



Constitution of South West Soccer Association Inc.

AMENDED and ADOPTED CONSTITUTION

May 2019

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PART 1 – PRELIMINARY

1.1 Name of the Association

The name of the Association is the South West Soccer Association Inc., hereafter known as the 'Association'.

1.2 Objects of the Association

The principle objects of the Association are:

- (1) To lead, develop and grow the sport of football (soccer) in the south west region of Western Australia;
- (2) To facilitate and support development pathways for players, coaches, referees and volunteers;
- (3) To unite and foster collaboration with regional football associations within the South West;
- (4) To protect the interests of and represent the South West football (soccer) community;
- (5) To maintain a strong affiliation with Football Federation South West, Football West and any other Association whose objects are similar;
- (6) To promote the health, social and community benefits of football (soccer).

1.3 Powers of the Association

In addition to the rights, powers and privileges provided under the Act, the Association has power to do all such acts and things that are incidental, conducive or subsidiary to all or any of the Objects of the Association.

1.4 Terms Used

In these rules, unless the contrary intention appears –

Act means the *WA Associations Incorporation Act 2015*; its amendments and any other legislation that may come into force to replace or supplement this Act and shall form part of these Rules;

Affiliate member means any club or body who is an affiliate member of the Association referred to in Part 3;

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;

Chairperson means the person appointed from time to time to chair Association meetings apart from the President;

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

Department means the government department with responsibility for administering the Act;

Executive Committee means the Management Executive Committee of the Association;

Executive Committee meeting means a meeting referred to in rule 4.16;

Executive Committee member means a person referred to in Part 4;

Financial records include:

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

Financial report means the report of a tier 2 or tier 3 association, as the meaning given in section 63 of the Act;

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

Financial year commences on 1 November and ends on 31 October in the following year;

Football Federation Australia (FFA) means the recognised National Association overseeing the sport of football (soccer) in Australia;

Football Federation South West (FFSW) means the recognised Regional Association overseeing the sport of football (soccer) in the south west of Western Australia;

Football West means the recognised state-based Association overseeing the sport of football (soccer) in Western Australia;

FIFA means the Federation of International Football Associations;

General Meeting means a meeting of the Association that all Members are entitled to receive notice of and to attend. It includes Special General Meetings and annual General Meetings;

Non-Affiliate Member means any club or body who is a non-affiliate member of the Association referred to in Part 3;

Poll means voting conducted in written form (as opposed to a show of hands);

President means the person elected or appointed to the office of President of the Association from time to time, subject to rule 4.4 (g);

Register of Members means the register of Members referred to in section 53 of the Act;

Rules means the section of this constitution;

Sitting fees means the receipt of a fee for attending a meeting which is directly or closely related to the performance or discharge of the roles or duties of the Member;

Special General Meeting means a meeting convened in accordance with rule 5.2, 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 voting Members at a General Meeting in accordance with section 51 of the Act;

Sub-Committee means a sub-committee appointed by the Executive Committee under rule 4.14;

Tier 1 Association means an incorporated Association to which section 64(1) of the Act applies;

Tier 2 Association means an incorporated Association to which section 64(2) of the Act applies;

Tier 3 Association means an incorporated Association to which section 64(3) of the Act applies.

PART 2 – ASSOCIATION TO BE A NOT-FOR-PROFIT BODY

2.1 Not-for-Profit Body

- (1) 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.
- (2) A payment may be made to a Member out of the funds of the Association only if it is authorised under sub-rule (3).
- (3) A payment to a Member out of the funds of the Association is authorised if it is —
 - (a) 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.

2.2 Affiliation and Membership with other Similar Organisations

- (1) The Executive Committee may determine that the Association will affiliate with or become a Member of, or accept affiliation with or Membership of, any organisation (including any regional or international Association) having similar or like interests to the Association.
- (2) The Association is a Member of Football Federation South West and will, to the best of its ability, uphold and enforce the by-laws, policies and procedures published from time to time by Football Federation South West, Football West and Football Federation Australia.
- (3) The Association will appoint a minimum of one (1) and maximum of two (2) representatives to represent the Association as requested by Football Federation South West.

PART 3 – MEMBERSHIP

3.1 Number of Members

- (1) The minimum number of Affiliate Members of the Association is six (6).
- (2) The maximum number of Affiliate Members of the Association is at the discretion of the Executive Committee.

3.2 Categories of Membership

- (1) The Members of the Association shall consist of -
 - (a) **Affiliate Members**, who are those clubs and bodies who have submitted, and have been accepted, and have subscribed the fee at the time of being in force; and
 - (b) **Non-Affiliate Members**, who are any persons or organisations not an Affiliate Member representative, over 18 years of age, and who supports the objects of the Association; and

- (c) **Life Members**, who are any persons who have rendered outstanding service to the Association and who have met minimum criteria as determined by the Executive Committee; and
 - (d) any other classes of Members as may be established by the Executive Committee from time to time in accordance with sub-rule (2).
- (2) Subject to the Act and without derogating from the rights of existing Members, the Executive Committee may at any time create additional classes of Membership of the Association and determine the eligibility criteria, rights, obligations, restrictions and any nomination procedure attaching to those other classes of Membership.

3.3 Application for Membership

- (1) An application for new Membership must be -
 - (a) in writing on the forms prescribed by the Executive Committee; and
 - (b) lodged with the Administration Manager for Executive Committee approval.
- (2) The application must specify the class of Membership to which the applicant wishes to join.
- (3) The Executive Committee will consider Membership applications and at its discretion may approve or reject an application, without giving reasons.
- (4) The Administration Manager must inform applicants of the outcome of their application within a reasonable time.

3.4 Becoming a Member

- (1) An applicant for Membership of the Association becomes a Member when -
 - (a) the Executive Committee accepts the application; and
 - (b) the applicant pays any Membership fees payable to the Association under rule 3.10; and
 - (c) 30 days after payment, the Member is eligible to vote (if the Membership class makes them eligible for voting).
- (2) A copy of the Association's constitution and by-laws will be made available to each Member by either -
 - (a) a hard copy being given to the Member; or
 - (b) the Member being directed to where they can view the documents at any time.

3.5 Affiliate Members

- (1) Each Affiliate Member must –
 - (a) be incorporated under the Act; and
 - (b) do all that is reasonably necessary to enable the objects of the Association to be achieved; and
 - (c) comply with the constitution, by-laws and policies of the Association; and
 - (d) appoint a maximum of one representative who will have voting rights at all Association meetings.
- (2) A representative must –
 - (a) be a Member of the Affiliate Member they are representing; and
 - (b) be empowered by the Affiliate Member to vote at all meetings in the best interests of the Association; and
 - (c) be a delegate for only one Affiliate Member; and
 - (d) be eligible for election or appointment to the Executive Committee; and
 - (e) be at least 18 years of age.

3.6 When Membership Ceases

- (1) An Affiliate Member or individual ceases to be a Member when any of the following takes place –
 - (a) the Affiliate Member or individual resigns under rule 3.7; or
 - (b) the Affiliate Member or individual is expelled from the Association under rule 6.2; or
 - (c) the Affiliate Member or individual ceases to be a Member under rule 3.10 (3); or
 - (d) the Affiliate Member winds up; or
 - (e) the individual dies.
- (2) The Administration Manager must keep a record, for at least one year after an Affiliate Member or individual ceases Membership of –
 - (a) the date on which the Membership ceased; and
 - (b) the reason why the Affiliate Member or individual ceased to be a Member.

3.7 Resignation

- (1) A Member may resign from the Association by giving written notice of the resignation to the Administration Manager.
- (2) The resignation takes effect –
 - (a) when the Administration Manager receives the notice; or
 - (b) if a later time is stated in the notice, at that later time.
- (3) The Affiliate Member or individual who has resigned from Membership remains liable for any fees that are owed to the Association at the time of resignation.

3.8 Membership Rights

- (1) An applicant for Membership of the Association becomes a Member when the Executive Committee accepts the application and the applicant pays the fee.
- (2) Each applicant admitted to Membership shall be –
 - (a) bound by the constitution and the by-laws; and
 - (b) entitled to all privileges of the specified Membership; and
 - (c) bound by all resolutions passed at a General Meeting, whether they are present or not at the meeting; and
 - (d) provided with a copy or directed where to access a copy of the Association's constitution and by-laws.
- (3) Members have all the rights provided to Members under this constitution including but not limited to –
 - (a) receiving notices from the Association; and
 - (b) attending General Meetings of the Association; and
 - (c) being elected or appointed to the Executive Committee; and
 - (d) being elected to any Sub-Committees of the Association.
- (4) Members who are employees of the Association are not entitled to any rights and privileges of Membership, including those rights concerned with selection, election and holding of any office holder position within the Association.

3.9 Rights Not Transferrable

The rights of a Member are not transferrable and end when the Membership ceases.

3.10 Nomination Fees and Subscriptions

- (1) The annual Membership subscription (if any), and any other fees, levies, charges and other amounts payable by Members (or any category of Members) to the Association, will be as determined by the Executive Committee from time to time. The amounts determined payable are to be ratified by an absolute majority of all members of the Executive Committee.
- (2) Each Affiliate Member must pay annually, on such date as the Executive Committee from time to time determines, the subscription fees to the Finance Director, or another person authorised by the Executive Committee to accept payment.
- (3) If an Affiliate Member has not paid the subscription fee within the period of 2 months of the due date, the Member ceases to be a Member on the expiry of that period.
- (4) If an Affiliate Member who has ceased to be a Member under sub-rule (3) offers to pay the subscription fee after the period referred to sub-rule (3) has expired –
 - (a) the Executive Committee may, at its discretion, accept that payment; and
 - (b) if the payment is accepted, the Membership is reinstated from the date the payment is accepted.

3.11 Register of Members

- (1) The Administration Manager, or another person authorised by the Executive Committee, is responsible to maintain the register of Members and record in that register any change in the Membership of the Association within 28 days of the change occurring.
- (2) The register must include each Member's name and –
 - (a) a contact, postal, residential or email address of each Member; and
 - (b) the class of Membership held by the Member; and
 - (c) the date on which the Affiliate or individual became a Member.
- (3) The register of Members must be kept at the Administration Manager's place of residence, or at another place determined by the Executive Committee.
- (4) Subject to the limitations contained in the *Privacy Act 1988*, the Association shall provide a copy of the register to Football West at a time and in a form acceptable to Football West and shall provide regular updates of the register to Football West.
- (5) An extract of the register of any Members, or office bearer, will be available for inspection by Members, upon request. A Member may copy but not remove the register of Members.
- (6) The Executive Committee may require a Member who requests a copy of the Register to provide a statutory declaration setting out the purpose of the request and declaring that the purpose is connected to the affairs of the Association.
- (7) The Association may charge a reasonable fee to the Member for providing a copy of the Register, with the amount to be determined by the Executive Committee from time to time.

PART 4 – EXECUTIVE COMMITTEE OF MANAGEMENT

4.1 Executive Committee of Management Role

- (1) Subject to the Act, these rules, the by-laws, and any resolution passed at a General Meeting, the Executive Committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- (2) The Executive Committee will –
 - (a) act on all issues in accordance with the objects and shall operate for the collective mutual benefit of the Association and the sport of football (soccer) in the South West; and
 - (b) administer the sport of football (soccer) in accordance with the objects; and
 - (c) develop a strategic plan and review the Associations performance in achieving its strategic directions.
- (3) The Executive Committee must take all reasonable steps to ensure that the Association complies with the Act, these rules and the by-laws.

4.2 Executive Committee Members

- (1) The maximum number of Executive Committee Members shall not exceed seven (7) (four (4) voting office bearers plus a maximum of three (3) other members).
- (2) The office bearers shall be –
 - (a) President; and
 - (b) Vice President; and
 - (c) Secretary; and
 - (d) Finance Director; and
 - (e) Ex-officio including a non-voting Administration Manager and any other person appointed by the Executive Committee.
- (3) A person may be an Executive Committee Member if they are –
 - (a) over 18 years of age; and
 - (b) a member of an Affiliate Member.
- (4) No person shall be entitled to hold two (2) or more of the office holder positions mentioned in sub-rule (2) at the same time.
- (5) All Executive Committee Members have one vote; except in the case of a tied vote where the President shall have a second or casting vote.

4.3 Responsibilities of Executive Committee Members

- (1) All Executive Committee Members 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; and
 - (b) in good faith and in the best interests of the Association and for a proper purpose.
- (2) An Executive Committee Member or former Executive Committee Member must not improperly use information obtained because they are on the Executive Committee to –
 - (a) gain an advantage for themselves or another person; or
 - (b) cause detriment to the Association.

- (3) An Executive Committee Member having any material personal interest in a matter being considered at an Executive Committee Meeting must –
 - (a) as soon as they become aware of that interest, disclose the nature and extent of their interest to the Executive Committee; and
 - (b) agree with the Executive Committee on the most appropriate manner to handle the disclosure of interest as set out in the by-laws; and
 - (c) must not be present when the matter is being considered at the meeting or vote on the matter; and
 - (d) ensure the nature and extent of the interest and how the interest relates to the activity of the Association is minuted and then disclosed at the next General Meeting.
- (4) The Secretary or Administration Manager must record every disclosure made by an Executive Committee Member under sub-rule (3) in the minutes of the Meeting at which the disclosure is made.
- (5) No Executive Committee Member shall make any public statement or comment or cause to be published any words or articles concerning the conduct of the Association unless the person is authorised by the Executive Committee to do so and such authority is recorded in the minutes of the Executive Committee Meeting.
- (6) No person shall be entitled to hold a position on the Executive 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; or
 - (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 Executive Committee if the person is, according to the *Interpretation Act 1984* section 13D, a bankrupt or a person whose affairs are under insolvency laws unless the person has obtained the consent of the Commissioner.
- (8) The Association must not pay sitting fees to an Executive Committee Member for acting as an Executive Committee Member.
- (9) The Association may, by resolution of the Executive Committee –
 - (a) reimburse an Executive Committee Member for out-of-pocket travel and accommodation expenses incurred in connection with the performance of the Executive Committee Member's functions; and
 - (b) pay premiums on insurance policies indemnifying Executive Committee Members and any other Officers of the Association against liabilities, damages, costs, charges and expenses of any kind incurred as a Executive Committee Member or Officer; and
 - (c) reimburse the ex-officio member, with the amount to be determined by the Executive Committee from time to time.

4.4 President

The President has the following duties –

- (a) to represent the Association; and
- (b) to lead and support the Executive Committee to administrate current and future Association planning; and

- (c) to convene and preside at Executive Committee meetings and General Meetings provided for in these rules; and
- (d) to report activities to the Members at the AGM; and
- (e) has the right to nominate a substitute to attend meetings from time to time; and
- (f) in the absence of the President from an Executive Committee or General Meeting, the Vice President or another Executive Committee Member will chair the meeting; and
- (g) where a person chairs a meeting under sub-rule 4.4 (f) reference to the Chairperson in this constitution include a reference to them.

4.5 Vice President

The Vice President has the following duties –

- (a) oversee and ensure any Sub-Committees are responsible and accountable; and
- (b) provide support and assistance to the President; and
- (c) in the absence of the President, undertake all the roles and responsibilities of their position; and
- (d) in the absence of the President from an Executive Committee meeting, chair the meeting; and
- (e) carry out any other duty given to the Vice President under these rules or by the Executive Committee.

4.6 Finance Director

The Finance Director has the following duties –

- (a) unless another person is authorised by the Executive Committee, manage the Association's financial affairs; and
- (b) ensure that the Association complies with the relevant requirements of Part 5 of the Act; and
- (c) ensure the safe custody of the Associations financial records, financial statements and financial reports; and
- (d) oversee the payment of all monies into such account or accounts of the Association as the Executive Committee from time to time direct; and
- (e) ensure that any payments to be made by the Association that have been authorised by the Executive Committee are made on time; and
- (f) if the Association is a tier 1 Association, coordinate the preparation of the Association's financial statements before their submission to the Association's AGM; or
- (g) if the Association is a tier 2 Association or tier 3 Association, coordinate the preparation of the Association's financial report before its submission to the Association's AGM; and
- (h) provide any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report under Part 5 Division 5 of the Act; and
- (i) carry out any other duty given to the Finance Director under these rules or by the Executive Committee.

4.7 Secretary

The Secretary has the following duties –

- (a) unless the Administration Manager is authorised by the Executive Committee, manage the Association's correspondence; and
- (b) unless the Administration Manager is authorised by the Executive Committee to do so, maintain on behalf of the Association the register of Members, and recording in the register any changes in the Membership; and
- (c) consult with the Chairperson, regarding the business to be conducted at each Executive Committee meeting and any General Meetings; and
- (d) prepare the notices required for meetings and for the business to be conducted at meetings; and
- (e) unless the Administration Manager is authorised by the Executive Committee to do so, maintain on behalf of the Association a record of Executive Committee Members and their terms of office and other persons authorised to act on behalf of the Association; and
- (f) unless the Administration Manager is authorised by the Executive Committee to do so, ensure the safe custody of the books of the Association, other than the financial records, financial statements and financial reports; and
- (g) maintain full and accurate minutes of Executive Committee meetings and General Meetings; and
- (h) carry out any other duty given to the Secretary under these rules or by the Executive Committee.

4.8 Term of Office

- (1) A term of office of an Executive Committee Member begins when the Member –
 - (a) is elected to the Executive Committee at an annual General Meeting; or
 - (b) is appointed to fill a casual vacancy under rule 4.13.
- (2) All Executive Committee office bearers shall hold office for a term of two (2) years.
- (3) Half elections will take place at each AGM; the President and Secretary office bearer positions shall be open for election in one year; and the Vice President and Financial Director office bearer positions shall be open for election in alternate years.
- (4) Should events transpire wherein all four office bearer positions are open for election at the same AGM, the President and Secretary positions will be valid for 2+1 years to enable the half-election process to take place.
- (5) All Executive Committee office bearers shall be eligible for re-election for up to four consecutive terms, subject to being re-elected under rule 4.10.
- (6) Any Executive Committee office bearer serving four consecutive terms, must have a minimum one term break from an office bearer position, before being eligible for re-election.

4.9 Nomination of Executive Committee Members

- (1) At least thirty (30) days prior to the AGM the Administration Manager must send written notice to all Members –
 - (a) calling for nominations for election to the Executive Committee; and

- (b) state the date by which nominations must be received by the Administration Manager to comply with sub-rule (2).
- (2) A Member who wishes to be considered for election to the Executive Committee at the Annual General Meeting must nominate for election by sending written notice of the nomination to the Administration Manager at least fourteen (14) days before the Annual General Meeting.
- (3) The written notice must include a copy of the resolution by the Affiliate Member in support of the nomination.
- (4) Nominations are limited to a maximum of one (1) representative from each Affiliate Member.
- (5) A Member whose nomination does not comply with this rule is not eligible for election to the Executive Committee unless the Member is nominated under rule 4.13.

4.10 Election of Office Holders

- (1) The Executive Committee office bearers must be elected at an AGM or at a Special General Meeting in the event of resignation, removal or other circumstances under rule 4.12.
- (2) The newly elected Executive Committee must convene an Executive Committee meeting within 30 days after the AGM.

4.11 Resignation and Removal from Office

- (1) An Executive Committee Member may resign from the Executive Committee by written notice given to the Administration Manager or the President.
- (2) The resignation takes effect –
 - (a) when the notice is received by the Administration Manager or President; or
 - (b) if a later time is stated in the notice, at that later time.
- (3) At a General Meeting, the Association may by resolution –
 - (a) remove an Executive Committee Member from office; and
 - (b) elect a Member who is eligible under rule 4.2 (3) to fill the vacant position.
- (4) An Executive Committee Member who is the subject of a proposed resolution under sub-rule (3) (a) may make written representations (of a reasonable length) to the Executive Committee and may ask that the representation be provided to the Members.
- (5) The Executive Committee may give a copy of the representations to each Member or, if they are not so given, the Executive Committee Member may require them to be read out at the General Meeting at which the resolution is to be considered.

4.12 When Membership of Executive Committee Ceases

- (1) A person ceases to be an Executive Committee Member if the person –
 - (a) dies or otherwise ceases to be a Member; or
 - (b) resigns from the Executive Committee or is removed from office under rule 4.11; or
 - (c) becomes ineligible to accept an appointment or act as an Executive Committee Member under section 39 of the Act;
 - (d) becomes permanently unable to act as an Executive Committee Member because of a mental or physical disability; or
 - (e) holds any office of employment of the Association; or
 - (f) is absent without consent from three (3) consecutive Executive Committee meetings.

- (2) Under section 41 of the Act the person, as soon as practicable after their Membership ceases, must deliver to the Executive Committee all the relevant documents and records they hold pertaining to the management of the Association's affairs.

4.13 Filling Casual Vacancies

- (1) The Executive Committee may appoint a Member who is eligible under rule 4.2 (3) to fill a position on the Executive Committee that –
 - (a) has become vacant; or
 - (b) was not filled by election at the most recent Annual General Meeting; or
 - (c) following resignation or removal or other circumstances under rule 4.12.
- (2) If the position of Secretary becomes vacant, the Executive Committee must appoint a Member who is eligible under rules 4.2 (3), 4.3 (6) and 4.3 (7) to fill the position within 14 days after the vacancy arises.
- (3) Subject to the requirement for a quorum under rule 4.19, the Executive Committee may continue to act despite any vacancy in its Membership apart from that stated in 4.13 (2).
- (4) If there are fewer Executive Committee Members than required for a quorum under rule 5.5, the Executive Committee may act only for the purpose of –
 - (a) appointing Executive Committee Members under this rule; or
 - (b) convening a General Meeting.

4.14 Sub-Committees

- (1) To help the Executive Committee in the conduct of the Association's business the Executive Committee may, in writing, do either or both of the following –
 - (a) appoint one or more Sub-Committees; and
 - (b) create one or more subsidiary offices and appoint people to those offices.
- (2) A Sub-Committee may consist of a number of people, whether or not Members, that the Executive Committee considers appropriate.
- (3) A person may be appointed to a subsidiary office whether or not the person is a Member.
- (4) Subject to any directions given by the Executive Committee –
 - (a) a Sub-Committee 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 determined in the by-laws.

4.15 Delegation to Sub-Committees and Holders of Subsidiary Offices

- (1) In this rule –
non-delegable duty means a duty imposed on the Executive Committee by the Act or another written law.
- (2) The Executive Committee may, in writing, delegate to a Sub-Committee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the Executive 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 sub-Committee or the holder of a subsidiary office under this rule, may be exercised or performed by the Sub-Committee 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 Executive Committee specifies in the document by which the delegation is made.
- (5) The delegation does not prevent the Executive Committee from exercising or performing at any time the power or duty delegated.
- (6) Any act or thing done by a Sub-Committee 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 Executive Committee.
- (7) The Executive Committee may, in writing, amend or revoke the delegation.

4.16 Executive Committee Meetings

- (1) The Executive Committee must meet not less than six (6) times in each year on the dates and at the times and places determined by the Executive Committee.
- (2) The date, time and place of the first Executive Committee meeting must be determined by the Executive Committee Members and take place within thirty (30) days of the Annual General Meeting at which the Executive Committee Members are elected.
- (3) Special meetings may be convened by the President or any five (5) Executive Committee Members.

4.17 Notice of Executive Committee Meetings

- (1) Notice of each Executive Committee meeting must be given to each Executive Committee Member at least one (1) 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 sub-rule (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 Executive Committee Members at the meeting unanimously agree to treat that business as urgent.

4.18 Executive Committee Meeting Procedure and Order of Business

- (1) The President or, in the President's absence, the Vice President must preside as Chairperson at the Executive Committee meeting.
- (2) If the President or Vice President are absent or unwilling to act as Chairperson of a meeting the Executive Committee Members must choose one of them to act as Chairperson of the meeting.
- (3) The procedure to be followed at an Executive Committee meeting will be determined from time to time by the Executive Committee.
- (4) The order of business at an Executive Committee meeting may be determined by the Executive Committee Members at the meeting.
- (5) A Member or guest who is not an Executive Committee Member may attend a meeting if invited to do so by the Executive Committee.
- (6) A person invited under sub-rule (5) to attend an Executive 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 Executive Committee to do so; and
 - (c) cannot vote on any matter that is to be decided at the meeting.

4.19 Quorum for Executive Committee Meetings

- (1) Subject to rule 4.13 (3), no business is to be conducted at an Executive Committee meeting unless a quorum is present.
- (2) At an Executive Committee meeting 50% (or the lower whole number) of Executive Committee Members, must be present to constitute a quorum for the conduct of the business of an Executive Committee meeting.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of an Executive 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.

4.20 Voting at Executive Committee Meetings

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

4.21 Use of Technology for the Executive Committee

- (1) The presence of an Executive Committee Member at an Executive Committee meeting need not be by attendance in person but may be by that Executive Committee Member and each other Executive Committee Member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A Member who participates in an Executive Committee meeting as allowed under sub-rule (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.

4.22 Minutes of Executive Committee Meetings

- (1) The Executive Committee must ensure that minutes are taken and kept of each Executive Committee meeting.
- (2) The minutes must record the following –
 - (a) the names of the Executive Committee Members present at the meeting; and
 - (b) the name of any person attending the meeting under rule 4.18 (5); and
 - (c) the business considered at the meeting; and
 - (d) any motion on which a vote is taken at the meeting and the result of the vote; and
 - (e) the disclosure of an Executive Committee Member's material personal interest in a matter being considered at an Executive Committee meeting.
- (3) The minutes of the Executive Committee meeting must be entered in the Association's minute book within 30 days after the meeting is held.

- (4) The use of an electronic recording device at Executive Committee meetings can be used solely for the purpose of ensuring accuracy of the minutes. At an Executive Committee meeting following, after the minutes have been recorded as a true and accurate recording of proceedings, the recording must be destroyed or deleted.
- (5) The President must ensure that the minutes of an Executive Committee meeting are reviewed and passed as correct by –
 - (a) the Chairperson of the meeting; or
 - (b) the Chairperson of the next Executive Committee meeting.
- (6) When the minutes of an Executive 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.

4.23 Circular Motion without a Meeting

- (1) Subject to rule 4.20 (2), the Executive Committee may pass a circular resolution without an Executive Committee meeting being held.
- (2) The Executive Committee must not pass a circular resolution in relation to any of the following matters –
 - (a) the removal of an auditor; or
 - (b) the appointment or removal of an Executive Committee Member; or
 - (c) a matter that must be dealt with by Special resolution.
- (3) A circular motion is passed if all Executive Committee Members vote on the resolution sign or otherwise agree to the resolution in the manner set out in sub-rule (4) and (5).
- (4) Each Executive Committee Member may sign –
 - (a) a single document setting out the resolution and containing a statement that they agree to the resolution; or
 - (b) separate copies of that document, provided that the wording of the resolution is the same in each copy.
- (5) The Association may send a circular resolution by electronic means to the Executive Committee Members and the Executive Committee Members may agree to the resolution by sending an electronic reply to that effect, including the text of the resolution in their reply.

4.24 Inspection of Records and Documents

- (1) An Executive Committee Member must not use or disclose information in any record or document except for a purpose –
 - (a) that is directly connected with the affairs of the Association; or
 - (b) that is related to complying with a requirement of the Act.
- (2) Subject to the Act and to this Constitution, the Executive Committee must determine whether and on what terms the books, records and other documents of the Association will be open to the inspection of Members, other than Executive Committee Members.
- (3) A Member, other than an Executive Committee Member, does not have the right to inspect any document of the Association, except as provided by the Act or otherwise as agreed by the Executive Committee.

4.25 Publication by Executive Committee Members of Statements about Association Business

An Executive Committee Member must not publish, or cause to be published any statement about the business conducted by the Association at a General Meeting or Executive Committee meeting unless –

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

4.26 Validity of Acts

The acts of an Executive Committee or Sub-Committee, or of an Executive Committee Member or Member of a Sub-Committee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of an Executive Committee Member or Member of a Sub-Committee.

PART 5 – MEETINGS

5.1 Annual General Meeting (AGM)

- (1) The Executive Committee must determine the date, time and place of the Annual General Meeting, within three months of the end of the Association's financial year.
- (2) A notice convening the AGM shall be sent to all Members.
- (3) The ordinary business of the Annual General Meeting is as follows –
 - (a) to confirm the minutes of the previous AGM and of any Special General Meeting held since then if the minutes of that meeting have not yet been confirmed; and
 - (b) to receive and consider –
 - (i) the annual report on the Association's activities during the preceding financial year; and
 - (ii) 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; or
 - (iii) 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
 - (iv) 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; and
 - (c) to elect any Executive Committee Members of the Association; and
 - (d) to appoint a patron/s as required; and
 - (e) to appoint or remove an auditor (if applicable) in accordance with the Act; and
 - (f) any other business of which notice has been given in accordance with these rules may be conducted at the Annual General Meeting.

5.2 Special General Meetings

- (1) The Executive Committee may convene a Special General Meeting.
- (2) The Executive Committee must convene a Special General Meeting if at least 20% of Affiliate Members require a Special General Meeting to be convened.
- (3) The Affiliate Members requiring a Special General Meeting to be convened must –
 - (a) make the requirement by written notice given to the Secretary or Administration Manager; 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 sub-rule (3).
- (5) If the Executive Committee does not convene a Special General Meeting within that 28-day period, any Affiliate Member may convene the Special General Meeting to discuss the Special resolution under 5.2 (3).
- (6) A Special General Meeting convened by Affiliate Members under sub-rule (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) 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.
- (8) The Special resolution must be passed by not less than two-thirds of the Affiliate Members of the Association who are eligible to cast a vote at the meeting.

5.3 Notice of General Meetings

- (1) A General Meeting may be held on the dates and at the times and places determined by the Executive Committee.
- (2) The Administration Manager, Secretary, or in the case of a Special General Meeting convened under rule 5.2, the Affiliate 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 Affiliate Members who have nominated for election to the Executive Committee; and
 - (d) if a Special resolution is proposed –
 - (i) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
 - (ii) state that the resolution is intended to be proposed as a Special resolution; and
 - (iii) be passed by not less than three quarters of the Affiliate Members who cast a vote at the meeting.

- (4) For Tier 2 and Tier 3 Associations a reviewer or auditor is entitled to receive all notices of and other communications relating to any General Meetings of the Association, that a Member is entitled to receive.

5.4 Minimum Number of General Meetings

A minimum number of two (2) General Meetings with Affiliate Members shall be held per year.

5.5 Presiding Member and Quorum for General Meetings

- (1) The President or, in their absence, the Vice President will 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 50% plus one (1) of representatives from Affiliate Members and at least 50% plus one (1) of members of the Executive Committee will constitute a quorum for the conduct of business.
- (4) If a quorum is not present within 30 minutes after the notified commencement time of a General Meeting –
 - (a) Where the meeting is convened on the requisition of Members, the meeting must be automatically dissolved; and
 - (b) In any other case –
 - (i) the meeting stands adjourned to a day, time and place as the Executive Committee decides, or at the same time and day in the following week; and
 - (ii) if no quorum is present at the resumed meeting within 30 minutes after the appointed time, provided at least four (4) Affiliate Members are present at the resumed meeting, they will be taken to constitute a quorum.

5.6 Adjournment of General Meeting

- (1) The Chairperson of a General Meeting at which a quorum is present may, with the consent of a majority of the Members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting sub-rule (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.

5.7 Voting at General Meetings

- (1) On any procedural question arising at a General Meeting –
 - (a) subject to sub-rule (3) each Affiliate Member has one vote; and
 - (b) Executive Committee Members are not entitled to vote.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous General Meeting only Affiliate Members who were present at that meeting may vote.

5.8 Minutes of General Meetings

- (1) The Secretary, or Administration Manager if authorised by the Executive Committee, 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) The President must ensure that the minutes of a General Meeting are reviewed and passed as correct by –
 - (a) the Chairperson of the next meeting; or
 - (b) the Chairperson of the next General Meeting.
- (4) 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.
- (5) The minutes of a General Meeting must be entered into the minute book or in an electronic format within 30 days after the meeting is held.

5.9 When Special Resolutions are Required

- (1) A Special resolution is required if it is proposed at a General Meeting –
 - (a) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.
- (2) Sub-rule (1) does not limit the matters in relation to which a Special resolution may be proposed.
- (3) Under the Act, a Special resolution is required if the Association proposes to do any of the following –
 - (a) to alter its rules, including changing the name of the Association; or
 - (b) to approve the terms of an amalgamation with one or more other Associations; or
 - (c) to be wound up voluntarily; or
 - (d) to cancel its incorporation.

5.10 Determining Whether a Resolution is Carried

- (1) 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 51 of the Act, and if a poll is demanded, in accordance with sub-rules (2) and (3).
- (2) If a poll is demanded on any question by the Chairperson of the meeting or by at least three other Affiliate Members present in person –
 - (a) the poll must be taken at the meeting in the manner determined by the Chairperson; and
 - (b) the Chairperson must declare the determination of the resolution on the basis of the poll; and
 - (c) the poll must be taken immediately.
- (3) If a poll is demanded and taken under sub-rule (2) in respect of ordinary resolutions, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.

5.11 Proxies

- (1) Affiliate Members have one (1) vote at any meeting.

- (2) No additional proxy votes will be considered for General Meetings, Executive Committee Meetings, Special General Meetings or AGMs.
- (3) Proxy votes must be in writing and submitted to the Secretary, or Administration Manager if authorised by the Executive Committee, 24 hours prior to the meeting.

PART 6 – DISCIPLINARY ACTION, DISPUTES AND MEDIATION

In this Part –

Member, in relation to a Member who is expelled from the Association includes former Member, whose Membership ceased not more than three months prior.

6.1 Disciplinary Action

- (1) Where the Executive Committee is advised or considers that a Member has allegedly –
 - (a) breached, failed, refused or neglected to comply with a provision of this Constitution or the by-laws; or
 - (b) acted in a manner unbecoming of a Member or prejudicial to the objects and interests of the Association and/or the sport of football (soccer); or
 - (c) brought the Association into disrepute;the Executive Committee may commence or cause to be commenced disciplinary proceedings against that Member.
- (2) The Member will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms as set out in the by-laws.

6.2 Suspension or Expulsion

- (1) A Member whose Membership is suspended or who is expelled from the Association will be given written notice of the outcome.
- (2) During the period a Member's Membership is suspended the Member –
 - (a) loses any rights (including voting rights) arising as a result of Membership; and
 - (b) is not entitled to a refund, rebate, relief or credit for Membership fees paid, or payable, to the Association.
- (3) When a Member's Membership is suspended, the Administration Manager 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.
- (4) When the period of the suspension ends, the Administration Manager must record in the register of Members that the Member's Membership is no longer suspended.

6.3 Resolving Disputes

- (1) This rule applies to –
 - (a) disputes between Members; or
 - (b) disputes between the Association and one or more Member;that arise under the rules or relate to the rules of the Association.

6.4 Parties to Attempt to Resolve Disputes

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

6.5 How the Grievance Procedure is Started

- (1) If the parties are unable to resolve the dispute between themselves within the time required, any party to the dispute may start the grievance procedure by giving written notice to the Administration Manager of –
 - (a) the parties to the dispute; and
 - (b) the matters that are the subject of the dispute.
- (2) Within seven (7) days after the Administration Manager is given the notice, a Disputes & Protests Sub-Committee must be convened to consider and determine the dispute.
- (3) The Administration Manager must give each party to the dispute written notice of the meeting at which the dispute is to be considered and determined at least seven 48 hours before the meeting is held.
- (4) The notice given to each party to the dispute must state –
 - (a) when and where the 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 Disputes & Protests Sub Committee about the dispute.
- (5) If –
 - (a) the dispute is between one or more Members and the Association; and
 - (b) any party to the dispute gives written notice to the Administration Manager stating that the party –
 - (i) does not agree to the dispute being determined by the Disputes & Protests Sub Committee; and
 - (ii) requests the appointment of a mediator under rule 6.8,the Disputes and Protests Sub-Committee must not determine the dispute.

6.6 Determination by the Disputes & Protests Sub-Committee

- (1) At the meeting at which a dispute is to be considered and determined, the Disputes & Protests Sub-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 Disputes & Protests Sub Committee about the dispute; and
 - (b) give due consideration to any submissions so made; and
 - (c) determine the dispute.
- (2) The Disputes & Protests Sub-Committee must give each party to the dispute written notice of the Committee's determination, and the reasons for the determination, within seven (7) days after the Disputes & Protests Sub-Committee meeting at which the determination is made.
- (3) A party to the dispute may, within seven (7) days after receiving notice of the Disputes & Protests Sub-Committee's determination request the appointment of a mediator under rule 6.8.
- (4) If notice is given under sub-rule (3), each party to the dispute is a party to the mediation.

6.7 Application of Mediation Rule

- (1) This section applies if written notice has been given to the Administration Manager requesting the appointment of a mediator –
 - (a) by a Member; or
 - (b) by a party to a dispute under rule 6.5 (5)(b)(ii) or rule 6.6 (3).
- (2) If this section applies, a mediator must be chosen or appointed under rule 6.8.

6.8 Appointment of a 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 Disputes & Protests Sub-Committee; or
 - (c) by agreement between the parties to the dispute.
- (2) If there is no agreement, then the Executive Committee must appoint the mediator.
- (3) The person appointed as mediator by the Executive Committee must be –
 - (a) a person who acts as a mediator for Football West or another similar organisation; and
 - (b) must not have a personal interest in the matter that is subject of the mediation; or
 - (c) must not be biased in favour of or against any party of the mediation.

6.9 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 five (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) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

6.10 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 6.7; 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 an Executive Committee meeting or General Meeting during the period of suspension or expulsion.

PART 7 – FINANCIAL MATTERS

7.1 Financial Year

The Association's financial year will be the period of 12 months commencing on 1 November and ending on 31 October of the following year.

7.2 Source of Funds

The funds of the Association may be derived from Membership fees, levies, donations, sponsorship, fundraising activities, grants, interest and any other sources approved by the Executive Committee.

7.3 Control of Funds

- (1) The Association must open an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.
- (2) Subject to any restrictions imposed at a General Meeting, the Executive Committee may approve expenditure on behalf of the Association.
- (3) The Executive Committee may authorise the Finance Director or nominated staff to expend funds on behalf of the Association, with prior approval from the Executive Committee required for each item on which the funds are expended.
- (4) Excluding sub-rule (3) all financial transactions of the Association must be approved by –
 - (a) the President and Finance Director; or
 - (b) one of the above and a person authorised by the Executive Committee.
- (5) The number of bank signatories at any one time, shall not exceed three (3).
- (6) All funds of the Association must be deposited into the Association's account within five (5) working days after their receipt.

7.4 Financial Statements and Financial Reports

- (1) For each financial year, the Executive Committee must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the financial statements or financial reports of the Association are met.
- (2) Without limiting sub-rule (1), those requirements include –
 - (a) if the Association is a tier 1 Association, the preparation of the financial statements; or
 - (b) if the Association is a tier 2 Association or tier 3 Association, the preparation of the financial report; and
 - (c) if required, the review or auditing of the financial statements or financial report, as applicable; and
 - (d) the presentation to the Annual General Meeting of the financial statements or financial reports, as applicable; and
 - (e) if required, the presentation to the Annual General Meeting of the copy of the report of the review or auditor's report, as applicable, on the financial statements or financial report.
- (3) The Association must keep financial records that –

- (a) correctly record and explain its transactions and financial position and performance; and
 - (b) enable true and fair financial statements to be prepared.
- (4) The Association must retain its financial records for at least seven (7) years after the transactions are completed.

7.5 Auditor

- (1) At the AGM, the Affiliate Members shall appoint an auditor/s at such remuneration as they determine.
- (2) The auditor shall examine and audit all the books, accounts, receipts and other financial records of the Association and report thereon to the following AGM.

PART 8 – GENERAL MATTERS

8.1 Giving Notices to Members

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.

8.2 Record of Office Holders

- (1) Under Section 58 of the Act the Association must maintain –
 - (a) the names and addresses of Executive Committee Members and office bearers of the Association provided for by its rules.
- (2) The Association must, upon request of a Member, make available the record for inspection by the Member.
- (3) The Member may make a copy or take an extract but does not have the right to remove the record.

8.3 Custody of Books and Securities

- (1) Subject to sub-rule (2), the books and any securities of the Association must be kept in the Administration Manager's custody or under their control.
- (2) The financial records and, as applicable, the financial statements or financial reports of the Association must be kept in the Administration Manager's custody or under their control.
- (3) Sub-rules (1) and (2) have effect except as otherwise decided by the Executive Committee.
- (4) The books and securities of the Association must be retained for at least seven (7) years.

8.4 Executing Documents

The Association may execute a document without using a common seal if the document is signed by –

- (a) the Chairperson; and
- (b) at least one Executive Committee Member or person authorised by the Executive Committee.

8.5 Indemnification

The Association will indemnify any person who is an Executive Committee Member, officer, or agent or who is or was serving in another capacity at the request of the Association 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.

8.6 Dissolution of the Association

- (1) The Association may cease its activities and have its incorporation cancelled in accordance with the Act if the Affiliate Members resolve by Special resolution that the Association will –
 - (a) apply to the Commissioner for cancellation of its incorporation; or
 - (b) appoint a liquidator to wind up its affairs.
- (2) The Association must be wound up under Section 30(a) and Part 9 of the Act before cancellation can take place if it has outstanding debts or any other outstanding legal obligations or is a party to any current legal proceedings.
- (3) Upon cancellation of the Association, the surplus property must only be distributed to one or more of the following –
 - (a) an incorporated Association under the Act; or
 - (b) a body which has similar objects and which is not carried out for the profit or gain of its individual members; or
 - (c) a body corporate that at the time of the distribution is the holder of a licence under the charitable collections legislation in Western Australia; or
 - (d) a company limited by guarantee that is registered as mentioned in section 150 *Corporations Act 2001*; or
 - (e) a company holding a licence that continues in force under section 151 of the *Corporations Act 2001*; or
 - (f) a body corporate that –
 - (i) is a Member or former Member of the Association; and
 - (ii) at the time the Surplus Property is distributed, has rules that prevent the property being distributed to its Members; or
 - (g) a trustee for a body corporate; or
 - (h) a co-operative registered under the *Co-operatives Act 2009* that, at the time of the distribution, is a non-distributing co-operative as defined in that Act.

8.7 By-Laws

- (1) The Executive Committee may formulate, issue, adopt, interpret and amend by-laws for the proper advancement, management and administration of the Association, the advancement of the Objects and as it thinks necessary or desirable from time to time.
- (2) Such by-laws must be consistent with the Act, the regulations and these rules.
- (3) All by-laws made under sub-rule (1) shall be binding on the Members of the Association.
- (4) At the request of a Member, the Association 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.

8.8 Alteration of Rules

- (1) No repeals of any existing rules and no new rules or alteration, amendments or suspensions of a rule shall be valid unless a Special resolution is carried by a three-quarters majority of Members present and with voting rights at an Annual or Special General Meeting.
- (2) Notices of motions to repeal, alter or suspend any rule shall be given to the Administration Manager at least twenty-one (21) days preceding the Annual or Special General Meeting at which the motion shall be presented.
- (3) Within one month after the making of any amendment or addition to the rules of the Association, passed by Special resolution, the Executive Committee shall send or deliver the required documents and a certified copy of the amendment or alteration to the relevant department. No effect will be given to the amendments without the approval of this department.

END