



**Western Australian Rugby Union Referees Association**

# **CONSTITUTION**

**(Feb 2023)**

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## **1 Name**

The name of the association shall be WESTERN AUSTRALIAN RUGBY UNION REFEREES ASSOCIATION (INC).

## **2 Affiliation**

The Association shall affiliate with the WARU and such other rugby organisations as may be determined from time to time by the Executive Committee.

## **3 Definitions and Interpretation**

3.1. In this constitution unless the context otherwise requires:

“Act” means the Associations Incorporation Act 2015 and any subsequent legislation superseding this act as may be passed from time to time;

“adoption date” means the date on which this Constitution was adopted by the members at a general meeting;

“Annual General Meeting” means the Annual General Meeting of the members of the Association;

“Association” means Western Australian Rugby Union Referees Association (Inc) (“WARURA”);

“Coaching and Appointments Board” or “CAB” means a mandatory Sub-Committee of this Association as required by Rule 10 [Coaching and Appointments Board];

“Executive Committee” means the committee of the Association having responsibility for the management of the Association as described in Rule 6 [Management];

“elected member” means a member elected at an Annual General Meeting and includes the persons named in the schedule;

“Extraordinary General Meeting” means a meeting of the members of the Association as defined in Sub-Rule 18.8(a) other than an Annual General Meeting or a general meeting;

“financial year” means the period from 1st day of October in each year to 30th day of September in the next year;

“general meeting” means any meeting of the members of the Association other than the Annual General Meeting and an Extraordinary General Meeting;

“grievance procedure” means the procedures set out in this Rule 30 [Disputes];

“member” or “members” means a member or members of the Association: “month” means a calendar month;

“party to a dispute” includes a person who:

(a) is a party to the dispute and

(b) ceases to be a member within six months before the dispute. "person" includes a body corporate;

"RA" means the Rugby Australia Limited (ACN 002 898 544) (previously "Australian Rugby Union Limited);

"Rules" means the Rules of this Constitution;

"RugbyWA" is the trading name of the Western Australian Rugby Union (Inc.) and where used means Western Australian Rugby Union (Inc.);

"shall" means "must";

"Special Meeting" means a meeting of the Executive Committee as defined in Sub-Rule 8.2;

"WAJRU" means the Western Australian Junior Rugby Union (Inc) or RugbyWA Juniors (Inc);

"WARU" means the Western Australian Rugby Union (Inc);

words in the singular number include the plural number and vice versa. words of the masculine gender include the feminine gender and vice versa;

words in either the masculine or feminine gender or in the singular or plural number include a body corporate as well as a natural person.

3.2. The headings to Rules shall not affect the interpretation of this Constitution.

3.3. Unless otherwise specifically expressed in this Constitution.

(a) a period of time described by way of a number of days means the total number of those days exclusive of both the day or the act or event from or after which that period is computed and the day or the act or event which is to occur or be permitted to occur upon the expiration of that period.

(b) A reference to a statute includes the amendments to that statute for the time being in force and any statute passed in substitution therefore and the regulations for the time being in force thereunder.

(c) any register or record required to be kept for the purposes of the Association may be kept in a computer or other memory bank device and a printout of its contents certified by the President or Vice President or Secretary or Treasurer shall be conclusive evidence of the particulars contained in the printout and

3.4. a notice required or authorised to be given to a member shall be in writing and may be given to the member personally or sent to the member by post to the member's last known address in which case it will be taken to have been delivered forty-eight (48) hours after posting or by sending it to the electronic address (if any) nominated by the member in which case it will be taken to have been delivered on the day it is transmitted to that address.

3.5. Where any discretion is authorised by this Constitution to be carried out by the Executive Committee or a person on behalf of the Executive Committee such discretion may be exercised at any time and on as many separate occasions as the Executive Committee or any person shall think appropriate.

#### **4 Objects**

The objects of the Association are as follows:

- (a) to promote knowledge and understanding of the laws of the game of rugby union football as adopted by the RA and the WARU.
- (b) to encourage persons to act as referees of rugby union football and to instruct, coach and develop them in the art of refereeing.
- (c) to encourage persons to qualify as active members of the Association.
- (d) to provide referees to control games of rugby union football generally, and more particularly games in competitions conducted by the WARU, the WAJRU, the Western Australian Schools Association and other similar organisations.
- (e) to assist its members in all matters pertaining to rugby union football.

#### **5 Powers**

In carrying out its objects the Association shall have the following powers:

- (a) to appoint, employ, remove or suspend such managers, clerks, general employees, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association.
- (b) to acquire by purchase, lease exchange, hire or otherwise and to hold, improve, develop or turn to account any real or personal property.
- (c) to sell, manage, lease, exchange, hire, mortgage, charge, dispense with or otherwise deal with any of the assets or real or personal property of the Association.
- (d) to print and publish or join in printing and publishing any newsletter, newspaper, periodicals, books, journals or other document that the Association thinks desirable.
- (e) to invest any liquid assets of the Association in such manner as may be determined by the Association.
- (f) to assist or subscribe to any charitable or patriotic educational or public purpose or any fund which may be raised for the benefit or assistance of any person, society or association.
- (g) to borrow or raise money by overdraft or by the issue of or upon bonds, debentures, debenture stock, bills of exchange, promissory notes or in any such other manner as the Association may determine and to secure the repayment of moneys so borrowed by mortgaging or charging all or any part of the property of the Association or by giving such other form of security as decided by the Association.
- (h) to establish or promote or assist in establishing or promoting and to subscribe or to become a member of or to acquire, accept, hold or sell shares or stock in any company, association or undertaking whose objects are wholly or in part similar to those of the Association or may be likely to promote or advance its interests.
- (i) to act as trustee, agent, attorney, nominee, manager or custodian for and to hold any real or personal property for and on behalf of any person and to undertake and execute all trusts and fiduciary relationships authorised by law.
- (j) to enter into any arrangements for sharing profits, union of interest, co-operation, joint venture, reciprocal concession, partnership or otherwise with

any person or engage in any undertaking or transaction so as to directly or indirectly benefit the Association.

- (k) to open bank accounts and transact all necessary and incidental business on such accounts provided that at all times all cheques drawn on such bank accounts are signed by either two (2) of the President, Vice President, Secretary or Treasurer of the Association for the time being.
- (l) to do all such other sets and things as are conducive or incidental to giving effect to the foregoing objects or advancing the welfare and achieving the aims of the Association.

## **6 Management**

- 6.1. The Association shall be managed by an Executive Committee comprising of not less than five (5) members nor more than eight (8) members all of whom are to be members of the Association.
- 6.2. The Executive Committee shall consist of:
  - (a) the President, Vice President, Secretary, Treasurer elected by the members and
  - (b) not less than one (1) and not more than four (4) ordinary committee members and such other persons as the Executive Committee may appoint from time to time as members of the Executive Committee who shall remain in office until removal, resignation or the next Annual General Meeting of the Association subject to Rule 20 [Election of Executive Committee Members], whichever shall occur first.
- 6.3. The President and in the President's absence the Vice President shall Chair the Executive Committee.
- 6.4. The first members constituting the Executive Committee after the adoption date are the persons named in the schedule all of whom will be regarded as elected members of the Executive Committee.
- 6.5. The business of the Association shall be managed by the Executive Committee who may exercise all the powers conferred on the Association and the Executive Committee in exercising powers of the Association may delegate any such powers as the Executive Committee sees fit.

## **7 Vacancies**

- 7.1. A casual vacancy occurs in the office of an Executive Committee member and that office becomes vacant if the Executive Committee member:
  - (a) dies.
  - (b) resigns by notice in writing delivered to the President or, if the Executive Committee member is the President, to the Vice President.
  - (c) is convicted of an offence under the Act.
  - (d) is permanently incapacitated by mental or physical ill-health.
  - (e) is absent from more than:
    - (i) three (3) consecutive Executive Committee meetings or
    - (ii) three (3) Executive Committee meetings in the same financial year, of which the Executive Committee member has received notice without tendering an apology to the person presiding at each of those Executive Committee meetings.

- (f) ceases to be a member of the Association.
- 7.2. The position of an Executive Committee member shall be vacated if the Executive Committee member concerned:
- (a) resigns that position.
  - (b) ceases to be a member of the Association or
  - (c) is removed by a resolution passed at an Extraordinary General Meeting by a majority of at least three-fourths (3/4) of those members present and entitled to vote.
- 7.3. A retiring member:
- (a) will remain in office until the conclusion of the meeting at which the member retires.
  - (b) shall be eligible for re-election.
  - (c) a member shall be entitled to stand for re-election as President immediately following a term where they have served as President, provided that, no member shall be permitted to stand for election or serve as President where the completion of the new term would result in them occupying or holding the office for greater than four (4) consecutive years.
- 7.4. Any vacancy except that of the position of President occurring under Sub-Rule 7.1, 7.2 or 7.3 shall be filled by appointment of the Executive Committee at the next meeting of the Executive Committee following the vacancy occurring. The new appointee will occupy the office until that office is to be re-elected as described in Sub-Rule 20.6 (in the case of Vice-President, Secretary or Treasurer) or until the next AGM (in the case of an ordinary Committee Member).
- 7.5. A vacancy of the position of President must be filled at an Extraordinary General Meeting at the earliest opportunity following the vacancy occurring.

## **8 Proceedings of the Executive Committee**

- 8.1. The Executive Committee shall meet at least once every two (2) months for the transaction of business and may adjourn and otherwise regulate its meetings and the transaction of business as it thinks fit.
- 8.2. At any time, on the request of three (3) Executive Committee members, the Secretary shall convene a special meeting of the Executive Committee.
- 8.3. Notice of Executive Committee meetings shall be given in accordance with the following:
- (a) At least two (2) days' notice (unless special circumstances in the view of the Chair of the meeting dictate otherwise), specifying the place, time and general nature of the proposed business of the meeting shall be given to each Executive Committee member.
  - (b) The requirements of Sub-Rule 8.3 (a) may be waived with the consent of a majority of all those Executive Committee members (whether present or not at the meeting) and for the purpose of this provision, the consent of an Executive Committee member may be given at the meeting for which notice was not properly given.
- 8.4. The quorum for a meeting of the Executive Committee shall be four (4).

- 8.5. The minutes of a meeting of the Executive Committee purporting to be signed by the Chair for that meeting or by the Chair of the next succeeding meeting are prima facie evidence of the proceedings recorded in those minutes.
- 8.6. Resolutions of the Executive Committee:
- (a) A resolution in writing signed by all of the persons who are Executive Committee members at the date of the resolution shall be as valid and effective as if it had been passed at a properly convened meeting of the Executive Committee.
  - (b) The resolution may consist of several documents in like form each signed by one or more of the Executive Committee members.
- 8.7. All acts done at a meeting of the Executive Committee shall notwithstanding that it is afterwards discovered that there was some defect in the appointment of the Executive Committee or of an Executive Committee member or that an Executive Committee member was disqualified be as valid as if each Executive Committee member had been properly appointed and qualified to act in that capacity.

## **9 Sub-Committees**

- 9.1. The Executive Committee may:
- (a) appoint and constitute such Sub-Committees as the Executive Committee thinks appropriate consisting of:
    - (i) no more than one (1) Executive Committee member with the exception of the Coaching and Appointments Board which does not require an Executive Committee member;
    - (ii) any number of other members of the Association;
    - (iii) any other persons deemed appropriate by invitation of the Executive Committee; and
    - (iv) all such persons are appointed to a Sub-Committee by the Executive Committee unless specified otherwise under these Rules.
  - (b) delegate to any Sub-Committee so appointed any of the powers and duties of the Executive Committee.
  - (c) revoke or recall any appointment or delegation.
- 9.2. A Sub-Committee so appointed:
- (a) shall periodically report their proceedings to the Executive Committee.
  - (b) shall conduct their business in accordance with any directions given to it by the Executive Committee.
- 9.3. The Executive Committee must maintain a Sub-Committee functioning as the Coaching and Appointments Board as outlined Rule 10.

## **10 Coaching and Appointments Board**

- 10.1. The Coaching and Appointments Board (CAB):
- (a) must be vested on behalf of the Association with the exclusive power and authority to appoint match officials as per Rule 4 [Objects] Sub-Rule (d) (in whatever capacity) to rugby union football matches conducted in the State of Western Australia other than those appointed by Rugby Australia and the various WA Country rugby unions or as may be agreed with these bodies from time to time. This authority is under the auspices of RugbyWA competition



rules or other competition rules governing rugby competitions in Western Australia.

- (b) will be responsible for developing appropriate policies to carry out its roles of coaching and appointments, in accordance with directives and requests made by the Executive Committee. Such CAB policies will be submitted to the Executive Committee for review and comment prior to endorsement.
- (c) will, in accordance with CAB policies, be responsible for selecting referees or groups of referees and for selecting referee coaches or groups of referee coaches to whom development plans and opportunities are presented and for establishing and implementing those plans. This will include the power to nominate referees or referee coaches for exchanges and the like with other domestic or international organisations and competitions.
- (d) (save for casual vacancies which are to be filled as soon as practicable) will comprise of not less than three (3) and no more than five (5) suitably qualified members who shall be appointed by the Executive Committee from nominations made by the members of the Association at the Annual General Meeting. Nominations shall be requested as part of the formal notification of the Annual General Meeting under Rule 18 [Meetings]. Nominations will be accepted up to and including the date of the Annual General Meeting. If less than three nominations are made prior to the meeting, nominations will be requested and accepted from the floor.
- (e) if less than three (3) nominations are received at the Annual General Meeting, then the Executive Committee shall appoint such additional suitably qualified member(s) as they consider appropriate to fill the vacant position(s).
- (f) in the event of a casual vacancy, shall have such vacancy filled by a suitably qualified member of the Association appointed by the Executive Committee.
- (g) may (but shall not be required) to include no more than one (1) member of the Executive Committee amongst its number.
- (h) shall conduct their business in accordance with any directions given to it by the Executive Committee.
- (i) shall nominate to the Executive Committee one of their number for appointment in the role of Chair of the CAB. The Executive Committee may approve the appointment of that individual or request other nominations from the CAB members. Once appointed, the Chair of the CAB shall remain in the position until removed, resignation or the next Annual General Meeting of the Association whichever shall first occur.
- (j) shall whenever requested by the Executive Committee submit such oral or written reports as the Executive Committee may deem appropriate. The Chair of the Coaching and Appointments Board or in their absence a nominated deputy shall attend Executive Committee meetings in order to provide oral reports to Executive Committee. The Chair of the Coaching and Appointments Board shall provide a written and oral report of the Board's activities to the Annual General Meeting of the Association.
- (k) may have its members substituted or removed by the Executive Committee at any time without the Executive Committee assigning any reason for such removal. Any CAB member so removed may initiate proceedings under Rule 30 [Disputes].
- (l) may have such further powers delegated to it as the Executive Committee thinks necessary, expedient or desirable.

## **11 Appointments**

- 11.1. The Executive Committee may make the following appointments:
- (a) Honorary Solicitor: to transact legal business on behalf of the association as the Executive Committee may deem necessary. The appointment of a solicitor extends to the appointment of a firm.
  - (b) Honorary Ombudsman: to be available to represent any member with a grievance against the Association, the Appointments Board or the Executive Committee as described in Rule 15 [Rights of Members].
  - (c) Property Officer: to be responsible for sourcing and distribution of clothing and other equipment of the Association.
  - (d) Delegates: to other related organisations such as the WAJRU and the WARU as the Executive Committee may deem necessary.
- 11.2. Such appointments shall be for a term of one (1) year only and any casual vacancy occurring may be filled by the Executive Committee.

## **12 Secretary**

- 12.1. The Secretary shall:
- (a) coordinate the correspondence of the Association.
  - (b) keep full and correct minutes of the proceedings of the Executive Committee and of the Association.
  - (c) comply on behalf of the Association with:
    - (i) Section 53 of the Act in respect of the register of members of the Association
    - (ii) Section 35 of the Act in respect of the Rules of the Association and
    - (iii) Section 58 of the Act in respect of the record of office holders and any trustees of the Association.
  - (d) have custody of all the books, documents, records and registers of the Association, including those referred to in Sub-Rule 12 (c), other than those required by Rule 13 [Treasurer] to be kept and maintained by, or in the custody of, the Treasurer and
  - (e) keep and maintain, on behalf of the Association, the register of members in accordance with Section 53 of the Act and that register shall be so kept and maintained at the Secretary's place of residence.
  - (f) cause the name of a person who dies or who ceases to be a member to be deleted from the register of members referred to in Sub-Rule 12 (e).
  - (g) perform such other duties as are imposed by these Rules on the Secretary.

## **13 Treasurer**

- 13.1. The Treasurer shall:
- (a) be responsible for the receipt and control of all moneys paid to or received by the Treasurer on behalf of the Association and shall issue receipts for those monies in the name of the Association.
  - (b) pay all monies referred to in Sub-Rule 13 (a) into such account or accounts of the Association as the Executive Committee may from time to time direct.

- (c) make payments from the funds of the Association with the authority of a general meeting or of the Executive Committee.
- (d) comply on behalf of the Association with Sections 66, 68 and 70 of the Act in respect of the accounting records of the Association.
- (e) whenever directed to do so by the President, submit to the Executive Committee a report, balance sheet or financial statement in accordance with that direction.
- (f) have custody of all securities, books and documents of a financial nature and accounting records of the Association including those referred to in Sub-Rule 13 (d) and (e) and
- (g) perform such other duties as are imposed by these Rules on the Treasurer.

## **14 Membership**

14.1. The membership of the Association other than Life Membership shall be open to any person approved by the Executive Committee. The membership of the Association shall be divided into the following classes:

- (a) Life Membership: Any person who has rendered distinguished and outstanding service to the Association or rugby union football in general as nominated by a financial member of the Association. The following conditions shall be observed in the election of Life Members:
  - (i) the nomination of any member of the Association as a Life Member shall be considered at an Executive Committee meeting prior to the last general meeting to be held prior to the Association's annual dinner or, in the event that an annual dinner is not held, at the Association's Annual General Meeting.
  - (ii) the Executive Committee shall consider the nominations.
  - (iii) the members present at the last General Meeting as described in subparagraph (i) shall consider and vote on the recommendations of the Executive Committee.
  - (iv) any election may be posthumous in order to place the proposed name on any honour roll maintained for such purposes.
- (b) Ordinary Members: Any person interested in the art of rugby union football refereeing and who has satisfied the Executive Committee as to that person's suitability.
- (c) Social Members: Any person who is interested in the art of rugby union football refereeing but who is not actively involved in refereeing. Social Members are eligible to vote, hold office and in all other respects, shall conform to and be bound by the Rules of the Association for the time being in force.
- (d) Junior Members: Any person of the age of seventeen (17) or under and who is interested in the art of rugby union football refereeing. A Junior Member shall not be eligible to vote or hold office but, in all other respects, shall conform to and be bound by the Rules of the Association for the time being in force.
- (e) Country Members: Any person who is interested in the art of rugby union football refereeing but who is resident outside the Perth metropolitan area and who has satisfied the Executive Committee as to that person's suitability and who does not normally referee in the Perth metropolitan area. Country members are not eligible to vote or hold office but, in all other respects, shall

conform to and be bound by the Rules of the Association for the time being in force.

- (f) Honorary Member: Any person who is interested in the art of rugby union football refereeing and who the Executive Committee believes warrants appointment as an Honorary Member. Honorary members are not eligible to vote or hold office but, in all other respects, shall conform to and be bound by the Rules of the Association for the time being in force. The position of honorary members as specified in this Sub-Rule shall be rendered vacant by the death, resignation or removal of that person. The removal or appointment to fill such vacancy shall be at the discretion of the Executive Committee.

## **15 Rights of Members**

- 15.1. Membership carries the right of attending all meetings of the Association and the right to address and be heard on any issue being properly dealt with at a meeting.
- 15.2. Members are entitled to attend all social events subject to the payment of such charges as are in the sole discretion of the Executive Committee levied in respect of those events.
- 15.3. Subject to the provisions of sub-clause (4) of this clause, every member other than a junior member, country member or honorary member shall have the right:
- (a) to vote at all meetings of the Association and
  - (b) upon request made to the Executive Committee, to inspect the records and documents of the incorporated association. Such requests are to be fulfilled within 28 days from the first meeting of the executive committee following the receipt of the request.
- 15.4. A member otherwise entitled to vote shall not be so entitled at a meeting unless, at the time of the meeting, all payments due by that member by way of membership fees and subscriptions have been made and, in the case of an Extraordinary General Meeting, the member has been registered as a member for a period of not less than one (1) month prior to that Extraordinary General Meeting.
- 15.5. Membership carries with it the right to receive all periodicals issued by the Association provided such member has paid all payments due by that member by way of membership fees and subscriptions.
- 15.6. An Honorary Ombudsman may be appointed, who is a member of neither the Executive Committee nor the Appointments Board. The role of the Honorary Ombudsman is to provide an independent review of any complaint received from a member or members regarding appointments, selections or nominations or any other grievance as described in Rule 11 [Appointments]. The Honorary Ombudsman shall report the findings of such review to the Executive Committee and the member or members concerned. The Executive Committee may then choose to act on the report, as appropriate. The Honorary Ombudsman's report and the Executive Committee's response shall be made available to all members, subject to the agreement of the complainant, following deliberation by the Executive Committee.

## **16 Application for Membership**

- 16.1. Applications for ordinary membership shall be in such form as prescribed by the Executive Committee.

- 16.2. The Executive Committee may in its absolute discretion refuse an application for membership without assigning any reason for the refusal.
- 16.3. A person's membership begins when they are approved by the Executive Committee and are entered into the register of members.

## **17 Subscriptions of Members of Association**

- 17.1. The Executive Committee shall from time to time at a meeting of the Executive Committee determine the amount of the subscription to be paid by each member.
- 17.2. Each member shall pay to the Treasurer, annually on or before 30 September in each year or such other date as the Executive Committee may from time to time determine, the amount of the subscription determined under Sub-Rule 17.1.
- 17.3. Subject to Sub-Rule 17.4, a member whose subscription is not paid within one (1) month after the relevant date fixed by or under Sub-Rule 17.2 ceases on the expiry of that period to be a member, unless the Executive Committee decides otherwise.
- 17.4. A member is a financial member for the purposes of these Rules if the member's subscription is paid on or before the relevant date fixed by or under Sub-Rule 17.2 or within one (1) month thereafter.
- 17.5. A member who is not a financial member shall not be appointed to officiate at games of rugby union football.
- 17.6. Subject to agreement with a member, the Treasurer may deduct any monies due or may become due to the member for the sole purposes of payment of the members subscription.

## **18 Meetings**

- 18.1. The Annual General Meeting must be held each calendar year and shall be held where practical not earlier than the first day of October in each year and not later than the last day of November of the same year.
- 18.2. The date of the Annual General Meeting shall be determined by the Executive Committee and a minimum of 21 days' notice of the meeting shall be given to members. Such notice shall be given to the email address or postal address that the member provided (or as may have been amended) in the register of members.
- 18.3. 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, indicate the positions on the Executive Committee that are falling vacant and invite nominations for election to the Executive Committee under Rule 20 [Election of Executive Committee Members] 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.
- 18.4. Members wishing to nominate for positions on the Executive Committee must submit their nominations in accordance with Rule 20 [Election of Executive Committee

- Members] no less than seven (7) days before the annual general meeting. The names of nominees shall then be circulated to members prior to the meeting.
- 18.5. The business to be dealt with at an Annual General Meeting shall be:
- (a) the reading and confirmation of the minutes of the previous Annual General Meeting;
  - (b) to receive the President's annual report for the year;
  - (c) to receive the Treasurer's report for the year;
  - (d) to receive nominations for the Coaching and Appointments Board;
  - (e) approve payments to the existing Executive Committee in accordance with Sub-Rule 28.3;
  - (f) to elect a President, a Vice President, a Secretary, a Treasurer (as required in accordance with Sub-Rule 20.6);
  - (g) to elect not more than four (4) ordinary members of the Executive Committee;
  - (h) to appoint an auditor;
  - (i) to consider and vote on resolutions notice of which have been given; and
  - (j) to transact general business.
- 18.6. A member intending to propose a resolution at the Annual General Meeting shall give written notice of the resolution to the Secretary seven (7) days prior to the meeting. Amendments to resolutions may be proposed from the floor during discussion at the meeting and will be voted on prior to voting on the substantive resolution. Such amendments must be proposed and seconded by members who are entitled to vote at the meeting.
- 18.7. An Association ordinary or "Club" meeting shall be held at least once a month during the Western Australian rugby season and on such dates as shall be determined by the Executive Committee. Such meetings shall include updates on the proceedings of the Executive Committee, the Coaching and Appointments Board and any other Sub-Committees and shall address regular activities of the Association and its members and may include social activities as well as formal education sessions. Such meetings may act as a General Meeting if ten (10) or more members who are entitled to vote under Rule 15 [Rights of Members] are present and make a vote to hold a General Meeting. When such a meeting becomes a General Meeting, a record of attendees will be made and minutes of any formal proceedings will be taken by the Honorary Secretary or, in their absence, a nominated individual. A General Meeting will be chaired in accordance with sub-rule 18.9 [Chair of the Meeting:].
- 18.8. Extraordinary General Meeting:
- (a) An Extraordinary General Meeting may be convened by the Executive Committee or on the request of not less than ten (10) members having at the date of the request a right to attend and vote at an Extraordinary General Meeting.
  - (b) Where an Extraordinary General Meeting is requested, the Executive Committee shall immediately convene an Extraordinary General Meeting to be held on a date fixed by the Executive Committee being not earlier than fourteen (14) and not more than twenty-eight (28) days after the receipt of the request.
  - (c) The request shall state the purpose of the Extraordinary General Meeting and be signed by all the members requesting that meeting and be lodged with the secretary of the Association.

- (d) The date of an Extraordinary General Meeting shall be determined by the Executive Committee and a minimum of 14 days' notice of the meeting shall be given to members in writing either by letter or by email.
- 18.9. Chair of the Meeting:
- (a) The President or in the President's absence the Vice President shall take the Chair at a meeting of the Association.
  - (b) If neither the President or the Vice President is present within fifteen (15) minutes after the time appointed for the meeting or if neither of them is willing to act, then the members present shall choose one of their number to Chair the meeting.
- 18.10. Adjournment of a Meeting:
- (a) The Chair may without the consent of a meeting at which a quorum is present and shall where so directed by the meeting adjourn the meeting from time to time and from place to place but no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting on which the adjournment took place.
  - (b) If a meeting is adjourned for more than thirty (30) days, then notice of the adjourned meeting shall be given as if it were the original meeting but otherwise it will not be necessary to give any notice relating to an adjourned meeting.
- 18.11. Quorum for a Meeting:
- (a) No business shall be transacted at a meeting unless a quorum of members is present when the meeting proceeds to business.
  - (b) Ten (10) members present in person shall be a quorum for a meeting of the Association.
  - (c) If within fifteen (15) minutes from the time appointed for a meeting a quorum is not present, then the meeting shall be adjourned to such other day time and place as decided by the Executive Committee being not more than forty (40) days after the date initially appointed for the original meeting.

## **19 Resolutions Proposed at a Meeting**

- 19.1. Unless otherwise provided in this Constitution all resolutions proposed at a general meeting shall be passed by a simple majority of those members present and entitled to vote.
- 19.2. Voting:
- (a) Each member shall have one vote on each question submitted to a vote at a meeting.
  - (b) In case of an equality of votes, the Chair of the meeting shall have a casting vote in addition to the Chair's vote as a member.
- 19.3. Manner of Voting:
- (a) Voting on all questions submitted at a meeting (except voting for the election of the members of the Executive Committee) shall be by a show of hands unless a poll is demanded by the Chair of the meeting or by at least five (5) members present and entitled to vote.
  - (b) Unless a poll is demanded in accordance with the provisions of Sub-Rule 19.3 (a), a declaration by the Chair that a resolution motion has been carried or lost shall be final and conclusive.

- (c) If a poll is demanded, then it will be taken in such manner as previously determined by the Executive Committee or in the absence of a determination to that effect then as directed by the Chair.

## **20 Election of Executive Committee Members**

- 20.1. As provided in Sub-Rule 20.6 below, the President, Vice President, Secretary and Treasurer positions shall be filled by election at each Annual General Meeting.
- 20.2. Up to but not more than four (4) Ordinary Members shall be elected to the Executive Committee at the Annual General Meeting.
- 20.3. A candidate for election to an elected position shall be proposed and seconded by members who are entitled to vote at the meeting.
- 20.4. A nomination of a position:
  - (a) shall be in writing in such form as approved by the Executive Committee.
  - (b) shall be signed by the proposer (who may be the nominated person) and seconder and by the candidate to verify the candidate's acceptance of the nomination.
  - (c) shall be lodged with the Secretary seven days prior to the commencement of the meeting at which the nomination is to be voted. If insufficient members for a quorum for the incoming Executive Committee are nominated prior to the Annual General Meeting, then the Chair of the meeting can request nominations from the floor of the meeting or adjourn the Annual General Meeting to allow time for further nominations.
- 20.5. Treatment of Nominations:
  - (a) Immediately after the close of the time for submitting nominations, the Secretary shall inform the President of all nominations.
  - (b) Where the number of nominations received is more than one (1) in respect to the office to be filled by the election at a meeting then:
    - (i) the Secretary shall prepare a list of the candidates' names in alphabetical order to include the names of their respective proposers and seconds and this list shall be circulated at the meeting and
    - (ii) the election of the officers shall be by a show of hands or by ballot as determined by the President.
    - (iii) if there is no nomination for any position such position shall be filled by a nominee of the Executive Committee with the exception of the position of President which must be put to an Extraordinary General Meeting to be called as soon as possible after the Annual General Meeting in order to elect a President. Those Executive Committee members elected at the annual general meeting may meet in the absence of a President in order to organise the Extraordinary General Meeting to elect a President.
- 20.6. Term:
  - (a) As from 2019, the President and Treasurer will be elected, and will in the ordinary course hold that office, for a period of two years. They will be elected at the Annual General Meeting held in years ending in an odd digit.
  - (b) As from 2020, the Vice President and the Secretary will be elected, and will in the ordinary course hold that office, for a period of two years. They will be elected at the Annual General Meeting held in years ending in an even digit.



- (c) Ordinary Members of the Executive Committee shall be elected for a term of one year. Such members may stand again for election the following year.

## **21 Expulsion and Resignation**

- 21.1. If the Executive Committee considers that a member should be suspended and/or expelled from membership of the Association because the member's conduct was detrimental to the interests of the Association, the Executive Committee shall communicate, either orally or in writing to the member:
  - (a) notice of the proposed suspension or expulsion and of the time, date and place of the Executive Committee meeting at which the question of that expulsion will be decided and
  - (b) particulars of that conduct,not less than 30 (thirty) days before the date of the Executive Committee meeting referred to in Sub-Rule 21.1 (a).
- 21.2. At the Executive Committee meeting referred to in a notice communicated under Sub-Rule 21.1, the Executive Committee may, after having afforded the member concerned, a reasonable opportunity to be heard by, or to make representations in writing to, the Executive Committee, suspend, expel or decline to expel that member from the Association and shall, forthwith after deciding whether or not so to suspend or expel that member, communicate that decision in writing to that member.
- 21.3. Subject to Sub-Rule 21.5, a member who is expelled under Sub-Rule 21.2 from membership of the Association ceases to be a member fourteen (14) days after the day on which the decision so to expel that member is communicated to the member under Sub-Rule 21.2.
- 21.4. A member who is suspended or expelled under Sub-Rule 21.2 from membership of the Association shall, if the member wishes to appeal against that suspension or expulsion, give notice to the Secretary of that member's intention to do so within the period of fourteen (14) days referred to in Sub-Rule 21.3.
- 21.5. When notice is given under Sub-Rule 21.4:
  - (c) the Association in a general meeting must either, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting, confirm or set aside the decision of the Executive Committee to expel that member and
  - (d) the member who gave that notice does not cease to be a member unless and until the decision of the Executive Committee to expel that member is confirmed under this Sub-Rule 21.5.
- 21.6. A member who delivers notice in writing of that member's resignation from the Association to the Secretary or another Executive Committee member ceases on that delivery to be a member.
- 21.7. A person who ceases to be a member under Sub-Rule 21.1 remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of that cessation.
- 21.8. If a person is expelled from the Association, that person ceases to be a member:
  - (e) under Rule 21.2 upon receipt of the decision in writing, as required by that Sub-Rule or

(f) if a meeting is convened under Sub-Rule 21.5, at the conclusion of that meeting,

whichever is the latter.

21.9. If a person is expelled under Sub-Rule 20.2, but subsequently reinstated under Sub-Rule 21.5, nothing done in the intervening period will be invalidated or rendered a nullity by that reinstatement.

21.10. Rules 30 [Disputes] and 31 [Mediation] do not apply to the procedures enunciated by this Rule 21.

## **22 Leave of Absence**

22.1. The Executive Committee may grant leave of absence to an Executive Committee member upon such terms and conditions as determined by the Executive Committee.

## **23 Audit**

23.1. An honorary auditor shall be appointed by the members at each Annual General Meeting to hold office until the next Annual General meeting.

23.2. The duty of the auditor shall be at least once in each year:

(a) to audit the accounts and other financial records of the Association. and

(b) to report to the members as to the balance sheet profit and loss account and accompanying accounts to be presented to an Annual General Meeting stating in that report whether in the opinion of the auditor they are properly drawn up so as to give a true and fair view of the affairs of the Association.

23.3. Vacancy in the office of auditor:

(c) A casual vacancy occurring in the office of auditor may be filled by the Executive Committee and the auditor appointed will hold office until the next Annual General Meeting.

(d) Until the first Annual General Meeting following the adoption date the Executive Committee may appoint the auditor.

(e) An appointment of a person as the auditor at an Annual General Meeting or by the Executive Committee extends to the appointment of a firm.

23.4. For the purposes of this Rule 23, audit (and derivative variations of the word) will mean an audit or review as those terms are used in Part 5 of the Act.

## **24 Office**

24.1. The office of the Association shall be at such a place in Western Australia as decided by the Executive Committee.

## **25 Seal**

25.1. The Association shall have and use a common seal which will be inscribed with its name.

25.2. The seal shall be kept in the custody of the Secretary and shall only be used by authority of a resolution of the Executive Committee.

25.3. All documents to which the seal is affixed shall be countersigned by two Executive Committee members and the Secretary or some other person appointed by the Executive Committee for that purpose.

25.4. The Secretary shall keep a record of all documents to which the seal has been affixed.

## **26 Rules**

26.1. The Executive Committee may make, vary and revoke such Rules consistent with this Constitution as it considers necessary for the management of the business and affairs of the Association and for giving effect to the provisions of this Constitution.

26.2. The Rules shall be binding on all members until repeal by the Executive Committee or rescinded or amended by a resolution passed at a general meeting.

## **27 Patrons**

27.1. The Executive Committee may appoint any person as a patron or a vice patron of the Association on such terms and conditions as the Executive Committee thinks fit.

## **28 Income and Property**

28.1. The income and property of the Association shall be applied solely towards the promotion of the objects of the Association. No portion of the income or property shall be paid, transferred or distributed directly or indirectly to the members of the Association provided that nothing shall prevent the payment in good faith of remuneration to any officer or employee of the Association or to any person in return for services rendered to the Association.

28.2. The Executive Committee may approve the payment to a member of the Association, for the provision of services in accordance with Sub-Rule 4 (d). Such payment will be equal per match, for all members where the provision of services requires a similar level of time, skill and experience. Such payment may be made from the funds of the Association.

28.3. The Executive Committee may recommend that the Annual General Meeting approve the payment to a member of the Executive Committee, for the provision of services in accordance with Sub-Rule 4 (d). Such payment will be equal, per match, as described in Sub-Rule 28.2. Such payment may be made from the funds of the Association.

## **29 Amendment of Constitution**

29.1. This Constitution may be added to repealed or amended by a resolution passed at a general meeting.

29.2. A resolution for the amendment addition to or repeal of this Constitution shall be of no effect unless:

- (a) notice of the resolution has been given at the previous general meeting or at least twenty-one (21) days prior to the meeting at which the same is to be presented.
- (b) the resolution was passed at the meeting by a majority of at least three fourths (3/4) of those members present and entitled to vote.
- (c) the provisions of the Act have been complied with where the amendment or addition relates to the objects for which the Association was constituted.

## **30 Disputes**

30.1. The procedure set out in this Rule (the grievance procedure) applies to disputes:

- (a) between members or
  - (b) between one or more members and the Association.
- 30.2. 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.
- 30.3. If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Sub-Rule 30.2, 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.
- 30.4. Within 28 days after the secretary is given the notice, a committee meeting must be convened to consider and determine the dispute.
- 30.5. 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.
- 30.6. 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, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute.
- 30.7. If:
- (a) the dispute is between one or more members and the Association and
  - (b) any party to the dispute gives written notice to the secretary 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 31 [Mediation],
    - (iii) the committee must not determine the dispute.
- 30.8. At the committee meeting at which a dispute is to be considered and determined, the committee must:
- (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute and
  - (b) give due consideration to any submissions so made and
  - (c) determine the dispute.
- 30.9. 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.
- 30.10. A party to the dispute may, within 14 days after receiving notice of the committee's determination under Sub-Rule 30.8 (c), give written notice to the secretary requesting the appointment of a mediator under Rule 31 [Mediation].
- 30.11. If notice is given under Sub-Rule 30.10, each party to the dispute is a party to the mediation.

## **31 Mediation**

- 31.1. This Rule 31 applies if written notice has been given to the secretary requesting the appointment of a mediator by a party to a dispute under Rule 30 [Disputes].
- 31.2. If this Rule applies, a mediator must be chosen or appointed under this Rule.
- 31.3. The mediator must be a person by agreement between the parties to the dispute.
- 31.4. If there is no agreement for the purposes of Sub-Rule 31.3 then, subject to Sub-Rules 31.5 and 31.6, the Executive Committee must appoint the mediator.
- 31.5. The person appointed as mediator by the Executive Committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre.
- 31.6. The person appointed as mediator by the committee may be a member or former member of the Association but must not:
  - (a) have a personal interest in the matter that is the subject of the mediation or
  - (b) be biased in favour of or against any party to the mediation.
- 31.7. The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- 31.8. 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.
- 31.9. In conducting the mediation, the mediator must:
  - (c) give each party to the mediation every opportunity to be heard and
  - (d) allow each party to the mediation to give due consideration to any written statement given by another party and
  - (e) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- 31.10. The mediator cannot determine the matter that is the subject of the mediation.
- 31.11. 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.
- 31.12. The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

## **32 Dissolution**

- 32.1. The Association may be dissolved or wound up by a resolution passed at an Extraordinary General Meeting (being a meeting which was called specifically for that purpose) by at least seventy-five percent (75%) of all the ordinary members and social members as at the date of that meeting.
- 32.2. Upon the passing of a resolution for dissolution or winding up the property of the Association shall be released, and all its debts and liabilities discharged.
- 32.3. If upon winding up or dissolution of the Association there remains after satisfaction of all debts and liabilities any property whatsoever, the same must not be paid or distributed among the members, or former members. The surplus property must be given or transferred to another sporting association incorporated under the Act which has similar objects, and which is not carried

out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of members.

## SCHEDULE 1

Executive Committee immediately following the adoption of these Rules:

Honorary President: Mr Liam Ward

Honorary Vice-President: Mr Peter Miller

Honorary Secretary: Mr. Justin Shakeshaft

Honorary Treasurer: Mrs. Jo-anne Langley

Committee Member: Mr Max Strizek

Committee Member: Mr Raymond Cooper

Committee Member: Mr Brendan Fitzgerald