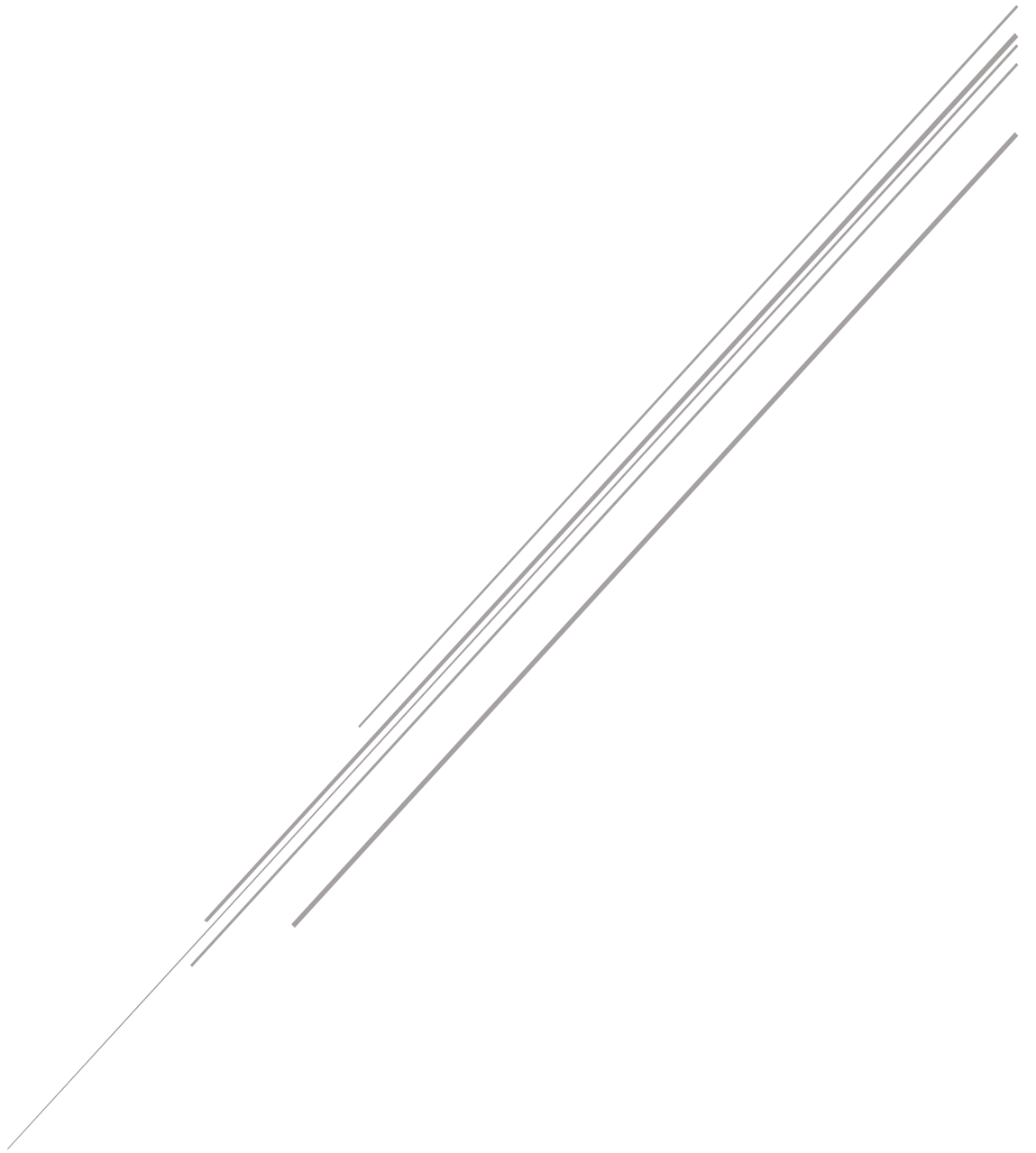


RAILWAYS FOOTBALL AND  
SPORTING CLUB (ALBANY) INC.



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## PART 1 - PRELIMINARY

### 1. Name of Association

The name of the Association is the Railways Football and Sporting Club (Albany) Inc. hereafter referred to as 'the Club'.

### 2. Objects

The principle objects are to:

- (1) Establish, maintain and conduct a club to support the game of Australian rules football in Albany;
- (2) Promote, encourage and support other sport and recreational needs of the local Albany community;
- (3) Provide and maintain club facilities and amenities to the highest standard for the members;
- (4) Maximise the use of the club facilities and amenities for all current and future members;

A secondary object is to maintain a club liquor licence, in accordance with the Liquor Act and its amendments to enable the Club to provide an additional service to its members. This liquor service is ancillary to the principal objects set out above.

### 3. Terms used

In these rules, unless the contrary intention appears —

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

**AGM** means the Annual General Meeting;

**Association** means the incorporated Association to which these rules apply;

**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** mean the operational guidelines, policies and procedures which allow the organisation to operate;

**The Club** means the Railways Football and Sporting Club (Albany) Inc.;

**The Club premises** means the land, building and structures of which the Club is the bona fide occupier;

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

**committee meeting** means a meeting of the management committee;

**committee member** means a member of the management committee;

**financial records** include:

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

**financial year** means from the 1 October to 31 September

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

**member** means a person who is an ordinary member of the Association;

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

**rules** mean the section of this Constitution;

**special general meeting** means a meeting convened in accordance with rule 54, at which only business that has been described in the notice may be transacted.

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

**subcommittee** means a subcommittee appointed by the committee under rule 51;

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

### **4. Not-for-profit body**

- (1) The property and income of the Railways Football and Sporting Club (Albany) 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.
- (2) A payment may be made to a member out of the funds of the Association only if it is authorised under subrule (3).
- (3) A payment to a member out of the funds of the Association is authorised if it is —
  - (a) 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; or
  - (b) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

## **PART 3 — MEMBERS**

### **5. Membership**

- (1) Membership of the Railways Football and Sporting Club (Albany) Association is open to any person who supports the objects of the Association.

- (2) An individual who is aged 18 or older is eligible to apply for membership that confers full voting rights.
- (3) An individual who is aged between 14 and 18 is eligible to apply for a class of membership that does not confer voting rights.
- (4) A person can only be an ordinary member or belong to one class of associate membership.

## 6. Applying for membership

- (1) A person who wants to become a member must apply in writing to the Club.
- (2) The application must include a member's nomination of the applicant for membership.
- (3) The application must be signed by the applicant and the member nominating the applicant.
- (4) The applicant must specify in the application the class of membership, if there is more than one, to which the application relates.
- (5) In the case of juniors under the age of 18, the application must be counter-signed by a parent/guardian, in addition to the member nominating the applicant.

## 7. Categories of membership

The Railways Football and Sporting Club (Albany) consists of the following classes of membership:

**Ordinary members** must be over the aged of eighteen (18) and have full voting rights;

- (1) **Junior members** are aged between 14 and 18 and are ineligible to vote;
- (2) **Affiliated Clubs** are incorporated group with like-minded objectives, who will be represented by their club delegate who shall have the right to vote at meetings on behalf of the affiliated club;
- (3) **Life Members** who subject to this constitution may attend general meetings and if financial, have full voting rights;
- (4) **Temporary members** – who on any day visiting the Railways Football and Sporting Club as a member or official of another club to:
  - a) engage in a pre-arrange event conducted in accordance with the Associations objectives;
  - or
  - b) hold a pre-arranged function involving the use of the Railways Football and Sporting Club;
  - c) Temporary members do not have voting rights and are not entitled to speak at meetings.
- (6) **Guests** – Affiliated clubs, ordinary members and associate members may introduce guests to the Railways Football and Sporting Club at any time provided that;
  - a) No member may introduce more than 5 guests at any one time,
  - b) A guest shall not be supplied with liquor on the premises except by invitation and in the company of that member,
  - c) A guest shall only be supplied with liquor to be consumed on the premises only,
  - d) Any person who has been refused membership or who is under suspension or expulsion from the Club shall not be admitted as a guest by any member.
- (7) The Association consists of ordinary members, junior members, life members, affiliated clubs and any associate members provided under subrule (8).
- (8) The Association may have any class of associate non-voting membership, approved by resolution at a AGM.

## 8. Dealing with membership applications

- (1) The committee must consider each application for membership to the Club and decide whether to accept or reject the application.
- (2) Subject to subrule (3), the committee must consider applications in the order in which they are received.
- (3) The committee may delay its consideration of an application if the 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 committee must not accept an application unless the applicant —

- a) is eligible under rule 5; and
  - b) has applied under rule 6.
- (5) The committee may reject an application even if the applicant —
- a) is eligible under rule 5; and
  - b) has applied under rule 6.
- (6) The committee must notify the applicant of the committee's decision to accept or reject the application as soon as practicable after making the decision.
- (7) If the committee rejects the application, the committee is not required to give the applicant its reasons for doing so.

## 9. Becoming a member

- (1) An applicant for membership of the Club becomes a member when;
- a) the committee accepts the application and
  - b) the applicant pays any membership fees payable to the Club under rule 15.
  - c) 30 days after payment, the member is eligible to vote in any general or special meeting (if the membership class makes them eligible for voting).
- (2) A copy of the Club's constitution and by-laws will be made available to each person who becomes a member by either;
- a) a hard copy being given to the member, or
  - b) directed to the Clubs website to download or view at any time.

## 10. Life Members

- (1) Any ordinary or life member may submit nominations in writing, for consideration for life membership, with details of the nominees contribution, to the Management Committee within three months of the AGM, provided that such nominee shall have:
- a) played at least 200 league games for the club, and/or
  - b) provided outstanding and continuous service, in excess of 10 years to the club.
- (2) The Management Committee shall recommend names to the Annual General Meeting for approval.
- (3) Life members shall be entitled to:
- a) reduced membership of not less than 10% of the current membership fee, shall be entitled to vote, hold office and enjoy all the privileges of an ordinary member
  - b) any un-financial Life member shall not be entitled to vote or hold office but shall enjoy all other privileges of an ordinary member.

## 11. Membership Rights

- (1) Each person admitted to membership shall be:
- a) Bound by the constitution and the by-laws of the Club,
  - b) Entitled to all privileges of the specified membership,
  - c) Bound by all resolutions passed by members at a General meeting, whether they are present or not at the meeting.

## 12. When membership ceases

- (1) A person ceases to be a member when any of the following takes place —
- a) the individual dies;
  - b) the person resigns from the Club under rule 13;
  - c) the person is expelled from the Club under rule 18;
  - d) the person ceases to be a member under rule 15(4).
- (2) The secretary must keep a record, for at least one year after a person ceases to be a member, of —



- a) the date on which the person ceased to be a member; and
- b) the reason why the person ceased to be a member.

### **13. Resignation**

- (1) A member may resign from membership of the Club by giving written notice of the resignation to the secretary.
- (2) The resignation takes effect —
  - a) when the secretary receives the notice; or
  - b) if a later time is stated in the notice, at that later time.

### **14. Rights not transferable**

- (1) The rights of a member are not transferable and end when membership ceases.

## **Membership fees**

### **15. Membership fees**

- (1) The committee must determine the annual membership fee to be paid for membership of the Club.
- (2) The fees determined under subrule (1) may be different for different classes of membership.
- (3) A member must pay the annual membership fee to the treasurer, or another person authorised by the committee to accept payments, up to the 30 June.
- (4) If a member has not paid the membership fee by the due date, the member may cease to be a member.
- (5) If a person who has ceased to be a member under subrule (4) offers to pay the membership fee after the period referred to in subrule (3)—
  - 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.
- (6) New members paying fees, after 30 June and before 1 October will be required to pay a percentage of the annual membership fee, as determined by the committee.

## **Register**

### **16. Register**

- (1) The secretary is responsible for the Club to maintain the register of members and record in that register any change in the membership within 28 days of the change occurring.
- (2) Under section 53(2) of the Act the register must include each member's name and —
  - a) A contact, postal, residential or email address of each member,
  - b) The class of membership held by the member, and
  - c) The date on which the person became a member.
- (3) A record of committee members and other persons authorised to act on behalf of the Club that is required to be maintained by the secretary.
- (4) The register of members and committee must be kept at the secretary's place of residence, or at another place determined by the committee.
- (5) A member who wishes to inspect the registers must contact the secretary to make the necessary arrangements.

(6) If —

- a) 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
- b) 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 committee 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 Railways Football and Sporting Club (Albany) Association.

## **PART 4 - DISCIPLINARY ACTION, DISPUTES AND MEDIATION**

### **17. Term used: member**

In this Part —

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

### **Disciplinary action**

### **18. Suspension or expulsion**

The committee may decide to suspend a member's membership or to expel a member from the Club

(1) if —

- a) the member contravenes any of these rules; or
- b) the member acts detrimentally to the interests of the Club; or
- c) the member (playing member) contravenes the interests of the Western Australian Country Football League.

(2) The secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the committee meeting at which the proposal is to be considered by the committee.

(3) The notice given to the member must state —

- a) when and where the 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 committee about the proposed suspension or expulsion;

(4) At the committee meeting, the 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 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 Club.

(5) A decision of the committee to suspend the member's membership or to expel the member from the Club takes immediate effect.

(6) The committee must give the member written notice of the committee's decision, and the reasons for the decision, within 7 days after the 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 Committee's decision under subrule (6), give written notice to the secretary requesting the appointment of a mediator under rule 25.
- (8) If notice is given under subrule (7), the member who gives the notice and the committee are the parties to the mediation.

## 19. 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 Club.
- (2) When a member's membership is suspended, the secretary 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.
- (3) When the period of the suspension ends, the secretary must record in the register of members that the member's membership is no longer suspended.

## Resolving disputes

### 20. Terms used

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

***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.

### 21. Application of Division

The grievance procedure applies to disputes —

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

### 22. 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.

### 23. 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 rule 22, any party to the dispute may start the grievance procedure by giving written notice to the secretary of —
  - a) the parties to the dispute; and
  - b) the matters that are the subject of the dispute.
- (2) Within 28 days after the secretary is given the notice, a committee meeting must be convened to consider and determine the dispute.
- (3) The secretary must give each party to the dispute written notice of the 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 committee meeting is to be held; and

- b) that the party may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute.
- (5) If —
- a) the dispute is between one or more members and the Club; and
  - b) any party to the dispute gives written notice to the secretary stating that the party —
    - (i) does not agree to the dispute being determined by the committee; and
    - (ii) requests the appointment of a mediator under rule 25,
- the committee must not determine the dispute.

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

- (1) At the committee meeting at which a dispute is to be considered and determined, the committee must —
  - a) give each party to the dispute a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute; and
  - b) give due consideration to any submissions so made; and
  - c) determine the dispute.
- (2) The committee must give each party to the dispute written notice of the committee's determination, and the reasons for the determination, within 7 days after the committee meeting at which the determination is made.
- (3) A party to the dispute may, within 14 days after receiving notice of the committee's determination under subrule (1)(c), give written notice to the secretary requesting the appointment of a mediator under rule 25.
- (4) If notice is given under subrule (3), each party to the dispute is a party to the mediation.

## **Mediation**

### **25. Appointment of mediator**

- (1) The mediator must be a person chosen —
  - (a) if the appointment of a mediator was requested, and
  - (b) by agreement between the member and the committee; or
  - (c) by agreement between the parties to the dispute.
- (2) If there is no agreement for the appointment of the mediator, then the committee must appoint the mediator.
- (3) The person appointed as mediator must be a person who acts as a mediator for other like-minded organisations or a key sport and recreation agency.

### **26. 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.

## **27. 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 24(3); 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 committee meeting or general meeting during the period of suspension or expulsion.

## **PART 5 - COMMITTEE**

### **Powers of the Committee**

#### **28. Management Committee**

- (1) The Management Committee of the Railways Football and Sporting Club (Albany) has the power to manage the affairs of the Association.
- (2) Subject to the Act, these rules, the by-laws and any resolution passed at a general meeting, the management committee has the power to do all things necessary or convenient to be done for the proper management of the affairs of the Club.
- (3) The Management Committee must take all reasonable steps to ensure that the Club complies with the Act, the by-laws and these rules.

#### **29. Responsibilities of Committee Members**

- (1) A Committee Member must exercise their powers and discharge their duties:
  - a) with a degree of care and diligence that a reasonable person would exercise in the circumstances;
  - b) in good faith in the best interests of the Club and for a proper purpose.
- (2) A Committee Member or former Committee Member must not improperly use information obtained because they are a Committee Member to:
  - a) gain an advantage for themselves or another person; or
  - b) cause detriment to the Club.
- (3) A Committee Member having any material personal interest in a matter being considered at a Committee Meeting must:
  - a) as soon as they become aware of that interest, disclose the nature and extent of their interest to the Committee; and
  - b) agree with the committee on the most appropriate manner to handle the disclosure of interest as set out in the by-laws.
- (4) The Secretary must record every disclosure made by a Committee Member under rule 29(3) in the minutes of the Committee Meeting at which the disclosure is made.
- (5) No Committee Member shall make any public statement or comment or cause to be published any words or article concerning the conduct of the Club unless the person is authorised by the Committee to do so and such authority is recorded in the minutes of the Committee Meeting.

- (6) No person shall be entitled to hold a position on the Committee if the person has been convicted of, or imprisoned in the previous five years for:
- a) an indictable offence in relation to the promotion, formation or management of a body corporate;
  - b) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
  - c) an offence under Part 4 Division 3 or section 127 of the Act; unless the person has obtained the consent of the Commissioner
- (7) No person shall be entitled to hold a position on the Committee if the person is, according to the Interpretation Act section 13D, a bankrupt or a person whose affairs are under insolvency laws unless the person has obtained the consent of the Commissioner.

### **Composition of Committee and duties of members**

#### **30. Management Committee Members**

- (1) The committee members consist of —
- a) the office holders of the Association; and
  - b) up to six (6) ordinary committee members.
- (2) The following are the office holders of the Association —
- a) the president;
  - b) the vice president;
  - c) the secretary;
  - d) the treasurer; and
  - e) the registrar
- (3) 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.
- (4) A person must not hold 2 or more of the office holder positions mentioned in subrule (2) at the same time.

#### **31. President**

- (1) It is the duty of the President to
- a) consult with the secretary regarding the business to be conducted at each committee meeting and general meeting;
  - b) convene and preside at committee meetings and preside at special and general meetings provided for in these rules;
  - c) ensure that the minutes of a general meeting or committee meeting are reviewed and signed as correct;
  - d) attend WA Country Football League meetings as requested;
  - e) report activities to the members at the AGM;
  - f) Liaise with key stakeholders such as local council and community groups.
- (2) In the absence of the President from a committee or general meeting, the Vice President will chair the meeting.

#### **32. Secretary**

The Secretary has the following duties —

- a) unless another member is authorised by the committee to do so, maintain on behalf of the Club the register of members, and record in the register any changes in the membership;
- b) co-ordinate the Club's correspondence;
- c) consult with the President regarding the business to be conducted at each committee meeting and general meeting;
- d) prepare the notices required for meetings and for the business to be conducted at meetings;
- e) maintain on behalf of the Club an up-to-date copy of these rules;

- f) maintain on behalf of the Club a record of committee members and other persons authorised to act on behalf of the Club;
- g) ensure the safe custody of the books of the Club, other than the financial records, financial statements and financial reports;
- h) maintain full and accurate minutes of committee meetings and general meetings;
- i) carry out any other duty given to the secretary under these rules or by the committee.

### **33. Treasurer**

The treasurer has the following duties —

- a) ensure that any amounts payable to the Club are collected and issuing receipts for those amounts in The Club's name;
- b) pay all monies into such account or accounts of the Club, as the Committee from time to time direct;
- c) make payments from the funds of the club by cheque or Electronic Funds Transfer (EFT) on the authority of two committee, as approved by the board;
- d) ensure that any payments to be made by the Club have been authorised by the committee or at a general meeting are made on time;
- e) ensure that the Club complies with the relevant requirements of Part 5 of the Act;
- f) ensure the safe custody of the Club's financial records, financial statements and financial reports;
- g) coordinate the preparation of the Club's financial statements before their submission to the annual general meeting;
- h) provide any assistance required by an auditor or reviewer conducting an audit or review of the Club's financial statements or financial reports;
- i) carry out any other duty given to the treasurer under these rules or by the committee.

### **34. Registrar**

The registrar has the following duties —

- a) ensure that all players are registered or transferred in accordance with the league rules and regulations;
- b) coordinate with all Team Managers to ensure they have all the data and knowledge to complete their duties;
- c) carry out any other duty given to the registrar under these rules or by the committee.

### **35. Vice President**

The Vice President has the following duties -

- a) oversee and ensure all sub-committees are responsible and accountable;
- b) provide support and assistance to the President;
- c) in the absence of the President, undertake all the roles and responsibilities of the President;
- d) carry out any other duty given to the Vice President under these rules or by the committee.

## **Election of committee members and tenure of office**

### **36. How members become Committee members**

A member becomes a committee member if the member —

- a) is elected to the committee at an annual general meeting; or
- b) is appointed by the committee to fill a casual vacancy under rule40.

### **37. Nomination of committee members**

(1) At least 30 days before an annual general meeting, the secretary must send written notice to all the members —

- a) calling for nominations for election to the committee; and

- b) stating the date by which nominations must be received by the secretary to comply with subrule (2).

(2) A member who wishes to be considered for election to the committee at the annual general meeting must nominate for election by sending written notice of the nomination to the secretary at least 7 days before the annual general meeting.

(3) The written notice must include a statement by another member in support of the nomination.

(4) A member may nominate for one specified position of office holder of the Club or an ordinary committee member.

(5) A member whose nomination does not comply with this rule is not eligible for election to the committee unless the member is nominated under rule 43.

### **38. Election of office holders**

(1) At the AGM a separate election must be held for each position of office holder of the Association, from the committee member nominations.

(2) If only one member has nominated for an office holders position, the President of the meeting must declare the Member elected to the position.

(3) If more than one member has nominated for a position, the members at the meeting must vote in accordance with procedures that have been determined by the committee to decide who is to be elected to the position.

(4) Each member present at the meeting may vote for one member who has nominated for the position.

(5) A member who has nominated for the position may vote for themselves.

(6) On the member's election, the new President of the Club may take over as the chairperson of the meeting.

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

(1) At the annual general meeting, the members must vote for the ordinary committee members to hold office for the following two year term.

(2) If the number of members nominating for the positions 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.

(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 subrule (2)(b) 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 38(4) and (5).

### **40. Term of office**

(1) The term of office of a committee member begins when the member —

(a) is elected at an annual general meeting or

(b) is appointed to fill a casual vacancy under rule 43.



- (2) All Management Committee members shall be elected for a two-year term and elections shall be staggered to avoid the loss of all Management committee members in any one year.
- (3) At the first AGM following the adoption of the constitution the President, Treasurer, Registrar and up to three committee members shall be elected for two-year terms,
- (4) At the following AGM the Vice President, secretary and up to three committee members shall be elected for two-year terms.
- (5) All committee members shall be eligible for re-election for up to two consecutive terms, subject to being re-elected under rule 37.
- (6) Any committee member serving three consecutive terms (six years), must have a minimum one term break before being eligible for re-election.

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

- (1) A committee member may resign from the committee by written notice given to the secretary or, if the resigning member is the secretary, given to the President
- (2) The resignation takes effect —
  - a) when the notice is received by the secretary or President; or
  - b) if a later time is stated in the notice, at the later time.
- (3) At a general meeting, the club may by resolution —
  - a) remove a committee member from office; and
  - b) elect a member who is eligible to fill the vacant position.
- (4) A committee member who is the subject of a proposed resolution under subrule (3)(a) may make written representations (of a reasonable length) to the Committee and may ask that the representations be provided to the members.
- (5) The Committee 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.

#### **42. When membership of committee ceases**

- (1) 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 rule 40; 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.
- (2) Under section 41 of the Act the person, as soon as practicable after their membership ceases, must deliver to a member of the committee all of the relevant documents and records they hold pertaining to the management of the Association's affairs.

#### **43. Filling casual vacancies**

- (1) The committee may appoint a member who is eligible to fill a position on the committee that —
  - a) has become vacant under rule 41 or rule 42; or
  - b) was not filled by election at the most recent annual general meeting
- (2) Subject to the requirement for a quorum under rule 48, the committee may continue to act despite any vacancy in its membership.

- (3) If there are fewer committee members than required for a quorum under rule 48, the committee may act only for the purpose of —
  - a) appointing committee members under this rule; or
  - b) convening a general meeting.

## **Committee meetings**

### **44. Committee meetings**

- (1) The committee must meet not less than ten (10) times in each year on the dates and at the times and places determined by the committee.
- (2) The date, time and place of the first committee meeting must be determined by the committee members as soon as practicable after the annual general meeting at which the committee members are elected.
- (3) Special committee meetings may be convened by the President or any 4 committee members.

### **45. Notice of committee meetings**

- (1) Notice of each committee meeting must be given to each committee member at least one week before the time of the meeting.
- (2) 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.
- (3) Unless subrule (4) applies, the only business that may be conducted at the meeting is the business described in the notice.
- (4) Urgent business that has not been described in the notice may be conducted at the meeting if the committee members at the meeting unanimously agree to treat that business as urgent.

### **46. Procedure and order of business**

- (1) The President or, in the President's absence, the Vice-President must preside as chairperson of each committee meeting.
- (2) If the President or Vice President is absent or 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 will 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) A member or other person who is not a committee member may attend a committee meeting if invited to do so by the committee.
- (6) A person invited under subrule (5) 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.

### **47. Use of technology to be present 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 subrule (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.

#### **48. Quorum for committee meetings**

- (1) Subject to rule 43(3), no business is to be conducted at a committee meeting unless a quorum is present.
- (2) At a committee meeting 50% plus one committee members constitute a quorum for the conduct of the business of a committee meeting.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting —
  - (a) in the case of a special meeting — the meeting lapses; or
  - (b) otherwise, the meeting is adjourned to the same time, day and place in the following week.
- (4) If —
  - (a) a quorum is not present within 30 minutes after the commencement time of a committee meeting held under subrule (3)(b); and
  - (b) at least 4 committee members are present at the meeting,

those members present are taken to constitute a quorum.

#### **49. 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 favour of the motion.
- (3) If the votes are divided equally on a question, the President (or Chairperson, if not the President) 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 decision.
- (5) If a secret ballot is needed, the President must decide how the ballot is to be conducted.

#### **50. 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 additional persons attending the meeting under rule 46(5);
  - 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;
  - e) the disclosure of a committee member's material personal interest in a matter being considered at a committee meeting.
- (3) The chairperson must ensure that the minutes of a committee meeting are reviewed and passed as correct by —
  - a) the chairperson of the meeting; or
  - b) the chairperson of the next committee meeting.
- (4) When the minutes of a committee meeting have been passed 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.

## **Subcommittees and subsidiary offices**

### **51. Subcommittees and subsidiary offices**

- (1) To help the committee in the conduct of the Club'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) The duties of secretary or treasurer may be vested in an employee of the club who shall hold office as the Committee determines.
- (3) A person appointed to a subsidiary office, may be an associate member, with no voting rights.
- (4) A subcommittee may consist of the number of people, whether or not members, that the committee considers appropriate.
- (5) Each subcommittee must include at least one member of the Executive committee.
- (6) 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.

### **52. Delegation to subcommittees and holders of subsidiary offices**

- (1) In this rule —  
**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 rule, 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 THE ASSOCIATION**

### **53. Annual General Meeting (AGM)**

- (1) The committee must determine the date, time and place of the annual general meeting.
- (2) The AGM must be held within 3 months of the end of the Associations financial year.
- (3) A notice convening the AGM shall be sent to all members.

- (4) The ordinary business of the annual general meeting is as follows —
- a) to confirm the minutes of the previous Club's annual general meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed;
  - b) to receive and consider —
    - (i) the committee's annual report on the Club's activities during the preceding financial year; and
    - (ii) if a tier 2 association or a tier 3 association, the financial report 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;
  - c) to elect the office holders and committee members of the Club;
  - d) to vote on any life membership nominations
  - e) to appoint an auditor/s for the following 12 months; and
  - f) to confirm or vary the membership fees, subscriptions and other amounts to be paid by members.
- (5) Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.

#### **54. Special general meetings**

- (1) The committee may convene a special general meeting.
- (2) The committee must convene a special general meeting if at least 20% of the members require a special general meeting to be convened.
- (3) The members requiring a special general meeting to be convened must —
  - a) make the request in writing to the secretary; and
  - b) state in the notice the special resolution 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 subrule (3).
- (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 subrule (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 Club must reimburse any reasonable expenses incurred by the members convening a special general meeting under subrule (5).
- (8) A special resolution may be moved either at a special general meeting or at an AGM, but all members must be given not less than 21 days notice of the meeting in which a special resolution is to be proposed.
- (9) The special resolution must be passed by not less than 75% of the members of the Club, who cast a vote at the meeting.

#### **55. Notice of general meetings**

- (1) A general meeting may be held on the dates and at the times and places determined by the committee.
- (2) The secretary or, in the case of a special general meeting convened under rule 54(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.
- (3) 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 committee under rule 38 and rule 39; 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 rule 54

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

- (1) The President or, in their absence, a Vice President will be appointed from the committee members, to preside as chairperson of any general meeting.
- (2) No business is to be conducted at a general meeting unless a quorum is present.
- (3) At a general meeting at least 25 members or 10% of the total membership (which ever is lesser) is eligible to vote will constitute a quorum for the conduct of business at a general meeting.
- (4) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting —
  - a) 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.

## **57. Proxies**

- (1) Subject to subrule (2), an ordinary member may appoint an individual who is an ordinary member as their proxy to vote and speak on their behalf at a general meeting.
- (2) An ordinary member may be appointed the proxy for not more than 2 other members.
- (3) The ordinary member must attend in person at any general meeting, in which they are representing the proxy.
- (4) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (5) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
- (6) 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.
- (7) If the committee has approved a form for the appointment of a proxy, the member may use that form or any other form —
  - a) that clearly identifies the person appointed as the member's proxy; and
  - b) that has been signed by the member.
- (8) A form appointing a proxy must be given to the secretary before the commencement of the general meeting for which the proxy is appointed.

- (9) No postal or electronic proxy votes will be considered.

### **58. Adjournment of general meeting**

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the 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 subrule (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.

### **59. Voting at general meeting**

- (1) On any question arising at a general meeting —
- a) subject to subrule (3) each ordinary member has one vote, and
  - b) ordinary members may vote personally or by proxy.
- (2) If votes are divided equally on a question, the President (or in the President's absence, the Vice-President) has a second or casting vote.
- (3) For a person to be eligible to vote at a general meeting as an ordinary member, or on behalf of an ordinary member, the ordinary member —
- a) must have been an ordinary member for at least 1 month, at the time notice of the meeting was given; and
  - b) must have paid any fee or other money payable to the Club by the member.

### **60. 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; or
  - b) 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) Subrule (1) does not limit the matters in relation to which a special resolution may be proposed.

### **61. Determining whether resolution carried**

- (1) In this rule —  
**poll** means the process of voting in relation to a matter that is conducted in writing.
- (2) At a general meeting:
- a) An ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands; and
  - b) A special resolution put to the vote will be decided in accordance with section 24 of the Act, and if a poll is demanded, in accordance with sub-rules (3) and (4)
- (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 —
- 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;
  - c) the poll must be taken immediately.

## **62. 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;
  - (c) the financial statements or financial report presented at the meeting, 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 rule 67.
- (4) The President must ensure that the minutes of a general meeting are reviewed and passed as correct by —
  - (a) the chairperson of the meeting; or
  - (b) the chairperson of the next general meeting.
- (5) When the minutes of a general meeting have been passed 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**

### **63. Financial year**

The Clubs financial year will be the period of 12 months commencing on 1 October and ending on 30 September of each year.

### **64. Source of funds**

The funds of the Club may be derived from membership fees, levy's, donations, sponsorship, fundraising activities, grants, interest and any other sources approved by the committee.

### **65. Control of funds**

- (1) The Railways Football and Sporting Club (Albany) Association must open an account in the name of the Club with a financial institution 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 committee may approve expenditure on behalf of the Association.
- (3) The committee may authorise the treasurer to expend funds on behalf of the Club up to a specified limit of \$1,000 without requiring approval from the committee for each item on which the funds are expended.
- (4) Excluding subrule (3) all financial transactions of the Club must be approved by -
  - (a) the treasurer and President; or
  - (b) one of the above and a person authorised by the committee.
- (5) All funds of the Club must be deposited into the Club's account within 5 working days after their receipt.

### **66. 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 subrule (1), those requirements include —
  - (a) is a tier 2 association or tier 3 association, the preparation of the financial report; and
  - (b) if required, the review or auditing of the financial statements or financial report, as applicable; and
  - (c) the presentation to the annual general meeting of the financial statements or financial report, as applicable; and
  - (d) 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.

## 67. Auditor

- (1) At the AGM each year, the members shall appoint an auditor/s at such remuneration as they determine. The auditor shall examine the books, accounts, receipts and other financial records of the Club for the year in which they are appointed, and report thereon to the next AGM.

## PART 8 - GENERAL MATTERS

### 68. By-Laws

- (1) The Club will adopt the by-laws of the Great Southern Football League and the Western Australian Country Football League and all future amendments shall apply;
- (2) The Committee may formulate, issue, adopt, interpret and amend additional by-laws for the proper advancement, management and administration of the Club, the advancement of the Objects and as it thinks necessary or desirable from time to time;
- (3) Such by-laws must be consistent with this Constitution;
- (4) All by-laws shall be binding on the members of the Association;
- (5) At the request of a member, the secretary must make a copy of the by-laws available for inspection by the member or direct the member to the appropriate electronic site for them to be viewed.

### 69. Giving notices to members

- (1) In this rule —  
**recorded** means recorded in the register of members.
- (2) A notice or other document that is to be given to a member under these rules 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 electronic transmission to an appropriate recorded number or recorded electronic address of the member.

### 70. Liquor Regulations

- (1) The Club shall appoint and maintain an Approved Manager for the purposes of observing liquor licensing requirements and regulations for all opening times and functions.
- (2) The Club shall be open for sale of liquor during such hours as the Committee shall from time to time determine, and as permitted under the Liquor Act.
- (3) No payment or part payment to the Committee, or other officer or servant of the Association shall be made by way of commission or allowance from or upon the receipts of the Association for liquor.
- (4) No liquor shall be sold or supplied to any juvenile (ie any person under the age of 18).

### **71. Custody of books and securities**

- (1) Subject to subrule (2), the books and any securities of the Club must be kept in the secretary's custody or under the secretary's control.
- (2) The financial records and, as applicable, the financial statements or financial reports of the Club must be kept in the treasurer's custody or under the treasurer's control.
- (3) Subrules (1) and (2) have effect except as otherwise decided by the committee.
- (4) The books of the Club must be retained for at least 7 years.

### **72. Executing documents and Common Seal**

- (1) A common seal is required for all legally binding club documents, as determined by the Committee;
- (2) The Club may execute a non-legal document without using a common seal if the document is signed by: the chairperson, and
  - a) at least one committee member or person authorised by the committee.

### **73. Indemnification**

The Club will indemnify any person who is a committee member, officer, or agent or who is or was servicing in another capacity at the request of the Club to the extent authorised by law, and may purchase and maintain liability insurance on behalf of such persons or to protect itself against liability for such indemnification to the extent authorised by law.

### **74. Inspection of records and documents**

- (1) Subrule (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 Club; or
  - c) any other record or document of the Club.
- (2) The member must contact the secretary 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 committee meeting, the right to inspect that document is subject to any decision the committee has made about minutes of committee meetings generally, or the minutes of a specific 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 subrule (1)(c) but does not have a right to remove the record or document for that purpose.

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

- (1) If upon the winding up or dissolution of the Club there remains after satisfaction of all its debts and liabilities any property whatsoever, the surplus property must be given or transferred to another association incorporated under the Act, which has similar objects and which is not carried out for the purpose of profit or gain to its individual members.
- (2) Such Association shall be determined by special resolution of the members.

### **76. Alteration of rules**

- (1) If the Association wants to alter or rescind any of these rules, or to make additional rules, the Association may do so only by special resolution and by otherwise complying with Part 3 Division 2 of the Act.
- (2) The rules do not take effect until required documents are lodged with the Commissioner, even if the amendments do not require the approval of the Commissioner under section 31 or section 33.
- (3) The required documents must be lodged within one month after the special resolution is passed.
- (4) As soon as is practical after the passing of a special resolution altering its rules, the secretary will lodge to the Director of Liquor Licencing certified particulars of the changes or additions to the rules. No effect will be given to the change without prior approval of the Director.

