



Dear South West Associations and Clubs,

**RE: Information Pack, South West Review Club Workshops**

Attached within is an information pack to guide discussions in our club based workshops for Tuesday 8<sup>th</sup> February and Wednesday 9<sup>th</sup> February.

Football West, supported by consultants from People Places Planet, has been working closely with representatives from Football Federation South West (FSW), Country Coastal Junior Soccer Association (CCJSA), South West Soccer Association (SWSA), Leeuwin Naturaliste Junior Soccer Association (LNJSA) and South West Phoenix (SWP) throughout 2021.

This working group is committed to a singular vision that will be to the benefit of all football stakeholders in the region – the formalisation of a singular governing body across the entire region, structured to ensure all underpinning associations have an equal voice.

As you will see within the supporting documents, this stakeholder working group has achieved significant progress in 2021, with more work to come in 2022. However, we are at the point of distributing current progress, collating feedback and answering key issues from South West football stakeholders.

Please find within:

- Attachment 1: Vision, Structure, Goals, Responsibilities, Resources
- Attachment 2: Proposed constitution of new entity
- Attachment 3: 2021 achieved tasks, 2022 proposed milestones
- Attachment 4: Proposed FW position descriptions (Regional Manager, Community Participation Officers)
- Attachment 5: Proposed entity resourcing (Competition Manager, Referee Administrator, Competition Administrators, Technical Director)

We look forward to discussing the above with you Tuesday 8<sup>th</sup> / Wednesday 9<sup>th</sup>. For catering and room purposes, please RSVP for all attendees via the link.

Regards,

Ryan Lenegan

**General Manager – Participation, Community, Clubs**

## Attachment 1: Vision, Structure, Goals, Responsibilities, Resources

### Vision

- A governing body across the entire region, structured to ensure all underpinning associations have an equal voice, resulting in:
  - Stronger local clubs
  - Reduction in administrative burden on local associations
  - Development for players (skill levels and pathways), coaches and referees
  - Strong participation and retention
  - Cohesive culture and approach within the region
- A management board that:
  - Promotes a new strategic plan, in alignment with Football West
  - Proficient in region-wide advocacy
  - Establishes sub-committees for key strategic elements – e.g. facilities, participation
  - Promotes efficiency via centrally employed staff for core business functions

### Structure



### Goals

Establish a Football South West strategic plan, aligned to the Football West strategic plan.

Yearly operational plan, ratified by the Football South West board, aligned to the following pillars:

- Participation
- Competition
- Pathways
- Governance and Capacity Building

Centrally employed staff (of Football West or Football South West) to ensure KPIs of Operational Plan are met.

**Responsibilities (Participation, Competition, Pathways, Governance and Capacity Building)**

Organisation	Participation	Competition	Pathways and Education (players, officials, coaches)	Governance and Capacity Building	Resources: Paid Volunteer (*)
<b>Football West</b>	Statewide participation strategy  Schools: <ul style="list-style-type: none"> <li>• Sporting Schools</li> <li>• School Ambassador Program</li> <li>• Kick It Skills</li> </ul> Alternative programs <ul style="list-style-type: none"> <li>• Holidays program</li> <li>• All abilities</li> <li>• Futsal</li> </ul>	Competition and registration system provision  Disciplinary, Tribunals and Suspensions processes  Club competition support  Metro competition provision (representative teams)	<b>Players</b> FW academy programs Country Week (metro) Country Camp (metro) SWAS relationship RTC / TSP  <b>Officials</b> Coaches and Officials Courses Online upskilling  <b>Coaches</b> Coaches and Officials Courses Online upskilling	Insurance  Member Protection  Club Development / Capacity Building  Grant support  Advocacy (state, federal, local)	<b>Regional Manager (0.6 FTE) – see PD</b> <ul style="list-style-type: none"> <li>• Board liaison</li> <li>• Strategic plan</li> <li>• Operations plan</li> <li>• Stakeholder management</li> </ul> <b>Community Participation Officers x 3 (LNJSA, CCJSA, TBA) (3 FTE) – see PD</b> <ul style="list-style-type: none"> <li>• Participation - growth</li> <li>• Alternative programs</li> <li>• Player development</li> <li>• Coach development</li> </ul> <b>Metro based staff – ongoing as required</b>
<b>Football South West (proposed entity)</b>	Promotion of programs  Miniroos provision across clubs	<b>Competition administration</b> Fixturing Referee allocation Tribunal Rules Facilities bookings Club communication	<b>Players</b> Talent pathway management, including: Junior NPL Senior State / NPL  <b>Officials</b> Referee Academy Referee upskilling  <b>Coaches</b> Promotion of coaching courses / operational assistance with courses	FSW strategic plan (in alignment to FW)  LGA relationships and local advocacy  Governance of associations	<b>Competition manager (1 FTE) – see proposed PD</b> <ul style="list-style-type: none"> <li>• All senior and junior competitions</li> <li>• Fixturing, results and rules</li> </ul> <b>Referee administrator (0.5 FTE) – see proposed PD</b> <ul style="list-style-type: none"> <li>• Referee development</li> <li>• Referee scheduling</li> </ul> <b>Competition administrators (casual) – see proposed PD</b> <ul style="list-style-type: none"> <li>• 1 per league, in season role</li> </ul> <b>Technical director (.5 FTE) – see proposed PD</b> <ul style="list-style-type: none"> <li>• Representative program and team management</li> </ul>
<b>Associations (SWSA, CCJSA, LNJSA)</b>	Promotion of programs  Open days at clubs	Competition assistance, including rules reviews  Competition advisory committees  Escalation for grievances	<b>Players</b> Country Week teams management Touring teams management  <b>Officials</b> Referee identification  <b>Coaches</b> Promotion of coaching courses / operational assistance with courses	Governance of clubs  Local relationships, including LGAs  Facilities hiring and maintenance (where required)	Country Week staff * Association exec *  Association determination on payments if required
<b>Clubs</b>	Running of programs	Entering of teams  Entering of results	<b>Players</b> Identification of players  <b>Officials</b> Referee identification  <b>Coaches</b> Promotion of courses	Club governance Local facility relationships	Club exec * Facility staff * Coaches *  Club determination on payments if required

# Football South West Incorporated

## CONSTITUTION (RULES) DRAFT @ 5 November 2021

Version	Date	Amendments	Approved
01		New Document	

## PART 1 — PRELIMINARY

### 1. Terms used

In these rules, unless the contrary intention appears —

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

**Affiliated Association** means an incorporated association that is affiliated to and a member of the Association.

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

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

**Board meeting** means a meeting of the Board;

**Board member** means a member of the Board;

**books**, of the Association, includes the following —

- (a) a register;
- (b) financial records, financial statements or financial reports, however compiled, recorded or stored;
- (c) a document;
- (d) any other record of information;

**by laws** means by-laws made by the Association under rule 55;

**chairperson** means the Board member holding office as the chairperson of the Association;

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

**day** – has the meaning given to it in accordance with the Interpretation Act 1984 (WA).

**deputy chairperson** means the Board member holding office as the deputy chairperson of the Association;

**financial records** includes —

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

**financial report**, of a tier 2 association or a tier 3 association, has the meaning given in section 63 of the Act;

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

**financial year**, of the Association, has the meaning given in rule 2;

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

**individual member** means an individual member of the Association or an individual member of a member club who is a financial member of the Association;

**member** means an Affiliated Association, member club or individual who is a member of the Association;

**member club** means a football club formed and established for the purpose and promotion of the sport of football within Western Australia and which is affiliated with the Association;

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

**rules** means these rules of the Association, as in force for the time being;

**secretary** means the person undertaking the role of secretary of the Association;

**special general meeting** means a general meeting of the Association other than the Annual General Meeting;

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

**subcommittee** means a subcommittee appointed by the Board under rule 39(1)(a);

**subsidiary office(s)** means an office or position to provide assistance to any other office holder of the Association;

**tier 1 association** means an incorporated association to which section 64(1) of the Act applies;

**tier 2 association** means an incorporated association to which section 64(2) of the Act applies;

**tier 3 association** means an incorporated association to which section 64(3) of the Act applies;

**treasurer** means the person undertaking the role as the treasurer of the Association;

## 2. Name of Association and Financial year

- (1) The name of the Association shall be Football South West Incorporated. (For Confirmation)
- (2) Provided the Association is affiliated to Football West and meets all of its affiliation obligations and requirements, including but not limited to adherence and compliance to Football Australia and Football West policies, it shall be recognised by Football West as the governing body for football in the South West region of Western Australia.
- (3) The financial year of the Association shall be from 1 January to 31 December.
- (4) Each subsequent financial year of the Association is the period of 12 months commencing at the termination of the first financial year or the anniversary of that termination.

## PART 2 — ASSOCIATION TO BE NOT FOR PROFIT BODY AND OBJECTS AND POWERS

### 3. Not-for-profit body and objects and powers

- (1) The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid, applied or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes. *Agreed.*
- (2) A payment may be made to a member out of the funds of the Association only if it is authorised under subrule (3).
- (3) A payment to a member out of the funds of the Association is authorised if it is —
  - (a) the payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
  - (b) the payment of interest, on money borrowed by the Association from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
  - (c) the payment of reasonable rent to the member for premises leased by the member to the Association; or
  - (d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.
  - (e) a payment approved by resolution at a general meeting to a member of the Board for services rendered to the Association.

- (4) The objects of the Association shall be as follows:
- (a) To administer the sport of football in the South West Region of Western Australia;
  - (b) To foster, promote, encourage and develop the sport of football and the formation of Affiliated Associations and member clubs in the South West Region of Western Australia;
  - (c) To facilitate a pathway for South West players to represent the South West in football competitions and to compete in the highest level of football accessible;
  - (d) To represent the interests of members with Football West;
  - (e) To assist Affiliated Associations and member clubs to administer their affairs;
  - (f) To affiliate with or enter into any alliance or other relationship to promote or assist in the promotion of any other organisation having similar objects to the Association or calculated to benefit generally the sport of football in the South West Region of Western Australia;
  - (g) To educate and inform public and local government opinion as to the aims and objects of the Association;
  - (h) To act without favour or personal interest and uphold the values of the Association for the benefit of all members equally;
- (5) The powers of the Association shall be as follows:
- (a) To raise monies for any of the objects or purposes of the Association by subscriptions and fees from members, donations, sponsorship, grants and any other legitimate fundraising or revenue generating activities;
  - (b) To invest and deal with the monies of the Association not immediately required for the purposes of the Association in such manner as may from time to time be determined by the Board;
  - (c) To borrow or raise or secure the payment of money in such a manner as the Association thinks fit, with power to issue debentures, grant mortgages charges or any other class of security upon or encumbering all or any of the property real or personal (both present and future) of the Association, and to redeem or pay off any existing or future security;
  - (d) To acquire by purchase, lease, exchange, hire or otherwise or to sell or in any way deal with real or personal property, or any estate or interest therein;
  - (e) To appoint, employ and pay officers and servants and to dismiss or suspend any officer or servant;
  - (f) To be able to discipline, fine or suspend an individual member a member club or Affiliated Association in accordance with the Associations policies, processes and procedures;
  - (g) To do all things that may be necessary, conducive or incidental to the extension or implementation of the stated objects;

## **PART 3 — MEMBERS**

### **Division 1 — Membership**

#### **4. Eligibility for membership (For Discussion)**

- (1) Any incorporated organisation, or individual that supports the objects or purposes of the Association, is eligible to apply to become a member.
- (2) An individual, who is a registered member of a member club is deemed to be an individual member of the Association (in the same membership category held at the member club) but has no voting rights at Association meetings.

#### **5. Applying for membership**

- (1) An incorporated organisation that wants to become a member must apply in writing to the Association on the prescribed form and be accompanied by:
  - (a) The full names and addresses of its current office holders;
  - (b) A copy of its current constitution/rules; and
  - (c) A copy of its previous 12 months financial reports
- (2) The application of an incorporated organisation must be signed by an authorised representative of the incorporated organisation.
- (3) An individual who wants to become a member must apply in writing to the Association on the prescribed form and be accompanied by the registration form submitted to Football West for the current season;

- (4) Any application for membership must provide the information required to be submitted by the Board and be accompanied by any application fee determined by the Board to be appropriate from time to time.

## **6. Dealing with membership applications**

- (1) The Board must consider each application for membership of the Association and decide whether to accept or reject the application.
- (2) Subject to subrule (3), the Board will consider applications at its next available meeting.
- (3) The Board may;
  - (a) delay its consideration of an application if the Board considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application; or
  - (b) consider an application or applications via circular resolution.
- (4) The Board must not accept an application unless the applicant —
  - (a) is eligible under rule 4; and
  - (b) has applied under rule 5.
- (5) The Board may reject an application even if the applicant —
  - (a) is eligible under rule 4; and
  - (b) has applied under rule 5.
- (6) The Board must notify the applicant of the Board's decision to accept or reject the application as soon as practicable after making the decision.
- (7) If the Board rejects the application, the Board is not required to give the applicant its reasons for doing so.

## **7. Becoming an Affiliated Association or member club**

- (1) An incorporated organisation that applies for membership of the Association becomes a member when —
  - (a) the Board accepts the application; and
  - (b) the applicant pays any membership fees payable to the Association under rule 12.
- (2) An individual becomes a member of the Association when –
  - (a) the Board accepts the application; and
  - (b) the applicant pays any membership fees payable to the Association under rule 12 or
  - (c) the individual becomes a member of a member club and pays any membership fees required for that purpose.
- (3) Members acknowledge and agree that:
  - (a) these rules constitute a contract between each of them and the Association and that they are bound by these rules, the by-laws, policies, procedures and regulations of the Association;
  - (b) they shall comply with and observe these rules, the by-laws, policies, procedures and regulations of the Association and any determination, resolution or policy which may be made or passed by the Board or any duly authorised committee;
  - (c) by submitting to these rules, the by-laws, policies, procedures and regulations of the Association they are subject to the jurisdiction of the Association;
  - (d) these rules are made in pursuit of a common purpose, namely for the mutual and collective benefit of the Association, the members and sport of football;
  - (e) these rules, the by-laws, policies, procedures and regulations of the Association are necessary and reasonable for promoting the objects and purposes of the Association;
  - (f) neither membership of the Association nor these rules give rise to:
    - (i) any proprietary right of members in, to or over the Association or its property or assets;
    - (ii) subject to the Act and the Association acting in good faith, the right of members to natural justice unless expressly provided for in this Constitution; and
  - (h) they are entitled to all benefits, advantages, privileges and services of Association membership.



## **8. Classes of membership**

- (1) The Association shall consist of the following members:
  - (a) Affiliated Associations who, subject to these rules, shall have the right to receive notice of general meetings and to be present, debate and vote at General Meetings;
  - (b) Member clubs who, subject to these rules, shall have the right to receive notice of general meetings and to be present, debate and vote at General Meetings;
  - (c) Individual members who, subject to these rules, shall have the right to be present, debate but not vote at general meetings; and
  - (d) Life members who, subject to these rules, shall have the right to receive notice of general meetings and to be present, debate but not vote at general meetings.
- (2) The number of members of any class is not limited unless otherwise approved by resolution at a general meeting.

## **9. When membership ceases**

- (1) A person ceases to be a member when any of the following takes place —
  - (a) for a member who is an individual, the individual dies;
  - (b) for a member who is an Affiliated Association or member club, the Affiliated Association or member club is wound up;
  - (c) the person resigns from the Association under rule 10;
  - (d) the person is expelled from the Association;
  - (e) the person ceases to be a member under rule 12(4).
- (2) The secretary must keep a record, for at least one year after a person ceases to be a member, of the date on which the person ceased to be a member;

## **10. Resignation**

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

## **11. Rights not transferable and Limited Liability**

- (1) The rights of a member are not transferable and end when membership ceases.
- (2) If the Association is wound up, the liability of a member shall be limited to any outstanding monies due and payable to the Association, including the amount of the annual subscription/fees payable in respect of the current financial year. No other amount shall be payable by a member.

## **Division 2 — Membership fees**

## **12. Membership fees**

- (1) The Board shall determine the application fee (if any) and the annual membership fee (if any) to be paid for membership of the Association and any other fees levies or charges payable by members.
- (2) The fees, levies or charges determined under subrule (1) may be different for different classes of membership.

- (3) A member must pay the application fee (if applicable), and other applicable fees levies or charges to the treasurer, or another person authorised by the Board to accept payments, by the date determined from time to time by the Board (the **due date**).
- (4) If a member has not paid the application fee (if applicable) and any other applicable fees levies or charges within the period of 30 days after the due date, the member ceases to be a member on the expiry of that period. The owed amount may be recovered by the Association in a court of competent jurisdiction as a debt due to the Association.
- (5) If a member who has ceased to be a member under subrule (4) offers to pay the fees, levies or charges after the period referred to in that subrule has expired —
  - (a) the Board may, at its discretion, accept that payment; and
  - (b) if the payment is accepted, the person's membership is reinstated from the date the payment is accepted.

## Division 3 — Register of members

### 13. Register of members

- (1) The secretary, or another person authorised by the Board, is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Association.
- (2) In addition to the matters referred to in section 53(2) of the Act, the register of members must include the class of membership (if applicable) to which each member belongs and the date on which each member becomes a member.
- (3) The register of members must be kept at the secretary's place of residence or at another place determined by the Committee, and in an appropriate electronic cloud based (backed up) storage system.
- (4) A member who wishes to inspect the register of members must contact the secretary to make the necessary arrangements.
- (5) If —
  - (a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
  - (b) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,

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

## PART 4 — RESOLVING DISPUTES

### Division 1 — Term used

#### 14. Term used: member

In this Part —

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

### Division 2 — Disputes arising under the rules

## **15. Application of this rule**

- (1) This Rule applies to:
  - (a) disputes between members; and
  - (b) disputes between the Association and one or more members.
- (2) Any dispute arising under the rules shall be determined in accordance with the Associations dispute resolution procedures as contained within the By-laws or the Associations policies, frameworks and procedures.

## **16. Inability to resolve disputes**

- (1) If a dispute cannot be resolved under the procedures set out in the Associations By-laws, policies or procedures, any party to the dispute may escalate the matter in accordance with Football Australia and/or Football West's dispute policies, frameworks and procedures or, in accordance with the Act, apply to the State Administrative Tribunal to determine the dispute or may pursue the matter otherwise at law.

# **PART 5 — BOARD**

## **Division 1 — Powers of Board**

### **17. Board**

- (1) The Board members are the persons who, as the management committee of the Association, have the power to manage the affairs of the Association.
- (2) Subject to the Act, these rules, the by-laws (if any) and any resolution passed at a general meeting, the Board has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- (3) The Board must take all reasonable steps to ensure that the Association complies with the Act, these rules and the by-laws (if any).

## **Division 2 — Composition of Board and duties of members**

### **18. Board members**

- (1) The Board members shall consist of;
  - (a) five (5) elected members of the Association; and
  - (b) up to two (2) appointed members to the Board (to provide the Board with appropriate skill sets and diversity). The two appointed members shall be appointed by the five elected.
  - (c) one (1) ex officio Football West representative who shall have the right to attend and speak at Board meetings but shall not have a vote.
- (2) Subject to the transitional arrangements contained at rule 64, the five (5) elected Board members shall be elected in accordance with the procedures outlined in Division 3 of these rules.
- (3) The Board shall convene as soon as practicable after the conclusion of each Annual General Meeting to determine;
  - (a) which of the elected Board members shall assume the office of chairperson and deputy chairperson of the Association;
  - (b) whether to appoint up to two appointed board member positions, to provide the Board with appropriate skill sets and diversity, and if so, whom it will appoint and;
  - (c) to meet the ex officio Football West representative.
- (4) A person may be a Board member if the person is —
  - (a) an individual who has reached 18 years of age; and
  - (b) subject to subrule (c), an individual member of the Association;
  - (c) a person appointed to one of the appointed board member positions or the ex officio Football West position on the Board, need not be an individual member of the Association.

- (5) A person who holds a position on the management committee (or equivalent) of an Affiliated Association or member club and is elected or appointed to the Board, must, within 21 days of being elected or appointed to the Board, resign from the management committee (or equivalent) of that Affiliated Association or member club. If the person fails to resign within the said 21 days, he or she shall be deemed to have resigned from the Board.

## 19. Chairperson

- (1) The chairperson shall, unless prevented by illness or other unavoidable causes, preside at all meetings of the Association and the Board and shall see that the business is conducted in a proper manner. In the case of an equality of votes he/she will not in addition to his/her ordinary vote, have a casting vote.
- (2) It is the duty of the chairperson to consult with the secretary regarding the business to be conducted at each Board meeting and general meeting.
- (3) The chairperson has the powers and duties relating to convening and presiding at Board meetings and presiding at general meetings provided for in these rules.

## 20. Deputy Chairperson

The deputy chairperson shall preside at any meeting at which the chairperson does not attend and perform the chairperson's duties.

## 21. Secretary

- (1) The Secretary has the following duties —
- (a) dealing with the Association's correspondence and directing correspondence to members of the Board as necessary;
  - (b) consulting with the chairperson regarding the business to be conducted at each Board meeting and general meeting;
  - (c) preparing the notices required for meetings and for the business to be conducted at meetings;
  - (d) unless another person is authorised by the Board to do so, maintaining on behalf of the Association the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
  - (e) maintaining on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act;
  - (f) unless another person is authorised by the Board to do so, maintaining on behalf of the Association a record of Board members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
  - (g) ensuring the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association;
  - (h) maintaining full and accurate minutes of Board meetings and general meetings;
  - (i) carrying out any other duty given to the secretary under these rules or by the Board.
- (2) The role of Secretary of the Association may be undertaken by a paid employee of the Association.

## 22. Treasurer

- (1) The Treasurer has the following duties —
- (a) ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;
  - (b) ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the Board;
  - (c) ensuring that any payments to be made by the Association that have been authorised by the Board or at a general meeting are made on time;

- (d) ensuring that the Association complies with the relevant requirements of Part 5 of the Act;
  - (e) ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
  - (f) if the Association is a tier 1 association, coordinating the preparation of the Association's financial statements before their submission to the Association's Annual General Meeting;
  - (g) if the Association is a tier 2 association or tier 3 association, coordinating the preparation of the Association's financial report before its submission to the Association's Annual General Meeting;
  - (h) providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report under Part 5 Division 5 of the Act;
  - (i) carrying out any other duty given to the treasurer under these rules or by the Board.
- (2) The role of Treasurer of the Association may be undertaken by a paid employee of the Association.

## **Division 3 — Election of Board members and tenure of office**

### **23. How members become Board members**

- (1) Subject to the transitional arrangements contained at rule 64, a member becomes a Board member if the member —
- (a) is elected to the Board; or
  - (b) is appointed to the Board under rule 18(3)(b) or to fill a casual vacancy under rule 29.

### **24. Nomination of Board members**

- (1) At least 45 days before an Annual General Meeting, the secretary must send written notice to all Affiliated Associations, member clubs and Board members —
- (a) calling for nominations for election to the Board; and
  - (b) stating the date by which nominations must be received by the secretary to comply with subrule (2).
- (2) A member who wishes to be considered for election to the Board, must nominate for election by sending written notice of the nomination to the secretary not more than 14 days after the date of the notice calling for nominations.
- (3) The written nomination must be signed by the person who is the candidate for election and countersigned by the member who nominated the candidate for election.
- (4) If desired by the candidate, a written statement of not more than 200 words may be provided, specifying background information concerning the person who is the candidate for election and particulars of any policies or matters that person intends to adopt, if elected.
- (5) A member whose nomination does not comply with this rule is not eligible for election to the Board.

### **25. Election of Board members**

- (1) At least 21 days prior to the date of the Annual General Meeting, each member entitled to vote will be forwarded a Notice of Candidates for Election and a Voting Form.
- (2) The Notice of Candidates for Election and the Voting Form will be in a format approved by the Board.
- (3) If there are only the required number of candidates for positions on the Board, or no candidate for a position, then the Notice of Candidates for Election will specify the position in that regard but the voting members must still determine whether each of the candidates should be elected.
- (4) The Notice of Candidates for Election will:
- (a) specify the names of each candidate for election (in alphabetical order of surname);
  - (b) incorporate, if supplied by a candidate, the written statement relating to the candidate which a candidate is entitled to furnish;
- (5) Each member entitled to and desiring to vote for the election of a Board member, will complete and return the Voting Form (or vote electronically if electronic voting is provided) to the Association by

no later than 5.00pm, seven (7) days prior to the Annual General Meeting (excluding the day of the meeting).

- (6) Subject to subrule 25(9), at the Annual General Meeting, the chair of the Annual General Meeting will announce the result of the election of the Board.
- (7) The voting procedure shall be in accordance with that set out in the Associations by-laws and may be conducted electronically.
- (8) Each Affiliated Association and member club entitled to vote (whether in person or by proxy) may cast one (1) vote for a member who has nominated for a Board position.
- (9) If, after conducting the election process set out above, no Board members are elected, the chairperson at the relevant Annual General Meeting may call for nominations from the floor and members entitled to vote may do so, to elect a Board.

## **26. Term of office**

- (1) The term of office of a Board member begins when the member —
  - (a) is announced as having been elected at an Annual General Meeting or under subrule 27(3)(b); or
  - (b) is appointed to fill a casual vacancy under rule 29; or
  - (c) in the case of an appointed Board member and the ex officio Football West representative, at the time of appointment.
- (2) Subject to rules 28 and 64, an elected Board member holds office until the second Annual General Meeting after appointment (two-year terms)
- (3) Subject to rules 28 and 64, an appointed Board member holds office until the Annual General Meeting after appointment (one-year terms).
- (4) Subject to rules 28 and 64, the ex officio Football West representative holds office until replaced by Football West.
- (5) A Board member may be re-elected.
- (6) An Elected Board member may serve a maximum of three (3), two-year terms, after which, he or she may be re-elected after a 12 month period has elapsed.

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

- (1) A Board member may resign from the Board by written notice given to the secretary or the chairperson.
- (2) The resignation takes effect —
  - (a) when the notice is received by the secretary or chairperson; or
  - (b) if a later time is stated in the notice, at the later time.
- (3) At a general meeting, the Association may by resolution —
  - (a) remove a Board member from office; and
  - (b) elect a member who is eligible under rule 18(4) to fill the vacant position.
- (4) A Board member who is the subject of a proposed resolution under subrule (3)(a) may make written representations (of a reasonable length) to the secretary or chairperson and may ask that the representations be provided to the members.
- (5) The secretary or chairperson may give a copy of the representations to each member or, if they are not so given, the Board member may require them to be read out at the general meeting at which the resolution is to be considered.

## **28. When membership of Board ceases**

- (1) Subject to the transitional arrangements contained at rule 64, a person ceases to be a Board member if the person —
  - (a) dies or otherwise ceases to be a member; or
  - (b) resigns from the Board or is removed from office under rule 27; or

- (c) becomes ineligible to accept an appointment or act as a Board member under section 39 of the Act;
- (d) becomes permanently unable to act as a Board member because of a mental or physical disability;
- (e) fails to attend three (3) consecutive Board meetings, of which the person has been given notice, without having notified the Board that the person will be unable to attend;
- (f) Except in the case of an Appointed Board member is not a financial member of the Association; or
- (g) Is deemed to have resigned under rule 18(5); or
- (h) In the case of the ex officio Football West representative is replaced by Football West.

## 29. Filling casual vacancies

- (1) The Board may appoint an individual member who is eligible under rule 18(4) to fill a position on the Board that —
  - (a) has become vacant under rule 28; or
  - (b) was not filled by election at the most recent election or under rule 27(3)(b).
- (2) If the position of secretary becomes vacant, the Board must appoint or employ a person to fill the position within 14 days after the vacancy arises.
- (3) Subject to the requirement for a quorum under rule 36, the Board may continue to act despite any vacancy in its membership.
- (4) If there are fewer Board members than required for a quorum under rule 36, the Board may act only for the purpose of —
  - (a) appointing Board members under this rule; or
  - (b) convening a general meeting.
- (5) The appointment to a casual vacancy shall only be made to the next Annual General Meeting at which time the position will become vacant.

## 30. Validity of acts

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

## 31. Payments to Board members

- (1) In this rule —
  - Board member** includes a member of a subcommittee and;
  - Board meeting** includes a meeting of a subcommittee.
- (2) A Board member is entitled to apply to the Board to be paid out of the funds of the Association for any out-of-pocket expenses for travel, accommodation and other necessary expenses properly incurred —
  - (a) in attending a Board meeting or
  - (b) in attending a general meeting; or
  - (c) otherwise in connection with the Association's business.

## **Division 4 — Board meetings**

### **32. Board meetings**

- (1) The Board must meet at least ten (10) times in each year on the dates and at the times and places determined by the Board.
- (2) Special Board meetings may be convened by the chairperson or any two (2) Board members.

### **33. Notice of Board meetings**

- (1) Notice of each Board meeting must be given to each Board member at least 48 hours before the time of the meeting.
- (2) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- (3) Unless subrule (4) applies, the only business that may be conducted at the meeting is the business described in the notice.
- (4) Urgent business that has not been described in the notice may be conducted at the meeting if the Board members at the meeting unanimously agree to treat that business as urgent.

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

- (1) The chairperson or, in the chairperson's absence, the deputy chairperson must preside as chairperson of each Board meeting.
- (2) If the chairperson and deputy chairperson are absent or are unwilling to act as chairperson of a meeting, the Board members at the meeting must choose one of them to act as chairperson of the meeting.
- (3) The procedure to be followed at a Board meeting must be determined from time to time by the Board.
- (4) The order of business at a Board meeting may be determined by the Board members at the meeting.
- (5) A member or other person who is not a Board member may attend a Board meeting if invited to do so by the Board.
- (6) A person invited under subrule (5) to attend a Board meeting —
  - (a) has no right to any agenda, minutes or other document circulated at the meeting; and
  - (b) must not comment about any matter discussed at the meeting unless invited by the Board to do so; and
  - (c) cannot vote on any matter that is to be decided at the meeting.

### **35. Use of technology to be present at Board meetings**

- (1) The presence of a Board member at a Board meeting need not be by attendance in person but may be by that Board member and each other Board member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A member who participates in a Board meeting as allowed under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

### **36. Quorum for Board meetings**

- (1) Subject to rule 29(4), no business is to be conducted at a Board meeting unless a quorum of not less than 50% of the positions filled or minimum of 3, whichever is the greater, of the Board members on the Board at that point in time is present.



- (2) If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting —
  - (a) in the case of a special meeting — the meeting lapses; or
  - (b) otherwise, the meeting is adjourned to a time to be determined by the chairperson in conjunction with the Board.

### **37. Voting at Board meetings**

- (1) Each Board member present at a Board meeting (except the ex officio Football West representative) has one vote on any question arising at the meeting and must exercise this vote should a vote be required.
- (2) A motion is carried if a majority of the Board members present at the Board meeting vote in favour of the motion.
- (3) If the votes are divided equally on a question, the chairperson of the meeting does not have a second or casting vote.
- (4) A vote may take place by the Board members present indicating their agreement or disagreement or by a show of hands, unless the Board decides that a secret ballot is needed to determine a particular question.
- (5) If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.

### **38. Minutes of Board meetings**

- (1) The Board must ensure that minutes are taken and kept of each Board meeting.
- (2) The minutes must record the following —
  - (a) the names of the Board members present at the meeting;
  - (b) the name of any person attending the meeting under rule 34(5);
  - (c) the business considered at the meeting;
  - (d) any motion on which a vote is taken at the meeting and the result of the vote.
- (3) The minutes of a Board meeting must be entered in the Association's minute book (which includes any electronic storage folder) within 30 days after the meeting is held.
- (4) The chairperson must ensure that the minutes of a Board meeting are reviewed and signed as correct by —
  - (a) the chairperson of the meeting; or
  - (b) the chairperson of the next Board meeting.
- (5) When the minutes of a Board meeting have been signed as correct they are, until the contrary is proved, evidence that —
  - (a) the meeting to which the minutes relate was duly convened and held; and
  - (b) the matters recorded as having taken place at the meeting took place as recorded; and
  - (c) any appointment purportedly made at the meeting was validly made.
  - (d) Subject to the requirement to maintain confidentiality the Board shall distribute minutes of its meetings to the membership.

## **Division 5 — Subcommittees and subsidiary offices**

### **39. Subcommittees and subsidiary offices**

- (1) To help the Board in the conduct of the Association's business, the Board may, in writing, do either or both of the following —
  - (a) appoint one or more subcommittees;
  - (b) create one or more subsidiary offices and appoint people to those offices.
- (2) A subcommittee may consist of the number of people, whether or not members, that the Board considers appropriate.

- (3) A person may be appointed to a subsidiary office whether or not the person is a member.
- (4) Subject to any directions given by the Board —
  - (a) a subcommittee may meet and conduct business as it considers appropriate; and
  - (b) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.
- (5) The Board shall create and maintain each year, a subcommittee for the purposes of facilitating a pathway for South West players to represent the South West in football competitions and to compete in the highest level of football accessible.

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

- (1) In this rule —

***non-delegable duty*** means a duty imposed on the Board by the Act or another written law.

- (2) The Board may, in writing, delegate to a subcommittee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the Board other than —
  - (a) the power to delegate; and
  - (b) a non-delegable duty.
- (3) A power or duty, the exercise or performance of which has been delegated to a subcommittee or the holder of a subsidiary office under this rule, may be exercised or performed by the subcommittee or holder in accordance with the terms of the delegation.
- (4) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the Board specifies in the document by which the delegation is made.
- (5) The delegation does not prevent the Board from exercising or performing at any time the power or duty delegated.
- (6) Any act or thing done by a subcommittee or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the Board.
- (7) The Board may, in writing, amend or revoke the delegation.

## PART 6 — GENERAL MEETINGS OF ASSOCIATION

### 41. Annual General Meeting and additional general meetings

- (1) The Board must determine the date, time and place of the Annual General Meeting and any additional general meetings to be held in each year.
- (2) If it is proposed to hold the Annual General Meeting more than 6 months after the end of the Association's financial year, the secretary must apply to the Commissioner for permission under section 50(3)(b) of the Act within 4 months after the end of the financial year.
- (3) The ordinary business of the Annual General Meeting shall be as follows —
  - (a) to confirm the minutes of the previous Annual General Meeting and of any special general meeting held since then, if the minutes of that meeting have not yet been confirmed;
  - (b) to receive and consider —
    - (i) the Board's annual report on the Association's activities during the preceding financial year; and
    - (ii) if the Association is a tier 1 association, the financial statements of the Association for the preceding financial year presented under Part 5 of the Act; and
    - (iii) if the Association is a tier 2 association or a tier 3 association, the financial report of the Association for the preceding financial year presented under Part 5 of the Act;
    - (iv) if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor's report on the financial statements or financial report;
  - (c) to announce the elected Board members of the Association, or if no Board members are elected through the election process held prior to the Annual General meeting, to elect the Board;
  - (d) to announce the appointment of the Association Patron or Patron(s) (if any);
  - (e) to announce the appointment of the ex officio Football West representative Board member;
  - (f) if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act;
- (4) Any other business of which notice has been given in accordance with these rules may be conducted at the Annual General Meeting.

### 42. Special general meetings

- (1) The Board may convene a special general meeting.
- (2) The Board must convene a special general meeting if at least 20% of the Affiliated Associations and member clubs require a special general meeting to be convened.
- (3) The Affiliated Associations and member clubs requiring a special general meeting to be convened must —
  - (a) make the requirement by written notice given to the secretary; and
  - (b) state in the notice the business to be considered at the meeting; and
  - (c) each sign the notice.
- (4) The special general meeting must be convened within 28 days after notice is given under subrule (3)(a).
- (5) If the Board does not convene a special general meeting within that 28 day period, the Affiliated Associations and member clubs making the requirement (or any of them) may convene the special general meeting.
- (6) A special general meeting convened by the Affiliated Associations and member clubs under subrule (5) —
  - (a) must be held within 3 months after the date the original requirement was made; and
  - (b) may only consider the business stated in the notice by which the requirement was made.
- (7) The Association may reimburse any reasonable expenses incurred by the Affiliated Associations and member clubs convening a special general meeting under subrule (5) to a maximum of \$200.

### 43. Notice of general meetings

- (1) The secretary or, in the case of a special general meeting convened under rule 42(5), the Affiliated Associations and member clubs convening the meeting, must, in a manner prescribed in rule 57, give to each member —
  - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
  - (b) at least 14 days' notice of a general meeting in any other case.
- (2) the notice period referred to in this rule may be abridged by agreement of the Affiliated Associations and member clubs by way of a special resolution passed at the relevant meeting.
- (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 a special resolution is proposed —
    - (i) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
    - (ii) state that the resolution is intended to be proposed as a special resolution; and
    - (iii) comply with rule 45(7).

### 44. Use of technology to be present at general meetings

- (1) The presence of a member at a general meeting need not be by attendance in person but may be by that member and each other member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A member who participates in a general meeting as allowed under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

### 45. Proxies

- (1) Subject to subrule (2), an Affiliated Association or member club may appoint an individual who is a member and is 18 years of age or older, as their proxy to vote and speak on their behalf at a general meeting.
- (2) The individual member referred to in subrule (1) may be appointed the proxy for not more than two (2) other Affiliated Associations or member clubs.
- (3) The appointment of a proxy must be in writing and signed by the chairperson/president or secretary of the Affiliated Association or member club making the appointment.
- (4) The Affiliated Association or member club appointing the proxy may give specific directions as to how the proxy is to vote on its behalf.
- (5) If no instructions are given to the proxy, the proxy may vote on behalf of the Affiliated Association or member club in any matter as the proxy sees fit.
- (6) If the Board has approved a form for the appointment of a proxy, the Affiliated Association or member club must use that form.
- (7) Notice of a general meeting given to an Affiliated Association or member club under rule 43 must —
  - (a) state that the Affiliated Association or member club may appoint an individual who is a member and is 18 years of age or older as a proxy for the meeting; and
  - (b) include a copy of any form that the Board has approved for the appointment of a proxy.
- (8) A form appointing a proxy must be given to the secretary before the commencement of the general meeting for which the proxy is appointed.
- (9) A form appointing a proxy sent by post or electronically is of no effect unless it is received in the hands of the secretary before the commencement of the meeting.

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

- (1) The chairperson or, in the chairperson's absence, the deputy chairperson must preside as chairperson of each general meeting.
- (2) If the chairperson and deputy chairperson are absent or are unwilling to act as chairperson of a general meeting, the Board members at the meeting must choose one of them to act as chairperson of the meeting.
- (3) No business is to be conducted at a general meeting unless a quorum of twenty per cent (20%) and a minimum of seven (7) Affiliated Associations and member clubs (combined) are present at the meeting.
- (4) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting —
  - (a) in the case of a special general meeting or general meeting other than an Annual General Meeting — the meeting lapses; or
  - (b) in the case of an Annual General Meeting — the meeting is adjourned to —
    - (i) the same time and day two weeks later; and
    - (ii) the same place, unless the chairperson specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.
- (5) If —
  - (a) a quorum is not present within 30 minutes after the commencement time of an Annual General Meeting held under subrule (4)(b); and
  - (b) at least 10 per cent (10%) and three (3) of the Affiliated Associations and member clubs (combined) are present at the meeting, those Affiliated Associations and member clubs present are taken to constitute a quorum.

#### **47. Adjournment of general meeting**

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of a majority of the Affiliated Associations and member clubs present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned —
  - (a) if there is insufficient time to deal with the business at hand; or
  - (b) to give the Affiliated Associations and member clubs more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for more than 14 days, in which case notice of the meeting must be given in accordance with rule 43.

#### **48. Voting at general meeting**

- (1) On any question arising at a general meeting —
  - (a) subject to subrule (5), each Affiliated Association and member club has one (1) vote.
  - (b) Affiliated Associations and member clubs may vote by their delegates or by proxy.
- (2) Except in the case of a special resolution (75% vote required), a motion at a general meeting is carried if a majority of the Affiliated Associations and member clubs (combined), vote in favour of the motion.
- (3) If votes are divided equally on a question, the chairperson of the meeting does not have a second or casting vote.
- (4) If the question is whether or not to confirm the minutes of a previous general meeting, only Affiliated Associations and member clubs who were present at that meeting may vote.
- (5) For an Affiliated Association and member club to be eligible to vote at a general meeting it;

- (a) must have been an Affiliated Association or member club at the time notice of the meeting was given under rule 43 or be granted leave at the meeting to vote; and
- (b) must have paid any outstanding fee or other money payable to the Association.

#### 49. When special resolutions are required

- (1) A special resolution is required if it is proposed at a general meeting —
  - (a) to affiliate the Association with another body; or
  - (b) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager; or
  - (c) to alter or rescind any of these rules in accordance with rule 63; or
  - (d) to abridge time pursuant to rule 43(2).
- (2) Subrule (1) does not limit the matters in relation to which a special resolution may be proposed.

#### 50. Determining whether resolution carried

- (1) In this rule —

**poll** means the process of voting in relation to a matter that is conducted in writing.

- (2) Subject to subrule (4), the chairperson of a general meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been —
  - (a) carried; or
  - (b) carried unanimously; or
  - (c) carried by a particular majority; or
  - (d) lost.
- (3) If the resolution is a special resolution, the declaration under subrule (2) must identify the resolution as a special resolution.
- (4) If a poll is demanded on any question by the chairperson of the meeting or by at least three (3) Affiliated Associations and member clubs present in person or by proxy —
  - (a) the poll must be taken at the meeting in the manner determined by the chairperson;
  - (b) the chairperson must declare the determination of the resolution on the basis of the poll.
- (5) If a poll is demanded on any question, the poll must be taken before the close of the meeting at a time determined by the chairperson.
- (6) A declaration under subrule (2) or (5) must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

#### 51. Minutes of general meeting

- (1) The secretary, or a person authorised by the Board from time to time, must take and keep minutes of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each Annual General Meeting must record —
  - (a) the names of the members attending the meeting; and
  - (b) any proxy forms given to the secretary of the meeting under rule 45(8); and
  - (c) the financial statements or financial report presented at the meeting, as referred to in rule 41(3)(b)(ii) or (iii); and
  - (d) any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in rule 41(3)(b)(iv).
- (4) The minutes of a general meeting must be entered in the Association's minute book (which includes any electronic storage folder) once ratified at the next general meeting.
- (5) The chairperson must ensure that the minutes of a general meeting are reviewed and signed as correct by —

- (a) the chairperson of the meeting; or
  - (b) the chairperson of the next general meeting.
- (6) When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that —
- (a) the meeting to which the minutes relate was duly convened and held; and
  - (b) the matters recorded as having taken place at the meeting took place as recorded; and
  - (c) any election or appointment purportedly made at the meeting was validly made.

## PART 7 — FINANCIAL MATTERS

### 52. Source of funds

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

### 53. Control of funds

- (1) The Association must open an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.
- (2) Subject to any restrictions imposed at a general meeting, the Board may approve expenditure on behalf of the Association.
- (3) The Board may authorise the treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- (4) Subject to subrule (6), all cheques, drafts, bills of exchange, promissory notes, other negotiable instruments and any electronic transfers of the Association must be signed or electronically approved by —
  - (a) Two (2) Board members; or
  - (b) One (1) Board member and a person authorised by the Board.
- (5) All funds of the Association must be deposited into the Association's account within seven (7) working days after their receipt.
- (6) An Association credit card, if acquired and in use, may be operated by one individual, duly authorised by the Board to so operate the card.

### 54. Financial statements and financial reports

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



## PART 8 — GENERAL MATTERS

### 55. By-laws

- (1) The Board may, by resolution at a Board meeting, make, amend or revoke by-laws.
- (2) By-laws may provide for any matter the Board considers necessary or convenient to be dealt with in the by-laws.
- (3) A by-law is of no effect to the extent that it is inconsistent with the Act, Regulations made under the Act, or these rules.
- (4) Without limiting subrule (3), any by-law made relating to the financial reporting and financial accountability of the Association and the auditing of the Association's accounts may only impose requirements on the Association that are additional to, and do not restrict, a requirement imposed on the Association under Part 5 of the Act.
- (5) At the request of a member, the Association must make a copy of the by-laws available for inspection by the member.

### 56. Executing documents and common seal

- (1) The Association does not have a common seal.
- (2) The Association may execute a document binding the Association if the document is signed by two (2) members from a number approved by the Board for that purpose.

### 57. Giving notices to members

- (1) In this rule —

**recorded** means recorded in the register of members.

- (2) A notice or other document that is to be given to a member under these rules is taken not to have been given to the member unless it is in writing and —
  - (a) delivered by hand to the recorded address of the member; or
  - (b) sent by prepaid post to the recorded postal address of the member; or
  - (c) sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member.

### 58. Custody of books and securities

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

### 59. Record of office holders

The record of Board members and other persons authorised to act on behalf of the Association that is required to be maintained under section 58(2) of the Act must be kept in the secretary's custody or under the secretary's control unless otherwise decided by the Board.

### 60. Inspection of records and documents

- (1) A member who wants to inspect —

- (a) the register of members under section 54(1) of the Act; or
- (b) the record of the names and email addresses of Board members, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or
- (c) any other record or document of the Association.

must contact the secretary to make the necessary arrangements for the inspection.

- (2) The inspection must be free of charge.
- (3) The Board may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association or where the Board reasonably considers the member seeking to inspect the records is not doing so in good faith.
- (4) Subject to subrule 60(4), a member may make a copy of or take an extract from a record or document referred to in subrule (1)(c) but does not have a right to remove the record or document for that purpose and the Association may charge a reasonable fee for provision of a copy of such a record.
- (5) The member must not use or disclose information in a record or document referred to in subrule (1) except for a purpose -
  - (a) that is directly connected with the affairs of the Association; or
  - (b) that is related to complying with a requirement of the Act.

## 61. Publication by Board members of statements about Association business prohibited

A Board member must not publish, or cause to be published, any statement about the business conducted by the Association at a general meeting or Board meeting unless —

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

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

- (1) In this rule —

**surplus property**, in relation to the Association, means property remaining after satisfaction of —

- (a) the debts and liabilities of the Association; and
- (b) the costs, charges and expenses of winding up or cancelling the incorporation of the Association,

but does not include books relating to the management of the Association.

- (2) On the cancellation of the incorporation or the winding up of the Association, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.

## 63. Alteration of rules

If the Association wants to alter or rescind any of these rules, or to make additional rules, the Association may do so only by special resolution (requiring a 75% majority vote) and by otherwise complying with Part 3 Division 2 of the Act.

## 64. Transitional arrangements

Once these rules are adopted for the first time and approved by the relevant government department, the following transitional arrangements will be undertaken to allow a new Board to be established:

- (1) The proposed interim Board at the time of adoption of these Rules will become an interim Board until a special general meeting is held to elect a new Board.

- (2) Members of the interim Board need not comply with Rule 18(5) and resign from any position held on the management committee (or equivalent) of an Affiliated Association or member club. For the avoidance of doubt however, an interim Board member that subsequently gets elected to the Board of the Association must comply with Rule 18(5).
- (3) The interim Board must begin the procedures to hold a special general meeting and elect a new board within 21 days of these rules being approved by the relevant government department.
- (4) At the special general meeting referred to in subrule (2) but subject to subrule (4) below, a new Board will be established using the process outlined in Rules 24 and 25.
- (5) At the special general meeting referred to in subrule (1), three Board member positions will be elected for two (2) year terms, and two Board member positions will be elected for one (1) year terms. (For the avoidance of doubt, subsequent elections of Board members will be for two (2) year terms).
- (6) In calculating the maximum number of consecutive terms that a Board member may be elected for, the positions referred to at sub-rule (4) shall be calculated as one two (2) year term.

**Attachment 3: 2021 achieved tasks, 2022 proposed milestones**

**Football South West**

**Milestones and tasks at 18 January 2022**

<b>Milestone</b>	<b>Task</b>	<b>Status</b>
2021	Numerous workshops, Teams meetings, discussions with SW Associations and FFSW Clubs regarding <ul style="list-style-type: none"> <li>• New entity structure (Board and Staff)</li> <li>• Roles and Responsibilities (FW, New Entity, Associations and Clubs)</li> <li>• Constitution</li> <li>• Budget</li> <li>• Funding parameters</li> <li>• Service Level Agreements</li> <li>• Timeframe for implementation etc</li> </ul>	On Track
Wednesday 19 January	Release of draft Constitution (as amended post input from SW Associations), supporting documentation (project overview, staffing structures, position descriptions) and proposed milestones to Associations and Clubs	
Tuesday 8 and Wednesday 9 February	Association and Club-based workshops to work through questions and process for incorporation (Bunbury and Busselton)	
1 March 2022	Feedback from Associations, Clubs received	
15 March 2022	Necessary documentation for incorporation and year 1 operation of new entity finalised and circulated	
15 April 2022	Agreement by Associations, Clubs to new model	
May 2022	General Meeting to determine name of new entity (FSW) appoint interim Board and approve Constitution	
End May 2022	Lodge on-line application for incorporation at DMIRS	
June 2022	DMIRS approves Incorporation and Constitution	
June 2022	SGMs held by Associations, Clubs to support constitutional changes for affiliation to FSW (if needed)	
August 2022	Membership applications received from Associations and Clubs and approved by interim Board	
September 2022 – June 2022	Procedural requirements in preparation for inaugural AGM undertaken 5 September – Call for Nominations for Board (Min 45 days prior to AGM) 30 October = Inaugural AGM – earliest date (buffer for later date if required)	
30 October 2022	Inaugural AGM for FSW, new board members elected	
1 November 2022	FSW operational, strategic planning begun for 2023 – 2026 and operational plan prepared for 2023 season	

## Job Description

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<b>DATE</b>	September 2021
<b>ROLE TITLE</b>	Regional Manager – South West
<b>DEPARTMENT</b>	Community Participation
<b>REPORTS TO</b>	Regional Lead
<b>DIRECT REPORTS</b>	2 - 3

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### About Football West

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Our vision is to make football accessible and a great experience for all. It is an exciting time to be involved in Football West as we work towards both the 2023 FIFA Women’s World Cup hosted by Australia and New Zealand and the completion of the State Football Centre in WA.

Football West is the sole governing body for football in WA and represents all levels of competition, development and coaching in metropolitan and regional areas.

With approximately 200,000 participants and 44,000 registered players, Football West, which is affiliated to Football Federation Australia, fosters an environment that brings the game to life on parks, pitches and indoor centres around the state.

Football West is an equal opportunity employer.

### Role Overview

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The Regional Manager has the primary responsibility of growing and servicing the game within the South West region. They will serve as the Football South West board liaison to Football West, responsible for the operationalisation of region’s strategic plan and key stakeholder management across the region.

### Reporting Relationship

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The Community Participation Officer reports directly to the Regional Lead.

## Duties

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The main duties of the role are as follows:

Area of Responsibility	Main Duties
Staff management	<ul style="list-style-type: none"><li>Responsible for people management responsibilities including providing leadership, coaching, performance reviews and training and development requirements of all direct reports.</li></ul>
Administrative	<ul style="list-style-type: none"><li>Collate and promote a calendar of events for the region.</li><li>Collate and report participation numbers in programs and other relevant information.</li><li>Communicate quickly and professionally with external partners and agencies.</li><li>Attendance and reporting within scheduled FSW Board meetings</li></ul>
Program Management	<ul style="list-style-type: none"><li>Support the Regional Participation Officers in the coordination, promotion and delivery of the activities in all regions including all coaching, refereeing and player courses, workshops and other activities, in consultation with other Football West staff.</li><li>Monitor the financial sustainability of the regional area, grow levels of revenue earned and ensure the delivery of services are in line with budget.</li><li>Assist in the development and coordination of regional Training Centres.</li><li>Ensure the implementation of any sponsorship requirements are delivered by Participation Officers.</li></ul>
Policy Development and Strategy	<ul style="list-style-type: none"><li>Represent Football West at relevant industry and partner meetings.</li><li>Develop and implement strategies for the use of football as a vehicle to engage with all communities.</li><li>Identify funding sources relevant to regional Western Australia and support the acquisition and retention of regional grants.</li><li>Assist regional associations and clubs with governance and strategy.</li><li>Work with local associations to ensure Strategic and Operational plans are in place.</li></ul>
Other duties	<ul style="list-style-type: none"><li>Maintain an understanding of football in Western Australia, with relevance to Football West's and Football Federation Australia's Strategic Plan.</li><li>Undertake other duties as directed.</li></ul>

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## **Key Expectations and Accountabilities**

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The successful candidate will be expected to:

- Take ownership of the challenge.
- Drive the improvement of the processes associated with the role.
- Display a high level of professionalism.
- Take an innovative approach to the creation of new programs.
- Work collaboratively with key stakeholders within the region.
- Provide accurate, organised and efficient administration support.

## **Role Specific Knowledge and Experience Requirements**

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This section outlines the specific knowledge and experience required to successfully achieve the objectives of the position. Including any specific education/qualifications

- **Basic knowledge of football and the FFA National Curriculum**
- **Good understanding of sports administration**
- **Highly developed verbal and written communication skills and ability to engage with a wide range of stakeholders**
- **Demonstrated ability to use initiative, work under pressure and meet strict deadlines**
- **Good organisational and time management skills**
- **Proactive approach to work and willingness to learn new skills**
- **Ability to work on multiple tasks with minimal supervision**

## **Key Behaviours**

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- Maintain a safe working environment and ensure adherence to Football West safety and health system.
- Proactively demonstrate and be an advocate of the organisations values.
- Continuous improvement and innovation with the team.
- Develop and improve personal and team effectiveness.

## **Prerequisites for Employment**

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- Eligibility to work in Australia.
- Suitable Proof of Identity based on a 100-point identity check as described in the *Financial Transaction Reports Regulations 1990* (Cth). Original documents must be sighted.
- A current Driver's Licence
- A valid Working With Children Card.

## Job Description

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<b>DATE</b>	September 2021
<b>ROLE TITLE</b>	Community Participation Officer
<b>DEPARTMENT</b>	Community Participation
<b>REPORTS TO</b>	Regional Manager – South West
<b>DIRECT REPORTS</b>	Nil

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### About Football West

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Our vision is to make football accessible and a great experience for all. It is an exciting time to be involved in Football West as we work towards both the 2023 FIFA Women's World Cup hosted by Australia and New Zealand and the completion of the State Football Centre in WA.

Football West is the sole governing body for football in WA and represents all levels of competition, development and coaching in metropolitan and regional areas.

With approximately 200,000 participants and 44,000 registered players, Football West, which is affiliated to Football Federation Australia, fosters an environment that brings the game to life on parks, pitches and indoor centres around the state.

Football West is an equal opportunity employer.

### Role Overview

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The Community Participation Officer has the primary responsibility to grow and service the game by providing a liaison between Football West and regional associations, clubs, players, officials and other stakeholders in the game. The Community Participation Officer will also provide support for football related activities in the other neighbouring regions. This includes co-ordination of Football West visits, coach education, talent development programs, school programs, futsal and any other duties that may be necessary to fulfil the role.

This is a full-time role based in the relevant regional area.

### Reporting Relationship

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The Community Participation Officer reports directly to the Regional Lead.



## Duties

The main duties of the role are as follows:

Area of Responsibility	Main Duties
<b>Program Administration</b>	<ul style="list-style-type: none"> <li>• Coordinate all coaching, refereeing and player courses, workshops and other activities in consultation with Football West and local entities</li> <li>• Promote all coaching, refereeing and player activities through existing and new networks</li> <li>• Develop and coordinate a regional talented player program</li> <li>• Develop and coordinate a network of coaches to deliver all football programs</li> <li>• Develop football programs in the region</li> <li>• Coordination of any other school, futsal and other programs as required</li> <li>• </li> </ul>
<b>Administrative</b>	<ul style="list-style-type: none"> <li>• Create a calendar of events for region in consultation with Football West staff and other external partners</li> <li>• Maintain records of participation numbers in programs and other relevant information</li> <li>• Communicate quickly and professionally with external partners and agencies</li> </ul>
<b>Policy Development and Advocacy</b>	<ul style="list-style-type: none"> <li>• Represent Football West at relevant industry and partner meetings</li> <li>• Demonstrate the use of football as a vehicle to engage with all communities</li> <li>• Identify funding sources relevant to the region and other regional areas as determined</li> <li>• Assist local associations and clubs with governance and strategy, including Top Clubs scheme</li> <li>• Promote Football West Futsal Sporting Schools program to primary schools in regional areas</li> </ul>
<b>Other duties</b>	<ul style="list-style-type: none"> <li>• Maintain an understanding of football in Western Australia, with relevance to Football West's and Football Federation Australia's Strategic Plan</li> <li>• Undertake other duties as directed</li> <li>• These responsibilities and activities are subject to change subject to external funding requirements.</li> </ul>

## **Key Expectations and Accountabilities**

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The successful candidate will be expected to:

- Take ownership of the challenge.
- Drive the improvement of the processes associated with the role.
- Display a high level of professionalism.
- Take an innovative approach to the creation of new programs.
- Work collaboratively with key stakeholders within the region.
- Provide accurate, organised and efficient administration support.

## **Role Specific Knowledge and Experience Requirements**

---

This section outlines the specific knowledge and experience required to successfully achieve the objectives of the position. Including any specific education/qualifications

- **Basic knowledge of football and the FFA National Curriculum**
- **Good understanding of sports administration**
- **Highly developed verbal and written communication skills and ability to engage with a wide range of stakeholders**
- **Demonstrated ability to use initiative, work under pressure and meet strict deadlines**
- **Good organisational and time management skills**
- **Proactive approach to work and willingness to learn new skills**
- **Ability to work on multiple tasks with minimal supervision**

## **Key Behaviours**

---

- Maintain a safe working environment and ensure adherence to Football West safety and health system.
- Proactively demonstrate and be an advocate of the organisations values.
- Continuous improvement and innovation with the team.
- Develop and improve personal and team effectiveness.

## **Prerequisites for Employment**

---

- Eligibility to work in Australia.
- Suitable Proof of Identity based on a 100-point identity check as described in the *Financial Transaction Reports Regulations 1990* (Cth). Original documents must be sighted.
- A current Driver's Licence
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## **Attachment 5: Proposed entity resourcing (Competition Manager, Referee Administrator, Competition Administrators, Technical Director)**

### **Job Description**

**ROLE TITLE**      **Competition Manager**

#### **ROLE OVERVIEW**

The Competition Manager is responsible for managing the competitions and club development activities of the organisation, Football South West. The purpose of the role is to ensure effective management of competitions and related activities, whilst also overseeing the delivering of club development programs within the region.

#### **DUTIES**

The main duties of the role are as follows:

##### **Staff Management**

Coordinate daily/weekly priorities for the organisation, ensuring effective delivery of work requirements to meet service level targets.

Responsible for managing performance and performing people management duties for direct reports

##### **Strategic Planning**

Deliver continuous improvement of the design and implementation of FSW competitions and club development in line with the FSW strategic plan.

##### **Stakeholder Engagement**

Coordinate engagement with external stakeholders such as Associations, Club Presidents and customers. Ensure that stakeholders are informed regarding progress, issues and any potential grievances.

#### **Key Expectations and Accountabilities**

To manage the staff and activities of the competitions function

To develop, implement and manage FSW affiliated association competitions

To manage the team and participant registration function

To review, update and implement regulations, by-laws and competition rules for FSW competitions

#### **Qualifications**

Knowledge of and experience in the application and interpretation of the FIFA, FFA and Football West, FSW and affiliated association framework

Demonstrated experience working in a Sporting Code and strong understanding and knowledge of Football (Soccer) code is desirable

Ability to plan, coordinate, organise and deliver to meet key performance indicators

Proven ability to lead, coach teams and performance manage small front-line teams

Strong communication skills with the ability to influence others and proven experience in managing external stakeholders to desirable outcomes

Ability to work autonomously, to use sound judgement and strong decision making skills

Ability to draft rules and other regulatory documents;

Knowledge of the FIFA Laws of the Game and their application; and

High level of competency in the use of Microsoft Word, Excel and Outlook.

## **Job Description**

**ROLE TITLE**      **Competition Officers (casual)**

### **ROLE OVERVIEW**

To assist with the management of FSW competitions.

### **DUTIES**

The main duties of the role are as follows:

#### **Competition Administration**

Develops and maintains fixtures for competitions including finals

Registers and records match results

Allocate teams to divisions based on established rules and policies

Issues disciplinary notices and rule breach notices

Investigate complaints and grievance to ensure resolution is achieved, escalation where necessary

#### **Match Administration**

Records and publishes suspensions

Keeps a record of match data

Answers enquiries via telephone and email

Provides advice on football matters

Deals with complaints and issues relating to clubs and stakeholders

Sends information to clubs and stakeholders as and when required

### **Qualifications**

Prior experience in the provision of customer service with a confident and courteous phone manner.

Ability to manage a variety of customers and key stakeholder interactions, more specifically, interactions with customers who are emotional and negative in nature

Excellent verbal and written communication skills.

Strong administrative and organisational skills, with a proactive approach to work.

The ability to deal with matters neutrally and without bias.

The ability to interpret regulatory documents.

The ability to effectively prioritise tasks and work autonomously.

Experience with online systems.

Experience in building stakeholder relationships involving local sporting clubs, community groups and government.

Proficiency and competence in Microsoft Office applications.

## **Job Description**

**ROLE TITLE** Referee Administrator

### **ROLE OVERVIEW**

To assist with the administration of referees and their appointment to football matches.

To assist with development and course instruction when required.

### **DUTIES**

The main duties of the role are as follows:

#### **Referee Appointments**

To appoint referees to football matches and tournaments within affiliated FSW competitions.

#### **Administration**

To perform general referee administration activities including (but not limited to) match fee claims, referee registration, management of referee accreditation, database management, etc

Create, drive and support process and policy improvements relating to referee administration activities and appointments.

#### **Enquiries**

To liaise with Clubs and answer queries relating to referee appointments.

### **Qualifications**

Prior experience in the provision of customer service with a confident and courteous phone manner.

Ability to manage a variety of customers and key stakeholder interactions, more specifically, interactions with customers who are emotional and negative in nature

Ability to plan coordinate, organise and deliver to meet key performance indicators in line with the departments operational plan and budget

Strong communication skills and ability to work with all stakeholders regarding referee's activities

Ability to work autonomously, to use sound judgement and strong decision-making skills

Proficiency and competence in Microsoft Office applications

Understanding of Laws of the games preferred but not essential

## **Job Description**

**ROLE TITLE**      **Technical Director**

### **ROLE OVERVIEW**

The Technical Director is to take ownership of the direction and development of players, their coaches, and coaching programs within the FSW environment. In doing so the Technical Director will create a sustainable system that provides coaches with support whilst developing the future of talented football in their Club.

### **DUTIES**

Assist the Board in the appointment of all junior coaches for representative teams.

Develop and implement coaching standards, roles and responsibilities, and professional support and development pathways to coaching and playing groups.

Support FSW's football operations, coaches, and managers to develop and implement a football development plan and playing model for all age groups.

In conjunction with coaches, oversee the selection of respective teams or squads.

Pre-season coaching workshops to engage coaching teams and outline strategic framework.

Dispute resolution / mediation function – interface for parent feedback, monitoring 'health' issues and grievance handling process

Establish and maintain strong professional relationships and communication with all coaches, the committee, and various stakeholders.

Establish a communication strategy with our coaches to provide advice and support on coaching matters.

Provide coaches with assessments covering training and game day activities.

Regularly monitor current trends in football and other sports to provide updates to coaches.

### **Qualifications**

Hold or willing to apply for a current volunteer "working with children" check.

Desirable: Current appropriate level of FFA or equivalent Coaching Accreditation.

Desirable: Minimum 1-2 years coaching experience at Junior or Senior level.

Well-known and respected within the football community.

Willingness to work collaboratively and transparently with committee and coaches.

Ability to enhance and leverage on the technical and coaching capability of the association by coaching and mentoring technical staff/coaches.

Basic understanding of the Football National Curriculum and quality coaching behaviours required for young children.

High level interpersonal communication skills, including people management and presentation skills.

Knowledge, understanding, and experience working in talented player/coach development.

Experience in the establishment and ongoing management of coach/player development programs.

Ability to provide leadership and direction.

Mediation of any parent / player / coaching issues and disputes.