

CONSTITUTION OF:

**UNIVERSITY OF WESTERN AUSTRALIA –
NEDLANDS FOOTBALL CLUB (Inc)**

As at 2 October 2023, updated to incorporate changes made to '26 Financial Year End' on 13 August 2014 but not reflected in subsequent updates. 2017 updates are included.

Table of Contents

1	NAME OF CLUB	3
2	DEFINITIONS	3
3	OBJECTS OF THE CLUB	4
4	POWERS OF THE CLUB	4
5	CLUB COLOURS	5
6	MEMBERSHIP OF THE CLUB	5
7	REGISTER OF MEMBERS OF THE CLUB	6
8	MEMBERSHIP FEES	6
9	RESIGNATION OF MEMBERS OF THE CLUB	6
10	CONDUCT OF MEMBERS OF THE CLUB	6
11	COMMITTEE	8
12	PRESIDENT AND VICE-PRESIDENT	9
13	SECRETARY	9
14	TREASURER	10
15	CASUAL VACANCIES IN MEMBERSHIP OF COMMITTEE	10
16	PROCEEDINGS OF COMMITTEE	11
17	GENERAL MEETINGS	12
18	QUORUM IN PROCEEDINGS AT GENERAL MEETINGS	14
19	MINUTES OF MEETINGS OF THE CLUB	15
20	VOTING RIGHTS OF MEMBERS	15
21	PROXIES OF MEMBERS	15
22	EXTERNAL BOARD	15
23	RULES, BY-LAWS AND POLICIES OF THE CLUB	16
24	COMMON SEAL OF THE CLUB	16
25	INSPECTION OF RECORDS OF THE CLUB	17
26	FINANCIAL YEAR END	17
27	AUDITOR	17
28	ALTERING THE CONSTITUTION	17
29	INCOME AND PROPERTY	17
30	DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF THE CLUB	18

1 Name of Club

The name of the Club is “University of Western Australia – Nedlands Football Club (Inc.)”.

2 Definitions

In these Rules, unless the contrary intention appears:

Act means the Associations Incorporation Act 1987 (WA) as in force from time to time and any Act made in substitution therefore and a reference to a section of the Act includes a substituted section;

AGM means the annual general meeting of the Club;

Board means the Board referred to in Rule 22;

Club means the University of Western Australia – Nedlands Football Club (Inc);

Commissioner means the Commissioner referred to in section 39A of the Act;

Committee means the Committee responsible for the management of the Club referred to in Rule 11.1;

Committee Meeting means the Committee meeting referred to in Rule 16;

Committee Member means a person referred to in Rule 11.1 or 11.2;

Financial Member means a Member who has paid the amount of the appropriate membership fee and a Member in respect of whom no fee is payable;

FIFA means Federation Internationale de Football Association;

Football means “Association Football” as recognised by FIFA from time to time and includes the games of football, soccer football, indoor or 5 a side (futsal) football, beach football, and any derivations or modifications thereof;

Football West means Football West Limited, the state governing body of Football (Soccer) in Western Australia, or any successor;

General Meeting means an Annual General Meeting or a Special General Meeting;

Junior Member means a Member aged less than 18 years;

Member means a member of the Club;

NFC means the former Nedlands Football Club Inc;

Notice wherever referred to in the context of giving notice includes the giving of a document and means actual notice or notice given in the manner provided for in Rules 17.9 and 17.10;

Ordinary Resolution means a resolution other than a Special Resolution;

Patron means a person so elected to be a Member by way of being Patron of the Club;

President means the person referred to in Rule 11.1;

Registrar means the person referred to in Rule 11.1(e);

Secretary means the person referred to in Rule 11.1(c);

Special General Meeting means a special general meeting convened pursuant to Rule 17.1(b) or 17.1(c);

Special Resolution has the meaning given in Rule 27.3;

Sub-Committee means any Committee set up by and being subordinate to the Committee;

Treasurer means the person referred to in Rule 11.1(d);

UWA means the University of Western Australia established under the *University of Western Australia Act 1911*;

UWANFC means the University of Western Australia – Nedlands Football Club Inc;

UWASC means the former University of Western Australia Soccer Club Inc;

UWA Sports means the Sports and Recreation Council of UWA and any successor; and

Vice-President means the person referred to in Rule 11.1(b).

3 Objects of the Club

3.1 The objects of the Club are:

- (a) to play, foster, enjoy, promote, provide, organise and participate in Football;
- (b) to procure, provide and maintain grounds, playing fields, materials, equipment, clubhouse, accommodation and other facilities for Football in Western Australia.

3.2 The property and income of the Club shall be applied solely towards the promotion of the objects of the Club and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

3.3 Rule 3.2 does not prohibit making a payment in good faith for:

- (a) out-of-pocket expenses incurred by a Member; or
- (b) a service rendered to the Club by a Member in a professional, technical or other capacity where the amount payable is not more than an amount which commercially would be reasonable payment for the service;
- (c) goods supplied by a Member to the Club;
- (d) reasonable and proper interest on money borrowed from a Member; or
- (e) reasonable and proper rent for premises let by any Member to the Club.

4 Powers of the Club

The Club may do all things necessary or convenient for carrying out its objects and purposes and without limiting the generality of that expression for those purposes may do the things specified in section 13 of the Act.

5 Club Colours

The Club Colours, to be worn on the field of play by Members, are Green, Gold, Blue, and White or any combination of some or all of those colours as approved by the Committee from time to time.

6 Membership of the Club

- 6.1 Membership of the Club is open to any person interested in advancing the objects of the Club.
- 6.2 A Member shall be:
- (a) Patron;
 - (b) Honorary Member;
 - (c) Junior Member;
 - (d) Life Member;
 - (e) Ordinary Member; or
 - (f) such other class of Member as the Committee may determine by Ordinary Resolution.
- 6.3 A person who wishes to become a Member (with the exception of the Patron, Honorary, Life Member or such other Member or class of Member as the Committee determines is excepted from making application) shall:
- (a) make application to the Committee in writing signed by that person or in such form, including electronic form, as the Committee from time to time approves; and
 - (b) pay the membership fee determined pursuant to Rule 8.
- 6.4 The Committee (or its delegate) shall consider each application made and shall accept or reject that application.
- 6.5 An Honorary Member and Patron shall be a person appointed by the Committee as such a Member. The period of membership shall be determined by the Committee for each appointment. An Honorary Member and Patron shall not pay any subscription and shall not be permitted to vote at any meeting of the Club, nor have any right, title or interest in or to any property of the Club nor propose or second any member for any office in the Club, unless in respect of any of those matters expressly permitted to do so by the Committee.
- 6.6 A Life Member shall be a person elected at the Annual General Meeting on the recommendation of the Committee for meritorious service rendered to the Club. A Life Member shall not pay any membership fees. Life members of the previous entities (UWASC and NFC) shall automatically receive life membership to UWANFC without election.
- 6.7 The maximum number of guests per Member per day for the purposes of section 48(4)(b) of the *Liquor Control Act* 1988 is 4.
- 6.8 The Members may at a General Meeting on the recommendation of the Committee elect a Patron who shall hold office until the next Annual General Meeting at which time they shall be eligible for re-election.

- 6.9 A Member shall be a Member only for the period to which the membership relates and shall have no right, interest, or legitimate expectation that they will have their membership renewed and without derogating from the generality of the foregoing a decision by the Committee or its delegate not to renew the membership of a Member will be final and there will be no appeal or challenge, including legal challenge, to that decision, nor any right to reasons for that decision, any Rule, By-Law or Policy to the contrary notwithstanding.

7 Register of Members of the Club

- 7.1 The Secretary shall keep and maintain or cause to be kept or maintained a register of Members and their postal and residential addresses which shall be so kept and maintained at the Club.
- 7.2 The Secretary shall cause the name of a person who ceases to be a Member to be deleted from the register.

8 Membership Fees

- 8.1 The Committee shall from time to time at a Committee Meeting determine the amount of the membership fee to be paid by a Member or class of Member in respect of each year or period as determined by the Committee.
- 8.2 Subject to clause 8.5 a Member shall pay to the Treasurer the amount of the membership fee determined under Rule 8.1 before they are allowed to play in any competition or have any entitlements or benefits of a Member.
- 8.3 Should Rule 8.2 provide significant disadvantage to a Member or class of Member, the Committee may in its discretion waive payment or determine appropriate terms of payment. If the determined terms of payment are not met, the Member shall be automatically suspended from competition, training, entitlements and benefits until all remaining subscriptions are paid in full.
- 8.4 Only a Financial Member is eligible to vote at a General Meeting.
- 8.5 The Committee may waive the membership fee payable for any Member or class of Member.

9 Resignation of Members of the Club

- 9.1 A Member may by notice in writing to the Secretary resign as a Member.
- 9.2 A person who is suspended from or ceases to be a Member pursuant to Rule 9.1 or Rule 10 shall pay to the Club the amount of any subscription due and payable by that person to the Club but unpaid at the date of that cessation and shall not be entitled to and shall not make any claim for reimbursement of any membership fees paid by the Member.

10 Conduct of Members of the Club

- 10.1 A Member shall comply with the Rules, By-Laws and any Policy of the Club, as in force from time to time.

- 10.2 A Member may complain to the Committee against any other Member. Such complaint shall be made in writing to the Secretary. The Committee may in its discretion decide whether to investigate the complaint and the procedure.
- 10.3 A Member against whom a complaint is made shall, before any adverse finding or adverse consequence be visited against the Member, be given notice of the nature of the complaint and shall be afforded the opportunity, either orally or in writing, to respond.
- 10.4 Without limiting the powers of the Committee, if the Committee considers that a Member may be suspended or expelled from membership of the Club because of a breach of Rule 10.1 or 10.2 or by reason of conduct detrimental to the objects of the Club, or conduct that may put the Club in disrepute, the Committee shall, either orally or in writing, give to the Member:
- (a) notice of the proposed suspension or expulsion and of the time, date and place of the Committee meeting at which the question of that expulsion will be decided; and
 - (b) particulars of that conduct, not less than 7 days before the date of the Committee meeting referred to in paragraph (a) and inviting the Member to show cause why he or she should not be suspended or expelled.
- 10.5 Where the Committee considers it necessary for reasons of safety, necessity, urgency, the reputation and standing of the Club or other good reason, the Committee may suspend or expel a Member without giving notice referred to in Rule 10.4 but must as soon as practicable give notice of the suspension or expulsion as the case may be.
- 10.6 Rule 10.10 shall not apply to any suspension or expulsion made pursuant to Rule 10.5 but the Members shall in a Special General Meeting convened within 30 days of the suspension or expulsion ratify or reject any suspension or expulsion in which case the suspension or expulsion shall be ratified or rejected as the case may be. If rejected the suspension or expulsion shall be deemed to be set aside for the time of the rejection.
- 10.7 The Committee may expel or suspend the Member for such period as the Committee determines or decline to expel or suspend that Member and shall, as soon as practicable after deciding whether or not so to expel that Member, communicate that decision in writing to that Member.
- 10.8 A Member who is suspended from membership ceases to have any rights of a Member during the period of suspension.
- 10.9 A Member who is suspended or expelled from membership of the Club must, if he or she wishes to appeal against the suspension or expulsion, give notice to the Secretary of his or her intention to do so in writing within the period of 3 days of notice being given to the Member.
- 10.10 Except in a case where the suspension or expulsion is pursuant to Rule 10.5:
- (a) the Members in a Special General Meeting shall confirm or set aside the decision of the Committee to suspend or expel that Member; and
 - (b) unless the Committee determines otherwise for reasons of safety, necessity, urgency the reputation and standing of the Club or other good reason, a Member who is suspended or expelled and gives notice under clause 10.4 does not cease to be a Member unless and until the decision of the Committee to expel or suspend him or her is confirmed or overturned under this Rule.

- 10.11 No Member shall take legal action against the Club, any member of the Committee or a member of the Board other than a claim for goods sold and services rendered but not paid for, and without derogating from the generality of the foregoing shall not bring a claim against the Club, a member of the Committee or a member of the Board arising out of any act or omission, including the negligence of the Committee or the Board or any member thereof or any representation or misrepresentation of the Committee, the Board or any member thereof.

11 Committee

- 11.1 The business of the Club shall be managed by a Committee comprising the President and not less than 6 and not more than 8 other persons who may exercise all the powers of the Club and shall comprise:

- (a) the President;
- (b) the Vice-President;
- (c) the Secretary;
- (d) the Treasurer; and
- (e) not less than 3 and not more than 5 Ordinary members

elected to the Committee by the Members by resolution, or if there are more nominations than available positions by simple majority, at the AGM or the first General Meeting following the AGM of the Club, nominations for which Committee are to be lodged with the Secretary, and whose term shall last from one AGM to another, at which time they shall be eligible for re-election, provided that no person may occupy the position of President for more than 10 successive terms. A person may not occupy more than one position at any one time. If a person nominates for, and receives a sufficient number of votes to be elected to more than one position, they shall be elected to the position in the order set out in clause 11.1 (a) to (e).

- 11.2 The first members of the Committee shall be:

- (a) President – Guy Hattersley;
- (b) Vice President – Conrad McKelvie;
- (c) Secretary – Susan Kennerly;
- (d) Treasurer – Jill Harris;
- (e) Ordinary member - Matt Hill;
- (f) Ordinary member - Peta van Heurck;
- (g) Ordinary member - Tim Kerin;
- (h) Ordinary member - Tim Lipscombe

which first members shall be Honorary Members of the Club up to the first AGM of the Club and thereafter every member of the Committee shall be an Honorary Member of the Club for so long as they be a member of the Committee, provided that such Honorary Membership shall not preclude a member of the Committee from being a Member in any other category of membership in Rule 6.2.

- 11.3 Subject to Rule 11.1, the Members may by resolution convened pursuant to Rule 17(1)(c) appoint or remove a member of the Committee.

- 11.4 When a casual vacancy within the meaning of Rule 15 occurs in the membership of the Committee, the Committee may appoint a Member to fill that vacancy, and a Member so appointed under this Rule shall
- (a) hold office until the commencement of the forthcoming AGM; and
 - (b) be eligible for re-election.

12 President and Vice-President

- 12.1 The President and in his or her absence the Vice-President shall:
- (a) preside at all general meetings and Committee meetings of the Club, or at any other meeting at which his presence may be required;
 - (b) at his or her discretion, call special meetings of the Committee to conduct the business of the Club;
 - (c) see that business at all meetings is conducted in a proper manner; and
 - (d) have a casting and a deliberative vote.
- 12.2 In the event of the absence from:
- (a) a General Meeting of:
 - (1) the President, the Vice-President; or
 - (2) both the President and the Vice-Presidentor
 - (b) a Committee meeting of:
 - (1) the President, the Vice-President; or
 - (2) both the President and the Vice-President,
- a Committee member elected by the other Committee members present, shall preside in accordance with clause 12.2.

13 Secretary

- 13.1 The Secretary shall:
- (a) maintain and distribute as necessary the correspondence of the Club;
 - (b) keep or cause to be kept full and correct minutes of the proceedings of the Committee and of the Club;
 - (c) comply on behalf of the Club with:
 - (1) Section 27 of the Act in respect of the register of members of the Club;
 - (2) Section 28 of the Act in respect of the Rules of the Club; and
 - (3) Section 29 of the Act in respect of the record of the office holders, and any trustees, of the Club;
 - (d) have custody of all books, documents, records and registers of the Club, including those referred to in paragraph (c), other than those kept and maintained by, or in the custody of, the Treasurer;

- (e) perform such other duties as directed by the Committee imposed by these Rules; and
- (f) receive communications for forwarding to the Committee.

14 Treasurer

14.1 The Treasurer shall:

- (a) be responsible for the receipt of all moneys paid to or received by the Club and shall issue receipts where necessary for those moneys in the name of the Club;
- (b) open and operate any bank accounts authorised by the Committee;
- (c) pay all moneys referred to in paragraph 14.1 into such account or accounts of the Club as the Committee may from time to time direct;
- (d) make payments from the funds of the Club with the authority of a general meeting or of the Committee and in so doing ensure that all cheques are signed and any electronic payments authorised by TWO (2) Committee members;
- (e) comply with sections 25 and 26 of the Act in respect of the accounting records of the Club;
- (f) whenever directed to do so by the Committee submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
- (g) have custody of all securities, books and documents of a financial nature and accounting records of the Club, including those referred to in paragraphs (b) and (e);
- (h) prepare or cause to be prepared and presented:
 - (1) to the Committee, draft accounts for and in respect of the relevant financial year; and
 - (2) to the Members at the AGM, accounts of the Club showing the financial position of the Club at the end of the immediately preceding financial year;
- (i) be empowered to delegate to any Assistant-Treasurer appointed by the Committee and with the approval of the Committee any duty ordinarily otherwise carried out by the Treasurer; and
- (j) perform these and such other duties as directed by the Committee or imposed by these Rules.

15 Casual Vacancies in Membership of Committee

A casual vacancy occurs in the office of a Committee Member or Board Member and that office becomes vacant if the Committee Member:

- (a) dies;
- (b) resigns by notice in writing delivered to the Committee;
- (c) is convicted of an offence under the Act;

- (d) is permanently incapacitated by mental or physical ill-health.

16 Proceedings of Committee

- 16.1 The Committee shall perform any administrative act necessary, desirable or convenient for carrying out the objects of the Club, consistent with these Rules and any By-Law or Policy, as in force from time to time.
- 16.2 The Committee may make, adopt or amend any By-Law and Policy which in its opinion is necessary, desirable or convenient for carrying out the objects of the Club not inconsistent with these Rules, which shall have effect and bind a Member as if the same were included in this Constitution.
- 16.3 The Committee shall have the power, by resolution, to censure, reprimand, suspend, dismiss, or expel any committee member, Board member or Member who in its opinion has contravened this Constitution, any By-Law or Policy and the provisions of Rule 10.3 to 10.12 shall apply with any necessary modifications.
- 16.4 The Committee may delegate any of its powers to Sub-Committees consisting of such persons as it thinks fit, provided that no act of any Sub-Committee shall be binding on the Committee or Club until ratified by the Committee. Such Sub-Committee must report to and be responsible to the Committee.
- 16.5 The Committee shall interpret the Constitution and any By-Law and Policy and any resolution passed by the Committee to determine and decide any question and any such interpretation and decision thereon shall be binding on the Club and its Members and for the purpose of any interpretation the Committee may take such advice or opinion as it considers necessary.
- 16.6 The Committee shall meet together for the dispatch of business not less than once every two calendar months provided that the President may at any time convene a meeting of the Committee.
- 16.7 Each Committee member has ONE (1) vote.
- 16.8 A question arising at a Committee meeting shall be decided by a majority of votes, but, if there is an equality of votes, the person presiding at the Committee meeting shall have a casting vote in addition to the vote to which they are entitled under Rule 16.7.
- 16.9 The Committee shall act by resolution and upon being declared carried by the person presiding shall become binding upon all Club members.
- 16.10 At a Committee meeting 5 Committee members constitute a quorum.
- 16.11 Subject to these Rules, the procedure and order of business to be followed at a Committee meeting shall be determined by the Committee members present at the Committee meeting, and shall normally (except at extraordinary General Meetings) be as follows:
- (a) adoption of the Minutes of the previous meeting;
 - (b) business arising from the Minutes;
 - (c) correspondence;
 - (d) Secretary's Report;
 - (e) Club Administration Manager's Report;
 - (f) Treasurer's Report;

- (g) Registrar's Report;
 - (h) Sub-Committee's Reports;
 - (i) special Business (Notice of Motion);
 - (j) general Business.
- 16.12 A Committee member having any direct or indirect pecuniary interest in a contract, or proposed contract made by, or in contemplation of the Committee shall comply with sections 21 and 22 of the Act.
- 16.13 A Committee member having any other direct or indirect interest including personal interest in a matter shall, before deliberation by the Committee, inform the Committee of that interest and must, if required to do so by a majority of the Committee members present, abstain from deliberating or voting on the matter, or both, as the Committee determines.

17 General Meetings

- 17.1 The Committee:
- (a) Shall cause to be convened an annual general meeting at a date, time and place determined by the Committee within the time limits provided for the holding of such meetings by section 23 of the Act;
 - (b) may convene a special general meeting when they think fit and must do so when required by the Act;
 - (c) shall, within 30 days of:
 - (1) receiving a request in writing to do so from not less than EIGHTY (80) members, convene a special general meeting for the purpose specified in that request; or
 - (2) the Secretary receiving a notice under Rule 10.9 (suspension and expulsion), convene a special general meeting for the purpose of dealing with the appeal to which that notice relates.
- 17.2 The members making a request referred to in Rule 17.1(c)(1) shall:
- (a) state in that request the purpose for which the special general meeting concerned is required; and
 - (b) sign that request.
- 17.3 If a special general meeting is not convened within the period of 30 days referred to:
- (a) in Rule 17.1(c)(1), the members who made the request convened may themselves convene a special general meeting as if they were the Committee; or
 - (b) in Rule 17.1(c)(2), the member who gave the notice convened may himself convene a special general meeting as if they were the Committee.
- 17.4 When a special general meeting is convened under Rule 17.3(a) or 17.3(b):
- (a) the members or member convening the special general meeting are entitled to access, free of charge to particulars of all members;
 - (b) the Club shall pay the reasonable expenses of convening and holding the special general meeting; and

- (c) the business conducted shall be that for which the meeting was specifically called.
- 17.5 The Secretary shall give or cause to be given to all Members not less than 14 days' notice of a general meeting and of any motions to be moved at the general meeting. If the Secretary does not do so within that time the members entitled to call a meeting may themselves give such notice.
- 17.6 A notice given under Rule 17.5 shall specify:
- (a) when and where the general meeting concerned is to be held;
 - (b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted; and
 - (c) that if half an hour subsequent to the appointed time of the meeting a quorum be not present, such meeting shall lapse.
- 17.7 In the case of an annual general meeting, the order in which business is to be transacted is:
- (a) first, the consideration of the accounts and reports of the Committee;
 - (b) second, the election of Committee members to replace outgoing Committee members; and
 - (c) third, any other business requiring consideration by the Club in a general meeting.
- 17.8 The persons entitled to attend and vote at such a meeting shall be Financial Members, in person, or by proxy.
- 17.9 Notice under Rule 17.5 or 16.8 may be given by:
- (a) delivering it to the Member personally;
 - (b) sending it to the Member by electronic means such as email or facsimile known to the person sending the document or appearing in the register of members kept and maintained under section 27 of the Act; or
 - (c) by leaving it at, or by sending it by pre-paid post to, the address of the place of residence or business of the Member last known to the person serving the document or the address of the Member appearing in the register of members kept and maintained under section 27 of the Act; or
 - (d) by posting it on the Club's website.
- 17.10 Unless the contrary be proved:
- (a) if a document is sent by fax or electronic transmission, delivery of the document is taken to:
 - (i) be effected by properly addressing and transmitting the fax or electronic transmission; and
 - (ii) have been delivered on the day following its transmission;
 - (b) a copy of the email transmission report evidencing that it was sent or a receipt that it was received or a copy of the facsimile transmission report or receipt indicating that the facsimile was sent shall be deemed to be notice given for the purposes of clause 17.9;
 - (c) in the case of notice sent by pre-paid post service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting the document and unless the contrary is proved to have been effected at the

time at which the letter would be delivered in the ordinary course of post which, unless the contrary be proved, will be deemed to have been delivered within the time specified in regulation 6 of the Australian Postal (Performance Standards) Regulations 1998 as in force from time to time and any replacement thereof.

18 Quorum in Proceedings at General Meetings

- 18.1 Provided at least 10 Members be present in person, at a general meeting 50 Members present in person or by proxy constitute a quorum.
- 18.2 If within 30 minutes after the time specified for the holding of a general meeting in a notice given under Rule 17.5:
- (a) as a result of a request or notice referred to in Rule 17.1(c) or as a result of action taken under Rule 17.3 a quorum is not present, the general meeting lapses and in the case of a notice relating to a suspension or expulsion ratified for the purposes of Rule 10.6 or the suspension or expulsion shall be confirmed for the purposes of Rule 10.9 as the case may be;
 - (b) otherwise the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- 18.3 If within 30 minutes of the time appointed for the resumption of an adjourned general meeting a quorum is not present, provided there be at least 3 members present in person the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.
- 18.4 When a general meeting is adjourned for a period of 35 days or more, the Secretary shall give or cause to be given notice under Rule 17 of the adjourned general meeting as if that general meeting were a fresh general meeting.
- 18.5 At a general meeting:
- (a) an ordinary resolution put to the vote shall be decided by a majority of votes cast; and
 - (b) a special resolution put to the vote shall be decided in accordance with Rule 27.
- 18.6 A declaration by the President at a general meeting that a resolution has been passed as an ordinary resolution or a special resolution shall be conclusive proof of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with Rule 18.7.
- 18.7 At a general meeting, a poll may be demanded by the President at the general meeting or by THREE (3) or more members present in person or by proxy and, if so demanded, shall be taken in such manner as the President directs.
- 18.8 If a poll is demanded and taken under Rule 18.7 in respect of a resolution, a declaration by the President of the result of the poll is conclusive proof of the matter so declared.

19 Minutes of Meetings of the Club

- 19.1 The Secretary shall cause proper minutes of all proceedings of all general meetings and Committee meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Committee meeting, as the case requires, in a minute book kept for that purpose.
- 19.2 The President shall cause the minutes taken of a general meeting or Committee meeting under Rule 19.1 to be checked and signed as correct by the President at the next succeeding general meeting or Committee meeting, as the case requires.
- 19.3 When minutes have been entered and signed as correct under this Rule, they shall, until the contrary is proved, be proof that:
- (a) the general meeting or Committee meeting to which they relate was duly convened and held;
 - (b) all proceedings recorded as having taken place at the meeting did in fact take place thereat and that the minutes are true and correct; and
 - (c) all appointments or elections purporting to have been made at the meeting have been validly made.

20 Voting Rights of Members

- 20.1 Subject to these Rules, each Member present in person or by proxy at a general meeting is entitled to ONE (1) vote.
- 20.2 Where a Member is a Junior Member the Junior Member shall not be entitled to vote but the nominated guardian or parent of the Junior Member shall be entitled to one vote and shall be entitled to nominate a proxy in accordance with Rule 21.

21 Proxies of Members

A Member (in this Rule called “the appointing member”) may appoint in writing in the form set out in Appendix 1 (Form of Appointment of Proxy) or such other form as may be approved by the Committee another member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any general meeting, provided that no person may be the proxy for more than 7 Members.

22 External Board

- 22.1 There shall be a Board not responsible for the day to day running of the business of the Club.
- 22.2 The Board shall comprise the President and of not less than 3 and not more than 6 other members, one of whom may be designated Vice-President, up to 2 of which may be a member of the Committee.
- 22.3 The first members of the Board shall be:
- (a) Non Executive Chair – Steve Quantrill;
 - (b) President – Guy Hattersley;

- (c) Vice President – Conrad McKelvie;
 - (d) Damian Grose;
 - (e) Neil Hookway;
 - (f) Bruce Meakins;
 - (g) Leo Tsaknis.
- 22.4 The members of the Board shall hold office up to the date of the anniversary of the second AGM of the Club following their appointment and are eligible for reappointment.
- 22.5 The Committee shall as soon as practicable after each AGM and in any event no later than the second meeting of the Committee following the AGM appoint such members of the Board as is necessary to comply with Rule 22.2.
- 22.6 The function of the Board is to consider and advise the Committee on any matters which the Committee considers to be of sufficient importance to warrant the consideration of the Board.
- 22.7 The Committee and the Board must attend a joint meeting not less than twice in every period from one AGM to the next AGM.
- 22.8 Rule 22.6 notwithstanding, the Board may request the Committee to refer a matter to it together with such information as the Board considers necessary in the possession of the Committee and on receipt the Board shall consider the matter and report to, and make any recommendations it considers desirable to the Committee.

23 Rules, By-Laws and Policies of the Club

- 23.1 The provisions of Rule 15 as to casual vacancies applicable to the Committee shall apply as nearly as is possible to a vacancy in the membership of the Board, provided that any appointment made as a result of a casual vacancy shall be for the period to the next AGM at which the Members of the Board as a whole hold office.
- 23.2 These Rules and any amendments thereof and any By-Laws and Policy, as in force from time to time, shall bind every member and the Club to the same extent as if every member and the Club had signed or otherwise agreed to be bound by these Rules.
- 23.3 An applicant for membership must agree to be bound by the Rules, By-Laws and any Policy of the Club as in force from time to time and in the case of a Junior Member by the nominated parent or guardian of that Member.

24 Common Seal of the Club

The Club may, and if required by law, shall have a common seal on which its corporate name shall appear in legible characters, and:

- (a) the common seal of the Club shall not be used without the express authority of the Committee and every use of that common seal shall be recorded in the minute book referred to in Rule 19;

- (b) the affixing of the common seal of the Club shall be witnessed by any 2 members of the Committee, at least one of which shall be the President, the Secretary and the Treasurer;
- (c) the common seal of the Club shall be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

25 Inspection of Records of the Club

A member may at any reasonable time and upon reasonable notice inspect without charge the books and records of the Club.

26 Financial Year End

The financial year of the Club shall end on 31 December each year.

27 Auditor

There shall be an Auditor not a member of the Committee appointed by the Committee. Such Auditor shall audit the accounts and have power at any time to call for all books, papers, accounts, etc relating to the affairs of the Club. The Auditor shall be entitled to receive such remuneration as the Committee may from time to time determine.

28 Altering the Constitution

- 28.1 Alteration and revision of the Constitution shall only be conducted at a General Meeting called for that purpose.
- 28.2 No amendment to this Constitution will take place otherwise than by special resolution.
- 28.3 A resolution is a special resolution if it is passed by a majority of not less than three-fourths of the members of the Club who are entitled under these Rules to vote in person by proxy at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with these Rules.
- 28.4 An amendment to a proposed special resolution can only be passed in the manner provided for in Rule 28.3.

29 Income and Property

No portion of the income or property of the Club shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Club or to any of them or to any person claiming through any of them.

30 Distribution of Surplus Property on Winding Up of the Club

If upon the winding up or dissolution of the Club there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the Members or any of them but shall be given or transferred:

- (a) to another association incorporated under the Act; and
- (b) whose constitution prohibits distributions or payments to its members and directors (if any) to an extent at least as great as is outlined in Rules 3.2 and 28.

Appendix 1 - Form of appointment of proxy

UWA Nedlands Football Club (Inc.)

I,

of

being a member of UWA Nedlands Football Club (Inc.), and suitably entitled to vote, hereby appoint:

of

as my proxy to vote for me on my behalf at the Annual General Meeting/General Meeting* to be held on _____ and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against* the resolution

(insert details).

*delete as appropriate

Signed

Date _____