) Ordinary members must:
 - (i) undertake all reasonable endeavours to ensure that their own members and officers comply with this constitution and the policies and procedures of the Association from time to time; and
 - (ii) provide the Association with a copy of their annual report and financial statements and/or Information Statement within three months of their annual general meeting, or if an annual general meeting is not held, by 30 September of the relevant year.

3.7 Classes of membership

- (a) The Association consists of ordinary members provided for under rule 3.7(b) and any associate members provided for under rule 3.7(c).
- (b) Only Affiliates may be ordinary members of the Association.
- (c) The Association may have any class of associate membership approved by resolution at a general meeting, which at the date that this constitution was adopted, include:

- (i) “Life Members”, being individuals who have been appointed by the Association as a life member;
- (ii) “Club Members”, being individuals who are members of an Affiliate;
- (iii) “Administration Members”, being individuals who are not members of an Affiliate but who:
 - (A) perform roles or occupy positions as administrators, coaches or officials in water polo competitions governed and managed by the Association; or
 - (B) are members of a group or sub-committee formed by the Association to assist and support its functions.
- (d) An individual can only belong to one class of associate membership.
- (e) The number of members of any class is not limited unless otherwise approved by resolution at a general meeting.

3.8 Voting rights of members

- (a) Each ordinary member has one vote at a general meeting of the Association, unless rule 3.8(b) applies to that ordinary member.
- (b) If, at the time of a general meeting of the Association, an ordinary member is a Premiership Club, then that ordinary member has three votes at that general meeting.
- (c) Associate members may attend general meetings of the Association but have no votes.
- (d) Ordinary members must vote via their delegates.
- (e) Ordinary members are only entitled to exercise their voting rights if all fees payable to the Association have been paid as at the date that the notice of meeting is issued.

3.9 When membership ceases

- (a) A person ceases to be a member when any of the following takes place:
 - (i) for a member who is an individual, the individual dies;
 - (ii) for a member who is a body corporate, the body corporate is wound up;
 - (iii) the person resigns from the Association under rule 3.10;
 - (iv) the person is expelled from the Association under rule 4.2;
 - (v) the person ceases to be a member under rule 3.12(d); or
 - (vi) in the case of an “Administration Member”, that person no longer holds a role, position or membership referred to in rule 3.7(c)(iii).
- (b) The CEO must keep a record, for at least one year after a person ceases to be a member, of the:
 - (i) date on which the person ceased to be a member; and
 - (ii) reason why the person ceased to be a member.

3.10 Resignation

- (a) A member may resign from membership of the Association by giving written notice of the resignation to the CEO.
- (b) The resignation takes effect:
 - (i) when the CEO receives the notice; or
 - (ii) if a later time is stated in the notice, at that later time.
- (c) A person who has resigned from membership of the Association remains liable for any fees that are owed to the Association (**the owed amount**) at the time of resignation.
- (d) The owed amount may be recovered by the Association in a court of competent jurisdiction as a debt due to the Association.

3.11 Rights not transferable

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

3.12 Membership fees

- (a) The board must determine the application fees, the annual membership fees (otherwise known as “affiliation fees” in respect of ordinary members and “capitation fees” in respect of “Club Members”) and any other fees to be paid for membership of the Association.
- (b) The fees determined under rule 3.12(a) may be different for different classes of membership.
- (c) A member must pay the annual membership fee to the CEO, or another person authorised by the board to accept payments, by the date (**the due date**) determined by the board.
- (d) If a member has not paid the annual membership fee within the period of one month after the due date, the member ceases to be a member on the expiry of that period.
- (e) If a person who has ceased to be a member under rule 3.12(d) offers to pay the annual membership fee after the period referred to in that subrule has expired:
 - (i) the board may, at its discretion, accept that payment; and
 - (ii) if the payment is accepted, the person’s membership is reinstated from the date the payment is accepted.

3.13 Register of members

- (a) The CEO, or another person authorised by the board, is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Association.
- (b) In addition to the matters referred to in section 53(2) of the Act, the register of members must include the class of membership (if applicable) to which each member belongs and the date on which each member becomes a member.
- (c) The register of members must be kept at the CEO’s place of residence, or at another

place determined by the board.

- (d) A member who wishes to inspect the register of members must contact the CEO to make the necessary arrangements.
- (e) If:
 - (i) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
 - (ii) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,

the board may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.

4 Disciplinary action

4.1 Definition

In this rule 4, **member**, in relation to a member who is expelled from the Association, includes a former member;

4.2 Suspension or expulsion

- (a) The board may decide to suspend a member's membership or to expel a member from the Association if the member:
 - (i) contravenes any of this constitution; or
 - (ii) acts detrimentally to the interests of the Association.
- (b) The CEO must give the member written notice of the proposed suspension or expulsion at least 28 days before the board meeting at which the proposal is to be considered by the board.
- (c) The notice given to the member under rule 4.2(b) must state:
 - (i) when and where the board meeting is to be held;
 - (ii) the grounds on which the proposed suspension or expulsion is based; and
 - (iii) 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 board about the proposed suspension or expulsion.
- (d) At the board meeting, the board must:
 - (i) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the board about the proposed suspension or expulsion;
 - (ii) give due consideration to any submissions so made; and
 - (iii) decide whether or not to:

- (A) suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
 - (B) expel the member from the Association.
- (e) A decision of the board to suspend the member's membership or to expel the member from the Association takes immediate effect.
 - (f) The board must give the member written notice of the board's decision, and the reasons for the decision, within seven days after the board meeting at which the decision is made.
 - (g) A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Board's decision under rule 4.2(f), give written notice to the CEO requesting the appointment of a mediator under rule 6.
 - (h) If notice is given under rule 4.2(g), the member who gives the notice and the board are the parties to the mediation.

4.3 Consequences of suspension

- (a) During the period a member's membership is suspended, the member:
 - (i) loses any rights (including voting rights) arising as a result of membership; and
 - (ii) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association.
- (b) When a member's membership is suspended, the CEO must record in the register of members:
 - (i) that the member's membership is suspended;
 - (ii) the date on which the suspension takes effect; and
 - (iii) the period of the suspension.
- (c) When the period of the suspension ends, the CEO must record in the register of members that the member's membership is no longer suspended.

5 Resolving disputes

5.1 Definitions

In this rule 5:

- (a) **grievance procedure** means the procedures set out in this rule 5; and
- (b) **party to a dispute** includes a person who:
 - (i) is a party to the dispute; and
 - (ii) ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.

5.2 Application of grievance procedure

The grievance procedure applies to disputes between:

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

5.3 **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.

5.4 **How grievance procedure is started**

- (a) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 5.3, any party to the dispute may start the grievance procedure by giving written notice to the CEO of the:
 - (i) parties to the dispute; and
 - (ii) matters that are the subject of the dispute.
- (b) Within 28 days after the CEO is given the notice, a board meeting must be convened to consider and determine the dispute.
- (c) The CEO must give each party to the dispute written notice of the board meeting at which the dispute is to be considered and determined at least seven days before the meeting is held.
- (d) The notice given to each party to the dispute must state:
 - (i) when and where the board meeting is to be held; and
 - (ii) 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 board about the dispute.
- (e) If:
 - (i) the dispute is between one or more members and the Association; and
 - (ii) any party to the dispute gives written notice to the CEO stating that the party:
 - (A) does not agree to the dispute being determined by the board; and
 - (B) requests the appointment of a mediator under rule 6,the board must not determine the dispute.

5.5 **Determination of dispute by board**

- (a) At the board meeting at which a dispute is to be considered and determined, the board must:
 - (i) 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 board about the dispute;
 - (ii) give due consideration to any submissions so made; and
 - (iii) determine the dispute.

- (b) The board must give each party to the dispute written notice of the board's determination, and the reasons for the determination, within seven days after the board meeting at which the determination is made.
- (c) A party to the dispute may, within 14 days after receiving notice of the board's determination under rule 5.5(a)(iii), give written notice to the CEO requesting the appointment of a mediator under rule 6.
- (d) If notice is given under rule 5.5(c), each party to the dispute is a party to the mediation.
- (e) Where the Complaints, Disputes and Discipline Policy under the National Integrity Framework applies (or any equivalent policy approved by WPA), the matter will be dealt with in accordance with that policy.

6 Mediation

6.1 Application of mediation procedure

- (a) This rule 6 applies if written notice has been given to the CEO requesting the appointment of a mediator by a:
 - (i) member under rule 4.2(g); or
 - (ii) party to a dispute under rules 5.4(e)(ii)(B) or 5.5(c).
- (b) If rule 6 applies, a mediator must be chosen or appointed under rule 6.2.

6.2 Appointment of mediator

- (a) The mediator must be a person chosen:
 - (i) if the appointment of a mediator was requested by a member under rule 4.2(g), by agreement between the Member and the board; or
 - (ii) if the appointment of a mediator was requested by a party to a dispute under rules 5.4(e)(ii)(B) or 5.5(c), by agreement between the parties to the dispute.
- (b) If there is no agreement for the purposes of rule 6.2(a), then, subject to rules 6.2(c) and 6.2(d), the board must appoint the mediator.
- (c) The person appointed as mediator by the board 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:
 - (i) member under rule 4.2(g); or
 - (ii) party to a dispute under rule 5.4(e)(ii)(B); or
 - (iii) party to a dispute under rule 5.5(c) and the dispute is between one or more members and the Association.
- (d) The person appointed as mediator by the board may be a member or former member of the Association but must not:

- (i) have a personal interest in the matter that is the subject of the mediation; or
- (ii) be biased in favour of or against any party to the mediation.

6.3 Mediation process

- (a) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (b) 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 five days before the mediation takes place.
- (c) In conducting the mediation, the mediator must:
 - (i) give each party to the mediation every opportunity to be heard; and
 - (ii) allow each party to the mediation to give due consideration to any written statement given by another party; and
 - (iii) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- (d) The mediator cannot determine the matter that is the subject of the mediation.
- (e) 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.
- (f) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

6.4 If mediation results in decision to suspend or expel being revoked

If:

- (a) mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under rule 4.2(g); and
- (b) 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 board meeting or general meeting during the period of suspension or expulsion.

7 Board

7.1 Powers and duties of the board

- (a) The directors are the persons who, as the management board of the Association, have the power to manage the affairs of the Association.
- (b) Subject to the Act, this constitution, the by-laws (if any) and any resolution passed at a general meeting, the board has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- (c) The board must take all reasonable steps to ensure that the Association complies with the Act, this constitution and the by-laws (if any).

7.2 Composition of board

- (a) The directors consist of:
 - (i) the office holders of the Association; and
 - (ii) at least three ordinary directors.
- (b) The board must consist of at least five elected directors and not more than four appointed directors.
- (c) The office holders of the Association are the:
 - (i) chairperson; and
 - (ii) deputy chairperson.
- (d) The board must determine the maximum number of directors in accordance with the requirements of clause 7.2 (b).

7.3 Eligibility requirements for directors

- (a) A person may be a director if the person is:
 - (i) an individual who has reached 18 years of age;
and
 - (ii) not restricted from being a director under rule 7.3(c).
- (b) A person must not hold more than one of the offices mentioned in rule 7.2(c) at the same time.
- (c) A person is not entitled to be a director if that person:
 - (i) subject to rule 7.3(d) has held a position as a director for six consecutive years until that person does not hold a position as a director for at least two years after the end of the six consecutive years as a director;
 - (ii) is a bankrupt or person whose affairs are under insolvency laws according to section 13D of the *Interpretation Act 1984* (WA); or
 - (iii) has been convicted within or outside Western Australia, of an:
 - (A) indictable offence in relation to the promotion, formation or management of a body corporate;
 - (B) offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
 - (C) offence under Part 4 Division 3 or section 127 of the Act,and their application to become a director falls within the period of five years from the time of that person's conviction, or if the conviction results in a term of imprisonment, from the time of that person's release from custody, except with

the leave of the Commissioner.

- (iv) holds a current position as an officeholder of an ordinary member.
- (d) The chief executive officer or general manager is entitled to hold the position of CEO for as many years as that person is employed by the Association in the role of chief executive officer or general manager.

7.4 **Directors' role**

A director:

- (a) must exercise their powers and discharge their duties:
 - (i) with a degree of care and diligence that a reasonable person would exercise if that person:
 - (A) were an officer of the Association in the Association's circumstances; and
 - (B) occupied the office held by, and had the same responsibilities within the Association as, the officer;
 - (ii) in good faith in the best interests of the Association; and
 - (iii) for a proper purpose;
- (b) must not improperly use their position to:
 - (i) gain an advantage for the officer or another person; or
 - (ii) cause detriment to the Association; and
- (c) who obtains information because they are, or have been, a director of an office holder must not improperly use the information to:
 - (i) gain an advantage for the person or another person; or
 - (ii) cause detriment to the Association.

7.5 **Chairperson's role**

- (a) It is the duty of the chairperson to consult with the CEO regarding the business to be conducted at each board meeting and general meeting.
- (b) The chairperson has the powers and duties relating to convening and presiding at board meetings and presiding at general meetings provided for in this constitution.
- (c) The deputy chairperson will fill the role of the chairperson in the absence of the chairperson.

8 Election and appointment of directors and term of office

8.1 How members become directors

A member becomes a director if the member is:

- (a) elected to the board at an annual general meeting; or

- (b) appointed to the board by the board under rule 8.8(a).

8.2 **Nomination of directors**

- (a) At least 28 days before an annual general meeting, the CEO must send written notice to all the members:
 - (i) calling for nominations for election to the board; and
 - (ii) stating the date by which nominations must be received by the CEO to comply with rule 8.2(b).
- (b) A member who wishes to be considered for election to the board at the annual general meeting must nominate for election by sending written notice of the nomination to the CEO at least 28 days before the annual general meeting.
- (c) The written notice must include a statement by another member in support of the nomination.
- (d) A member whose nomination does not comply with this rule is not eligible for election to the board unless the member is nominated under rule 8.3(a)(ii).
- (e) A Nominations Committee shall be formed, the role of which shall include the task of identifying candidates to fill Board vacancies (including casual vacancies) and assess all nominees for Board vacancies in accordance with its terms of reference.

8.3 **Election of ordinary directors**

- (a) If the number of members nominating for the position of director is not greater than the number to be elected, the chairperson of the meeting:
 - (i) must declare each of those members to be elected to the position; and
 - (ii) may call for further nominations from the ordinary members at the meeting to fill any positions remaining unfilled after the elections under rule 8.3(a)(i).
- (b) If:
 - (i) the number of members nominating for the position of director is greater than the number to be elected; or
 - (ii) the number of members nominating under rule 8.3(a)(ii) is greater than the number of positions remaining unfilled,

the ordinary members at the meeting must vote in accordance with procedures set out in rule 8.4 to decide the members who are to be elected to the position of director.

8.4 **Voting procedures**

Voting for the election of a position as an director shall be by ballot unless there are more than two candidates for any one position, in which case, the preferential voting system defined by the Western Australian Electoral Commission will be used.

8.5 Term of office

- (a) The term of office of a director begins when that member is:
 - (i) elected at an annual general meeting or under rule 8.6(c)(ii); or
 - (ii) appointed under rule 8.8(a).
- (b) Subject to rule 8.7, an elected director holds office until the positions on the board are declared vacant at the annual general meeting two years after the director was elected.
- (c) A person who held a position as a director prior to that position being declared vacant at an annual general meeting may be re-elected at that meeting, subject to that person being eligible to become a director under rule 7.3 and for a maximum of 10 years of office (Maximum Term).
- (d) An appointed director holds office until the second annual general meeting after the director was appointed.
- (e) A director who has served the maximum number of years in accordance with 8.5(c) shall not be eligible to be a director for three years following the completion of their Maximum Term.

8.6 Resignation and removal from office

- (a) A director may resign from the board by written notice given to the CEO or, if the resigning member is the CEO, given to the chairperson.
- (b) The resignation takes effect:
 - (i) when the notice is received by the CEO or chairperson; or
 - (ii) if a later time is stated in the notice, at the later time.
- (c) At a general meeting, the Association may by resolution:
 - (i) remove a director from office; and
 - (ii) elect a member who is eligible under rule 7.3 to fill the vacant position.
- (d) A director who is the subject of a proposed resolution under rule 8.6(c)(i) may make written representations (of a reasonable length) to the CEO or chairperson and may ask that the representations be provided to the members.
- (e) The CEO or chairperson may give a copy of the representations to each member or, if they are not so given, the director may require them to be read out at the general meeting at which the resolution is to be considered.

8.7 When membership of board ceases

A person ceases to be a director if that person:

- (a) dies or otherwise ceases to be a member;
- (b) resigns from the board or is removed from office under rule 8.6;
- (c) becomes ineligible to accept an appointment or act as a director under section 39 of the Act;

- (d) becomes permanently unable to act as a director because of a mental or physical disability; or
- (e) fails to attend 3 consecutive board meetings, of which the person has been given notice, without having notified the board that the person will be unable to attend.

8.8 Appointment of directors

- (a) The board may appoint up to four members (who must be eligible to become a director under rule 7.3) to fill a position on the board:
 - (i) if the board considers that the proposed appointee has skills or experience that means that person would make a valuable contribution to the board;
 - (ii) that has become vacant under rule 8.7; or
 - (iii) that was not filled by election at the most recent annual general meeting or under rule 8.6(c)(ii).
- (b) Subject to the requirement for a quorum under rule 9.6, the board may continue to act despite any vacancy in its membership.
- (c) If there are fewer directors than required for a quorum under rule 9.6, the board may act only for the purpose of:
 - (i) appointing directors under this rule; or
 - (ii) convening a general meeting.

8.9 Election of chairperson and deputy chairperson

- (a) If the office of chairperson or deputy chairperson becomes vacant, the board must elect a director to fill each vacancy, and the elected chairperson and deputy chairperson will each hold office for the balance of their respective current term as a director.
- (b) The process for the election of the chairperson and deputy chairperson will be determined by the board.
- (c) The chairperson may resign as chairperson (but not as director) by giving notice in writing to the CEO.
- (d) The deputy chairperson may resign as deputy chairperson (but not as director) by giving notice in writing to the chairperson.
- (e) The chairperson or deputy chairperson may be removed as chairperson by a written resolution of a majority of the directors.

8.10 Validity of acts

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

8.11 Directors must not publish statements about the Association's business

A director must not publish, or cause to be published, any statement about the business conducted by the Association at a general meeting or board meeting unless:

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

9 Board meetings

9.1 Board meetings

- (a) The board must meet at least eight times in each year on the dates and at the times and places determined by the board.
- (b) Special board meetings may be convened by the chairperson or any four directors.

9.2 Notice of board meetings

- (a) Notice of each board meeting must be given to each director at least 48 hours before the time of the meeting.
- (b) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- (c) Unless subrule 9.2(d) applies, the only business that may be conducted at the meeting is the business described in the notice.
- (d) Urgent business that has not been described in the notice may be conducted at the meeting if the directors at the meeting unanimously agree to treat that business as urgent.

9.3 Procedure and order of business

- (a) The chairperson or, in the chairperson's absence, the deputy chairperson, must preside as chairperson of each board meeting.
- (b) If the chairperson and deputy chairperson are absent or are unwilling to act as chairperson of a meeting, the directors at the meeting must choose one of them to act as chairperson of the meeting.
- (c) The procedure to be followed at a board meeting may be determined from time to time by the board.
- (d) The order of business at a board meeting may be determined by the directors at the meeting.
- (e) A member or other person who is not a director may attend a board meeting if invited to do so by the board.
- (f) A person invited under rule 9.3(e) to attend a board meeting:
 - (i) has no right to any agenda, minutes or other document circulated at the meeting;
 - (ii) must not comment about any matter discussed at the meeting unless invited by the board to do so; and
 - (iii) cannot vote on any matter that is to be decided at the meeting.

9.4 Material personal interests of Directors

- (a) A director who has a material personal interest in a matter being considered at a board meeting must:
 - (i) as soon as they become aware of that interest, disclose the nature and extent of their interest to the board; and
 - (ii) disclose the nature and extent of the interest at the next general meeting.
- (b) Rule 9.4(a) does not apply in respect of a material personal interest that:
 - (i) exists only because the member is:
 - (A) an employee of the Association; or
 - (B) a member of a class of persons for whose benefit the Association is established; or
 - (ii) the member has in common with all, or a substantial proportion of, the members of the Association.
- (c) A director who has a material personal interest in a matter being considered at a board meeting must not:
 - (i) be present while the matter is being considered at the meeting; or
 - (ii) vote on the matter.
- (d) The board must record every disclosure made by a director of a material personal interest in the minutes of the board meeting at which the disclosure is made.

9.5 Use of technology to be present at board meetings

- (a) Directors may attend a board meeting:
 - (i) in person; or
 - (ii) in any other manner which allows them to be in simultaneous contact with the other directors attending that board meeting, including by telephone, video or other means of instantaneous communication.
- (b) A director who participates in a board meeting as allowed under rule 9.5(a) 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.

9.6 Quorum for board meetings

- (a) The quorum for board meetings is at least half of the directors.
- (b) Subject to rule 8.8(c), no business is to be conducted at a board meeting unless a quorum is present.
- (c) If a quorum is not present within 30 minutes after the notified commencement time of a board meeting:
 - (i) in the case of a special board meeting, the meeting lapses; or
 - (ii) otherwise, the meeting is adjourned to the same time, day and place in the following week.

- (d) If:
 - (i) a quorum is not present within 30 minutes after the commencement time of a board meeting held under rule 9.6(c)(ii); and
 - (ii) at least 2 directors are present at the meeting,those members present are taken to constitute a quorum.

9.7 **Voting at board meetings**

- (a) Each director present at a board meeting has one vote on any question arising at the meeting.
- (b) A motion is carried if a majority of the directors present at the board meeting vote in favour of the motion.
- (c) If the votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- (d) A vote may take place by the directors present indicating their agreement or disagreement or by a show of hands, unless the board decides that a secret ballot is needed to determine a particular question.
- (e) If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.

9.8 **Circulating resolutions**

- (a) The directors may pass a resolution without a directors' meeting being held if notice in writing (including by email) of the resolution is given to all directors and a majority of the directors entitled to vote on the resolution (not being less than the number required for a quorum at a meeting of directors) sign a document containing a statement that they are in favour of the resolution set out in the document.
- (b) A document produced by electronic means under the name of a director with the director's authority is taken to be a document signed by the director for the purposes of rule 9.8(a) and is taken to be signed when received by the CEO or chairperson.
- (c) The resolution is passed when the last director signs.

9.9 **Minutes of board meetings**

- (a) The board must ensure that minutes are taken and kept of each board meeting.
- (b) The minutes must record the following:
 - (i) the names of the directors present at the meeting;
 - (ii) the name of any person attending the meeting under rule 9.3(e);
 - (iii) the business considered at the meeting; and
 - (iv) any motion on which a vote is taken at the meeting and the result of the vote.
- (c) The chairperson must ensure that the minutes of a board meeting are reviewed and confirmed as correct by:

- (i) the chairperson of the meeting; or
 - (ii) the chairperson of the next board meeting.
- (d) When the minutes of a board meeting have been confirmed as correct, they are, until the contrary is proved, evidence that:
- (i) the meeting to which the minutes relate was duly convened and held;
 - (ii) the matters recorded as having taken place at the meeting took place as recorded; and
 - (iii) any appointment purportedly made at the meeting was validly made.

10 Subcommittees and subsidiary offices

10.1 Subcommittees and subsidiary offices

- (a) To help the board in the conduct of the Association's business, the board may, in writing, do either or both of the following:
 - (i) appoint one or more subcommittees; or
 - (ii) create one or more subsidiary offices and appoint people to those offices.
- (b) A subcommittee may consist of the number of people, whether or not members, that the board considers appropriate.
- (c) A person may be appointed to a subsidiary office whether or not the person is a member.
- (d) Subject to any directions given by the board:
 - (i) a subcommittee may meet and conduct business as it considers appropriate; and
 - (ii) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

(e) A Finance Audit Risk Committee must be established by the board. The composition, duties and functions of the Finance Audit Risk Committee shall be defined in the terms of reference for the committee and must include at least one external and independent Certified Practising Accountant or Chartered Accountant; and an independent Chair that is not a board member must be appointed by the board.

10.2 Delegation to subcommittees and holders of subsidiary offices

- (a) In this rule 10.2, **non-delegable duty** means a duty imposed on the board by the Act or another written law.
- (b) The board 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 board other than:

- (i) the power to delegate; and
 - (ii) a non-delegable duty.
- (c) 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 rule, may be exercised or performed by the subcommittee or holder in accordance with the terms of the delegation.
- (d) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the board specifies in the document by which the delegation is made.
- (e) The delegation does not prevent the board from exercising or performing at any time the power or duty delegated.
- (f) 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 board.
- (g) The board may, in writing, amend or revoke the delegation.

11 General meetings

11.1 Annual general meeting

- (a) The board must determine the date, time and place of the annual general meeting, which must be within six months after the end of the Association's financial year.
- (b) The ordinary business of the annual general meeting is as follows:
- (i) to 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;
 - (ii) to receive and consider:
 - (A) the board's annual report on the Association's activities during the preceding financial year;
 - (B) if the Association is a tier 1 association, the financial statements of the Association for the preceding financial year presented under Part 5 of the Act;
 - (C) if the Association is a tier 2 association or a tier 3 association, the financial report of the Association for the preceding financial year presented under Part 5 of the Act; and
 - (D) 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;
 - (iii) to elect the office holders of the Association and other directors; and
 - (iv) to confirm or vary the fees and other amounts (if any) to be paid by members as determined by the board from time to time.
- (c) Any other business of which notice has been given in accordance with this constitution may be conducted at the annual general meeting.

11.2 Special general meetings

- (a) The board may convene a special general meeting.
- (b) The board must convene a special general meeting if at least 51% of ordinary members require that a special general meeting be convened.
- (c) The members requiring a special general meeting to be convened must:
 - (i) make the requirement by written notice given to the CEO;
 - (ii) state in the notice the business to be considered at the meeting; and
 - (iii) each sign the notice.
- (d) The special general meeting must be convened within 28 days after notice is given under rule 11.2(c)(i).
- (e) If the board does not convene a special general meeting within 28 days after notice is given under rule 11.2(c)(i), then the members who issued the notice may convene the special general meeting.
- (f) A special general meeting convened by members under rule 11.2(e):
 - (i) must be held within 3 months after the date the original requirement was made; and
 - (ii) may only consider the business stated in the notice by which the requirement was made.

11.3 Notice of general meetings

- (a) The CEO or, in the case of a special general meeting convened under rule 11.2(e), the members convening the meeting, must give to each member:
 - (i) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (ii) at least 14 days' notice of a general meeting in any other case.
- (b) The notice must:
 - (i) specify the date, time and place of the meeting;
 - (ii) indicate the general nature of each item of business to be considered at the meeting;
 - (iii) if the meeting is the annual general meeting, include the names of the members who have nominated for election to the board under rule 8.2(b); and
 - (iv) if a special resolution is proposed:
 - (A) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
 - (B) state that the resolution is intended to be proposed as a special resolution.

11.4 Proxies

- (a) Subject to rule 11.4(b), 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.
- (b) An ordinary member may be appointed the proxy for not more than one other member.
- (c) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (d) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
- (e) 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.
- (f) If the board has approved a form for the appointment of a proxy, the member may use that form or any other form —
 - (i) that clearly identifies the person appointed as the member's proxy; and
 - (ii) that has been signed by the member.
- (g) Notice of a general meeting given to an ordinary member under rule 11.3 must —
 - (i) state that the member may appoint an individual who is an ordinary member as a proxy for the meeting; and
 - (ii) include a copy of any form that the board has approved for the appointment of a proxy.
- (h) A form appointing a proxy must be given to the CEO before the commencement of the general meeting for which the proxy is appointed.
- (i) 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.

11.5 Use of technology to be present at general meetings

- (a) Members may attend a general meeting:
 - (i) in person; or
 - (ii) in any other manner which allows them to be in simultaneous contact with the other members attending that general meeting, including by telephone, video or other means of instantaneous communication.
- (b) A member who participates in a board meeting as allowed under rule 11.5(a) 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.

11.6 Chairperson for general meetings

- (a) The chairperson or, in the chairperson's absence, the deputy chairperson must preside as chairperson of each general meeting.

- (b) If the chairperson and deputy chairperson are absent or are unwilling to act as chairperson of a general meeting, the directors at the meeting must choose one of them to act as chairperson of the meeting.

11.7 Quorum for general meetings

- (a) The quorum for general meetings is at least half of the ordinary members.
- (b) Subject to rule 11.7(d), no business is to be conducted at a general meeting unless a quorum is present.
- (c) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:
 - (i) in the case of a special general meeting, the meeting lapses; or
 - (ii) in the case of the annual general meeting, the meeting is adjourned to the same:
 - (A) time and day in the following week; and
 - (B) 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.
- (d) If:
 - (i) a quorum is not present within 30 minutes after the commencement time of a general meeting held under rule 11.7(c)(ii); and
 - (ii) at least 4 ordinary members are present at the meeting,those members present are taken to constitute a quorum.

11.8 Adjournment of general meeting

- (a) 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.
- (b) Without limiting rule 11.8(a), a meeting may be adjourned:
 - (i) if there is insufficient time to deal with the business at hand; or
 - (ii) to give the members more time to consider an item of business.
- (c) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (d) Notice of the adjournment of a meeting under this rule 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 rule 11.3.

11.9 Voting at general meeting

- (a) On any question arising at a general meeting each ordinary member has one vote unless, at the time of the general meeting, that member is also a Premiership Club, in which case, it will have three votes.

- (b) Ordinary members will be represented by their delegate at general meetings and each of those delegates will be entitled to vote at the general meeting on behalf of the ordinary member they represent (subject to any proxies that the relevant ordinary member appointed under rule 11.4).
- (c) 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.
- (d) If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- (e) 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.
- (f) For a person to be eligible to vote at a general meeting as an ordinary member, the ordinary member must have:
 - (i) been an ordinary member at the time notice of the meeting was given under rule 11.3; and
 - (ii) must have paid any fee or other money payable to the Association by the member.

11.10 When special resolutions are required

- (a) A special resolution is required if it is proposed at a general meeting to:
 - (i) affiliate the Association with another body; or
 - (ii) request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.
 - (iii) alter its constitution, including changing the Association's name;
 - (iv) decide to apply for registration or incorporation as a prescribed body corporate;
 - (v) approve the terms of an amalgamation with one or more other incorporated associations;
 - (vi) be wound up voluntarily or by the Supreme Court of Western Australia; or
 - (vii) cancel its incorporation;
- (b) Rule 11.10(a) does not limit the matters in relation to which a special resolution may be proposed.

11.11 Determining whether resolution carried

- (a) In this rule 11.11, **poll** means the process of voting in relation to a matter that is conducted in writing.
- (b) Subject to rule 11.11(d), 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:
 - (i) carried; or
 - (ii) carried unanimously; or

- (iii) carried by a particular majority; or
- (iv) lost.
- (c) If the resolution is a special resolution, the declaration under rule 11.11(b) must identify the resolution as a special resolution.
- (d) If a poll is demanded on any question by the chairperson of the meeting or by at least three other ordinary members present, the:
 - (i) poll must be taken at the meeting in the manner determined by the chairperson;
 - (ii) chairperson must declare the determination of the resolution on the basis of the poll.
- (e) If a poll is demanded on the election of the chairperson or on a question of an adjournment, the poll must be taken immediately.
- (f) 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.
- (g) A declaration under constitution 11.11(b) or 11.11(d) 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.

11.12 **Minutes of general meeting**

- (a) The CEO, or a person authorised by the board from time to time, must take and keep minutes of each general meeting.
- (b) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (c) In addition, the minutes of each annual general meeting must record:
 - (i) the names of the ordinary members attending the meeting and the names of their delegates representing them at the meeting;
 - (ii) the financial statements or financial report presented at the meeting, as referred to in constitution 11.1(b)(ii)(B) and 11.1(b)(ii)(C); and
 - (iii) any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in rule 11.1(b)(ii)(D).
- (d) The chairperson must ensure that the minutes of a general meeting are reviewed and confirmed as correct by the chairperson of the meeting or of the next general meeting.
- (e) When the minutes of a general meeting have been confirmed as correct they are, in the absence of evidence to the contrary, taken to be proof that:
 - (i) the meeting to which the minutes relate was duly convened and held;
 - (ii) the matters recorded as having taken place at the meeting took place as recorded; and
 - (iii) any election or appointment purportedly made at the meeting was validly made.

12 Financial matters

12.1 Source of funds

The funds of the Association may be derived from fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the board.

12.2 Control of funds

- (a) The Association must open an account in the name of the Association with a financial institution from which all expenditure of the Association is paid from and into which all funds received by the Association are deposited.
- (b) Subject to any restrictions imposed at a general meeting, the board may approve expenditure on behalf of the Association.
- (c) The board may authorise the CEO to expend funds on behalf of the Association up to a specified limit without requiring approval from the board for each item on which the funds are expended.
- (d) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by:
 - (i) two directors; or
 - (ii) one director and a person authorised by the board.
- (e) All funds of the Association must be deposited into the Association's account within five working days after their receipt.

12.3 Financial statements and financial reports

- (a) For each financial year, the board must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the financial statements or financial report of the Association are met.
- (b) The requirements under rule 12.3(a) include:
 - (i) if the Association is a tier 1 association, the preparation of the financial statements;
 - (ii) if the Association is a tier 2 association or tier 3 association, the preparation of the financial report;
 - (iii) if required, the review or auditing of the financial statements or financial report, as applicable;
 - (iv) the presentation to the annual general meeting of the financial statements or financial report, as applicable; and
 - (v) 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.
- (c) The Association must keep financial records that:
 - (i) correctly record and explain its transactions and financial position and performance; and

- (ii) enable true and fair financial statements to be prepared in accordance with Part 5 Division 3 of the Act.
- (d) The Association must retain its financial records for at least 7 years after the transactions covered by the records are completed.

13 General matters

13.1 Policies and procedures

- (a) The board may make, amend, adopt or revoke policies and procedures from time to time.
- (b) Policies and procedures may:
 - (i) provide for the rights and obligations that apply to any classes of associate membership approved under rule 3.7(c);
 - (ii) impose restrictions on the board's powers, including the power to dispose of the association's assets;
 - (iii) impose requirements relating to the financial reporting and financial accountability of the association and the auditing of the association's accounts; and
 - (iv) provide for any other matter the association considers necessary or convenient to be dealt with in the by-laws.
- (c) A policy or procedure is of no effect to the extent that it is inconsistent with the Act, the regulations or this constitution.
- (d) Without limiting rule 13.1(c), a policy or procedure made for the purposes of rule 13.1(b)(iii) 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.
- (e) At the request of a member, the Association must make a copy of the policy or procedure available for inspection by the member.

13.2 Executing documents and common seal

- (a) The Association may execute a document without using a common seal if the document is signed by:
 - (i) two directors; or
 - (ii) one director and a person authorised by the board.
- (b) If the Association has a common seal:
 - (i) the name of the Association must appear in legible characters on the common seal; and
 - (ii) a document may only be sealed with the common seal by the authority of the board and in the presence of:
 - (A) two directors; or
 - (B) one director and a person authorised by the board,

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

- (c) The CEO must make a written record of each use of the common seal.
- (d) The common seal must be kept in the custody of the CEO or another director authorised by the board.

13.3 Giving notices to members

- (a) In this rule 13.3, **recorded** means recorded in the register of members.
- (b) A notice or other document that is to be given to a member under this constitution is taken not to have been given to the member unless it is in writing and:
 - (i) delivered by hand to the recorded address of the member; or
 - (ii) sent by prepaid post to the recorded postal address of the member; or
 - (iii) sent by facsimile or electronic transmission to an appropriate recorded facsimile number or electronic email address of the member.

13.4 Custody of books and securities

- (a) Subject to rule 13.4(b), the books and any securities of the Association must be kept in the CEO's custody or under the CEO's control.
- (b) The financial records and, as applicable, the financial statements or financial reports of the Association must be kept in the CEO's custody or under the CEO's control.
- (c) Rules 13.4(a) and 13.4(b) have effect except as otherwise decided by the board.
- (d) The books of the Association must be retained for at least 7 years.

13.5 Record of office holders

- (a) The Association must maintain a record of the names and addresses of the persons:
 - (i) who are members of the board; or hold other offices of the Association provided for by its constitution;
 - (ii) authorised to use the common seal of the association (if it has a common seal); and
 - (iii) who are appointed or act as a trustee on behalf of the Association.
- (b) The record in rule 13.5(a) must be kept in the CEO's custody or under the CEO's control.

13.6 Inspection of records and documents

- (a) If a member must contact the CEO to make the necessary arrangements for the inspection of:
 - (i) the Association's register of members under section 54(1) of the Act; or
 - (ii) the record of the names and addresses of directors, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or

- (iii) any other record or document of the Association.
- (b) An inspection under rule 13.6(a) must be free of charge.
- (c) If the member wants to inspect a document that records the minutes of a board meeting, the right to inspect that document is subject to any decision the board has made about minutes of board meetings generally, or the minutes of a specific board meeting, being available for inspection by members.
- (d) The member may make a copy of or take an extract from a record or document referred to in rule 13.6(a)(iii) but does not have a right to remove the record or document for that purpose.
- (e) The member must not use or disclose information in a record or document referred to in 13.6(a)(iii) except for a purpose that is:
 - (i) directly connected with the affairs of the Association; or
 - (ii) related to complying with a requirement of the Act.

13.7 Distribution of surplus property on cancellation of incorporation or winding up

- (a) In this rule 13.7, **surplus property**, in relation to the Association, means property remaining after satisfaction of the:
 - (i) the debts and liabilities of the Association; and
 - (ii) 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.
- (b) On the cancellation of the incorporation or the winding up of the Association, its surplus property must be distributed as determined by special resolution to a not-for-profit organisation within similar objects as the Association which is:
 - (i) an incorporated association;
 - (ii) a company limited by guarantee that is registered as mentioned in section 150 of the *Corporations Act 2001* (Cth);
 - (iii) a company holding a licence that continues in force under section 151 of the *Corporations Act 2001* (Cth);
 - (iv) a body corporate that at the time of the distribution is the holder of a licence under the *Charitable Collections Act 1946* (WA);
 - (v) a body corporate that:
 - (A) is a member or former member of the incorporated association; and
 - (B) at the time of the distribution of surplus property, has rules that prevent the distribution of property to its members;
 - (vi) a trustee for a body corporate referred to in rule 13.7(b)(v); or
 - (vii) a co-operative registered under the *Co-operatives Act 2009* (Cth) that, at the time of the distribution of surplus property, is a non-distributing co-operative as defined in that act.

13.8 **Alteration of constitution**

- (a) If the Association wants to alter or rescind any of this constitution, or to make additional constitution, the Association may do so only by special resolution and by otherwise complying with Part 3 Division 2 of the Act.
- (b) In addition to the requirement for a special resolution under rule 13.8(a), the Association must also obtain the Commissioner's approval if the alteration of its rule has effect to:
 - (i) change the Association's name;
 - (ii) alter the Associations' objects or purposes; or
 - (iii) alter the manner in which the Association's surplus property must be distributed or dealt with if the Association is wound up or its incorporation is cancelled.
- (c) Amendments to this constitution do not take effect unless required documents are lodged with the Commissioner within one month after the relevant special resolution is passed, which includes a copy of:
 - (i) the notice of general meeting proposing the special resolution; and
 - (ii) either the:
 - (A) declaration declaring that the special resolution was passed, signed by the chairperson presiding over the meeting; or
 - (B) minutes of meeting confirming that the special resolution was passed, signed by the chairperson presiding over the meeting or who presides over the next meeting.

14 **Chief Executive Officer**

14.1 **Appointment**

The board must appoint a CEO of the Association for a term and on conditions that the board thinks fit.

14.2 **Staff**

The CEO may, in consultation with the board, employ personnel as necessary and appropriate from time to time for a term and on conditions that the CEO thinks fit.