



WESTERN AUSTRALIAN SPORTS FEDERATION

CONSTITUTION

(Incorporating the WASF 'Rules' and 'By-Laws')

Version	Date	Amendments	Review Date
01	17 June 2008	New Constitution reflecting change to financial year and various amendments as approved by WASF Council	June 2009

WESTERN AUSTRALIAN SPORTS FEDERATION INCORPORATED

RULES

1. **NAME**

The Name of The Federation shall be the Western Australian Sports Federation Incorporated; its office shall be situated at the Sports Lotteries House, Stephenson Avenue, Mount Claremont.

2. **DEFINITIONS**

In these Rules and any By-Laws made in accordance with them (and in any amended Rule or By-Law) unless the context is inconsistent with such interpretation.

“**Act**” means the Associations Incorporations Act 1987 as amended.

“**Active Recreation**” means an activity that requires physical exertion and/or physical skills.

“**Affiliate Member**” means an organisation or individual that supports and complements the delivery of Sport and/or Active Recreation in Western Australia. Affiliate members may vote on matters before Council except those relating to Federation governance and election of Board Members other than the one position elected by Affiliate Members.

“**Board**” means the Board of the Federation constituted in accordance with this Constitution.

“**By-Laws**” means any By-Laws made, adopted or altered by the Board.

“**Chief Executive Officer**” means the most senior person employed by the Federation to conduct the affairs of the Federation and implement its policies.

“**Council**” means the Council of the Federation comprising the Board and the Councillors.

“**Councillor**” means the delegate to the Council of each Member.

“**Federation**” means the Western Australian Sports Federation Incorporated.

“**Financial Year**” means the 12 month period commencing 1 July and ending on 30 June.

"Full Member" means a Member with the right to exercise all of the rights of a Member.

"General Meeting" means an Ordinary, Special or Annual Meeting of Members convened in accordance with this Constitution.

"Individual Member" means a Member with the right to attend meetings of Council as an observer without the right either to vote or to speak unless invited to do so by the Chairperson.

"Member" means any organisation, association or other body corporate or unincorporated or individual which or who is affiliated with the Federation in accordance with this Constitution.

"Ordinary Resolution" means a resolution passed at any meeting by a majority of those persons present and entitled to vote thereat.

"Rules" means this Constitution and By-laws and any alterations or additions to them.

"Special Business" means business specified in the Notice convening the meeting.

"Special Resolution" means a resolution passed at any meeting by a majority of not less than 75% of those persons present and entitled to vote.

"Sport" means an activity that is by its nature competitive, requires physical exertion and/or physical skill in competition and is organised competitively with the objective of achieving a result.

"Suspension of Membership" means the membership continues to exist but privileges have been withdrawn.

"Termination of Membership" means the membership no longer exists.

"The State" means the State of Western Australia.

"Year" means either a calendar year or the Federation's financial year.

3. OBJECTS OR PURPOSE

The objects of the Federation are:

- (a) to advocate for, promote and support the ongoing development of Sport and Active Recreation for its members; and

- (b) to solely apply the property and income of the Federation towards the promotion of the objects of the Federation and no part of that property or income shall be paid or otherwise distributed, directly or indirectly, to members except in good faith in the promotion of these objects.

4. POWERS OF THE FEDERATION

Subject to the Act and this Constitution, the Federation may do all things necessary or convenient for carrying out its objects, and in particular, may:

- (a) purchase or acquire in fee simple or on lease any real or personal estate or any interest in or licence in respect thereof for the purpose of the Federation;
- (b) erect or improve or alter any buildings for the purpose of the Federation and to furnish and maintain the same;
- (c) invest or otherwise deal with the moneys of the Federation not immediately required upon such security and in such manner as may from time to time be determined;
- (d) borrow or raise and give security for money by the issue of any bonds, debentures, bill of exchange, promissory notes or other obligations or charge over all or any part of the property of the Federation and to purchase, redeem or pay off such obligations and securities or any of them;
- (e) employ staff on a full time or part time basis;
- (f) determine broad policy objectives and/or strategies conducive to the attainment of the objects of the Federation; and
- (g) make rulings on all aspects of the membership of the Federation.

5. MEMBERSHIP

Membership shall be open to any person or organisation, in the categories available, who wish to further the interests of the Federation. Any person or organisation seeking membership of the Federation shall make application to the Federation in the manner prescribed in the By-laws.

5.1 Each person or organisation admitted to membership shall be:

- (a) bound by the Constitution and By-laws of the Federation;
- (b) become liable for such fees and/or subscriptions as may be fixed by the Federation; and
- (c) be entitled to those privileges as accorded by the respective category for which membership is sought.

5.2 Each application for membership shall be considered by the Board.

5.2.1 The Board's resolution is recorded in the minutes.

5.2.2 Councillors will be notified of the Board's resolution.

5.2.3 Should any more than two Full Members challenge the Board's resolution, by notice in writing to the Chief Executive Officer, within thirty (30) days of the dispatch of the notification, then that resolution shall be referred to the next meeting of the Council.

5.2.4 If a resolution is not challenged as provided, it shall become binding and has effect as if it were a decision of the Council.

6. MEMBERSHIP CATEGORIES

6.1 Full Member

6.1.1 Full Member shall be:

- (a) those organisations registered with the Federation; or
- (b) any organisation which the Board/Council shall approve from time to time.

6.1.2 Applicants for Full Member must be engaged in the conduct, administration, promotion and development of Sport or Active Recreation and be the representative body of that activity in the State.

6.2 Affiliate Member

6.2.1 An Affiliate Member shall be:

- (a) those organisations registered with the Federation as “Affiliate Members”; and
- (b) any organisation which the Board/Council shall approve from time to time.

6.2.2 Applicants for Affiliate Membership must be engaged in pursuits complementary to the activities of Full Members, including:

- (a) any Western Australian special interest multi-sport association, or association of coaches, umpires, referees and the like; or any other organisation, or group, or peak body which, in the opinion of the Council, has, as part of its objects, a prime role in the improvement of personnel, organisations or opportunities for participation in Sport in Western Australia;
- (b) any metropolitan or non-metropolitan regional Sport council, representative of the various sporting interests in that regional area, and/or active recreation; and
- (c) any organisation which provides for participation in Sport, sporting activity or active recreation and does not qualify for Full membership.

6.3 Individual Member

6.3.1 An Individual Member shall be a natural person interested in furthering the objects of the Federation.

6.3.2 Election to Individual Member shall require a special resolution of Council and may be subject to conditions the Council deems appropriate.

7. MEMBERSHIP RESPONSIBILITIES

7.1 Change in Member Objects

7.1.1 Should a Member change its explicit or implied aims or objects, that Member shall give notice in writing of such change to the Federation and the Board shall thereupon recommend to the Council as to whether that Member should continue as a Member or in a membership category.

7.1.2 At the next meeting of the Council it shall consider any non-conforming applications referred to it by the WASF Board.

7.2 Change in Member Office Bearers

Each Member shall give notice to the Federation of change in particulars of office bearers.

7.3 Representation on Council

7.3.1 Full and Affiliate Members shall annually elect their delegate to serve on the Council. Delegates shall be referred to as Councillors of the Federation. Preferably such Councillor would be a senior person with the Member.

7.3.2 No Councillor shall be permitted to represent more than one (1) Member. Should any Member not be represented by its Councillor or their proxy for three (3) consecutive meetings of the Council, that fact shall be reported to the next meeting of the Council.

7.4 Attendance at Council Meetings

7.4.1 Each Full and Affiliate Member shall be entitled to the attendance of one (1) Councillor at each General Meeting of the Council.

7.4.2 If a Councillor is absent, he/she may be represented by a proxy appointed under the hand of the Councillor or by the Member (*See Appendix*).

7.4.3 In addition, a Member shall also be entitled to be represented at each General Meeting by an observer who shall have no right to vote nor be able to speak unless invited to do so by the Chairperson.

7.5 Address of Member

Every Member shall inform the Federation of a postal and e-mail address [if existing] to which notices intended for such Member may be addressed. A Member shall also notify the Federation of any change of address as soon as possible.

8. TERMINATION OF MEMBERSHIP

8.1 By Member

A Member may terminate its affiliation with the Federation at any time by written notice of the resolution of that organisation to that effect, signed by an officer of that organisation and addressed to the Federation.

8.2 By Council

8.2.1 Should the circumstances arise that there be grounds for the termination of a membership, the Member in question shall be notified in writing of:

- (a) the proposed Notice of Motion to terminate his/her membership;
- (b) the reasons underpinning such proposed action; and
- (c) the date/time/place of the Board meeting at which the Notice of Motion is to be firstly considered.

8.2.2 The notification to the Member in question shall also indicate that he/she has the right to submit a written defence contra to the intent of the proposed Notice of Motion, prior to the Board meeting, and furthermore, that he/she has the right to attend that part of the relevant Board meeting to speak on their behalf.

8.2.3 Following the presentation of the Member in question, the Board shall consider the Notice of Motion in camera. A vote supporting the Notice of Motion shall require a special resolution.

8.2.4 If the Board has passed such Notice of Motion, it can only be in the form of a Recommendation to Council.

8.2.5 For the purposes of the Council meeting, the Board's recommendation shall be treated as a Notice of Motion and at the Council meeting at which the

matter is to be dealt with the Notice of Motion will require a special resolution to be adopted.

8.2.6 If the Notice of Motion as referred to above is adopted, the options available to Council shall be:

- (a) termination;
- (b) termination for a period of time; or
- (c) suspension for a period of time.

8.2.7 The decision of Council shall be final.

9. MEMBERSHIP FEES

9.1 The membership year of the Federation shall be the same as its financial year; that is 1 July to 30 June.

9.2 Members shall pay an annual membership fee as determined by a Ordinary Resolution of Council.

9.3 Membership fees need to be paid by the dates/occurrences as indicated in the By-laws failing which a Member's right to vote at subsequent meetings of the Federation shall be withdrawn until payment is made.

10. REGISTER OF MEMBERS AND MAINTENANCE OF RECORDS

10.1 The Chief Executive Officer on behalf of the Federation shall keep and maintain an up to date Register of Members and their addresses, both postal and e-mail, at the office of the Federation.

10.2 The Chief Executive Officer, on behalf of the Federation, shall also keep at the office of the Federation minutes of meetings held, annual financial statements, Auditor reports, lease agreements, and other appropriate records.

10.3 Upon the request of a Member, Officer of the Department of Consumer and Employment Protection or the Federation's Auditor, the Register of Members and other records of the Federation shall be made available for that Member or those officers inspection but that Member or those officers shall have no right to remove or keep the Register and/or records; such, however, may photo-copy any section for which inspection is sought.

11. RESOLVING DISPUTES

11.1 Disputes arising under the Rules

11.1.1 This rule applies to:

- (a) disputes between Members; and
- (b) disputes between the Federation and one or more Members.

11.1.2 In this rule Member includes any organisation/person who was a member of the Federation not more than six months before the Dispute occurred, even if they are no longer a Member.

11.1.3 A member wishing to initiate the procedure under this rule must give written notice to the Secretary of the parties to, and the details of, the Dispute.

- 11.1.4 The Chief Executive Office must convene a Committee Meeting within 28 days after the Chief Executive Office receives notice of the Dispute under rule 11.1.3 for the Committee to determine the Dispute.
- 11.1.5 At the Committee Meeting to determine the Dispute, all parties to the Dispute must be given a full and fair opportunity to state their respective cases orally, or in writing, or both.
- 11.1.6 The Chief Executive Officer must inform the parties to the Dispute of the Committee's decision within 7 days after the Committee Meeting referred to in rule 11.1.4.
- 11.1.7 If any party to the Dispute is dissatisfied with the Committee's decision they may elect to initiate further Dispute resolution procedures as set out in these Rules.

11.2 Mediation

- 11.2.1 This rule only applies if a member is dissatisfied with the decision made by the Committee under rule 11.1.
- 11.2.2 A member wishing to initiate this appeal procedure must give written notice to the Secretary of the parties to, and the details of, the Dispute.
- 11.2.3 The party seeking mediation is to pay the costs of the mediation.
- 11.2.4 Upon receiving notice under rule 11.2.2 the Chief Executive Officer must arrange the mediation.
- 11.2.5 The mediator must be:
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement a person who is a mediator appointed to, or employed with, a not for profit organisation.
- 11.2.6 A Member can be a mediator, but the mediator cannot be a Member who is a party to the Dispute.
- 11.2.7 The parties to the Dispute must, in good faith, attempt to settle the Dispute by mediation.
- 11.2.8 The parties are to exchange written statements of the issues that are in Dispute between them and supply copies to the mediator at least 5 days before the mediation session.
 - 11.2.8.1 The mediator, in conducting the mediation, must:
 - (a) give the parties to the mediation process every opportunity to be heard;
 - (b) allow all parties to consider any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the Dispute throughout the mediation process.
- 11.2.9 The mediator must not determine the Dispute and the mediation must be confidential and conducted on a without prejudice basis.

11.3 Inability to Resolve Disputes

If a Dispute cannot be resolved under the procedures set out in these Rules, any party to the Dispute may apply to the State Administrative Tribunal to determine the dispute in accordance with [section 226 of] the Act or otherwise at law.

12. FUNDS OF THE FEDERATION

- 12.1 All money received by the Federation shall be appropriately receipted and shall be deposited, within seven (7) days into such account/s at such bank or institution as the Board shall determine from time to time.
- 12.2 All payments shall be made by cheque or electronic funds transfer under the authority of the Board and be signed in such manner and by such members of the Board as the Board shall from time to time determine.
- 12.3 The Board shall cause the keeping of proper Books of Account showing the financial affairs of the Federation, as and when required The Board shall also cause the preparation of an Annual Statement of Affairs and Balance Sheet which shall, after audit, be made available to Members at the Annual General Meeting.

13. GOVERNANCE

- 13.1 The affairs of the Federation shall be governed by a Board comprising the officers of the Federation, namely:
 - (a) Chairperson;
 - (b) nine (9) General Board Members, of which one will be the Deputy Chairperson who will be appointed by the Board at its first meeting after the AGM; and
 - (c) one (1) Affiliate Board Member.
- 13.2 No person shall hold more than one (1) office at the same time.
- 13.3 All Officers of the Federation shall be elected at an Annual General Meeting to hold office for a term of two (2) years from the conclusion thereof until the conclusion of the second Annual General Meeting next after their election.
- 13.4 Any Officer of the Federation may have their services terminated or may resign from office.
- 13.5 To terminate the services of an Officer the Board needs to recommend such course of action to the Council; a special resolution of Council shall be required to effect such course of action.
- 13.6 An Officer who chooses to resign from office needs to submit a written resignation to the Board stating the reasons for such action.
- 13.7 Should any Officer die or have their services terminated or resign from office prior to the remaining 90 days of their tenure, the Board shall, within thirty (30) days of such occurrence, appoint a successor who shall hold office for the balance of the term for which such original Officer was elected. Such appointment will require the endorsement of Council at its next General Meeting.
- 13.8 In the event of any member of the Board failing to attend two (2) consecutive meetings of the board without prior apology or leave of absence granted by the Board, that seat shall be declared vacant forthwith. The Board shall appoint a replacement to fill such vacancy as per rule 13.7 above.

14. POWERS OF THE BOARD

In addition to all other powers contained in this Constitution, the Board shall have the power to:

- (a) administer and govern the affairs of the Federation;

- (b) interpret any question relative to the Federation's Constitution and By-laws;
- (c) make, vary or repeal By-laws providing no By-law is contradictory to this Constitution;
- (d) appoint Sub-Committees and to delegate to such Sub-Committees such powers as are relevant to their duties and functions;
- (e) engage, control or dismiss any staff or servants of the Federation in accordance with current Industrial Relations Laws;
- (f) prepare an annual schedule of fees for presentation to the Annual General Meeting; and
- (g) raise funds by any lawful means.

15. CHIEF EXECUTIVE OFFICER

- 15.1 A Chief Executive Officer may be appointed by the Board on such terms and conditions as the Board thinks fit. The Terms of appointment shall remain confidential as between the Chief Executive Officer and the Board.
- 15.2 The Chief Executive Officer shall be responsible to the Board and be responsible for the carrying out of directions from the Board.
- 15.3 The Chief Executive Officer shall be responsible for :
- (a) the day to day administration of the affairs of the Federation including the management of all staff employed by the Federation; and
 - (b) carrying out those tasks the Act identifies as applicable to a Secretary and a Public Officer.
- 15.4 The Chief Executive Officer has no voting power at any meeting of the Federation.

16. MEETINGS OF THE BOARD

- 16.1 The Board shall meet at least eight (8) times per year at a time and place as determined by the Board.
- 16.2 Five (5) Members of the Board shall constitute a quorum. Unless a quorum shall be present within thirty (30) minutes after the time for which the meeting has been called, the meeting shall lapse.
- 16.3 The Chairperson shall chair all meetings of the Board or in their absence or refusal to act, the deputy Chairperson.
- 16.4 If neither the Chairperson nor Deputy Chairperson is present or willing to act, the Board shall elect a Chairperson for that meeting.
- 16.5 Any meeting of the Board may be adjourned on a resolution of the Board.

17. MEETINGS OF THE COUNCIL

- 17.1 An Ordinary General Meeting of Council, requiring fourteen (14) days notice, shall be held at least twice (2) in each year unless otherwise determined by the Council.
- 17.2 A Special General Meeting may be held on a directive by the Council or by the Board or on receipt of a written request signed by at least ten (10) Councillors and must be held within seven (7) days of such directive or request.

- 17.3 An Annual General Meeting of the Council, requiring fourteen (14) days notice, shall be held in the September/October period in each year unless otherwise determined by Council.
- 17.4 The quorum for any General Meeting of the Council shall be thirty percent (30%) of the Full members and Board members entitled to vote.
- 17.5 The Chairperson shall chair all Meetings of the Council or in their absence or refusal to act, the deputy Chairperson.
- 17.6 If neither the Chairperson nor Deputy Chairperson is present or willing to act, the Council shall elect a Chairperson for that meeting.
- 17.7 Any meeting of the Council may be adjourned on a resolution of the Council.

18. ELECTIONS

18.1 Procedure

- 18.1.1 At least six (6) weeks before the AGM, nominations shall be called for in writing for all office bearer positions.
- 18.1.2 Nominations shall be received from Full Members and Councillors in respect to all offices save and except nominations for the Special General Board Member.
- 18.1.3 Nominations for Special General Board Member can only be made by Affiliate Members and such nominations can only be voted on by Affiliate Members.
- 18.1.4 Nominations need to be accompanied by information concerning the candidate which shall be circulated with the notice of nominations. The nominations shall be signed by the Chairperson or secretary of the Member and be countersigned by the nominee. It shall not be necessary to have a seconder for any nomination.
- 18.1.5 Nominators may nominate any number of nominees for any office and may nominate the same nominee for more than one office.
- 18.1.6 Nominations shall close with the Federation twenty-one (21) days prior to the Annual General Meeting.
- 18.1.7 At least fourteen (14) days before the AGM, Board Members and all Councillors shall be informed in writing of the nominations received.
- 18.1.8 If no nomination is received for any position within the time limit provided above, written nominations signed by the nominator and nominee shall be received at the AGM.
- 18.1.9 Where there is more than one nomination for any office, voting shall be by ballot and only those present and entitled to vote shall be able to be given a ballot paper.
- 18.1.10 Each candidate on a ballot paper must be given a number otherwise that ballot paper shall be declared invalid.
- 18.1.11 Voting on the ballot paper shall be by placing the number 1 opposite the first preference, and number 2 opposite the second preference, and so on so that each name on the ballot paper has a number alongside it and that numbers are sequential from 1 to the total of the nominees so listed.
- 18.1.12 The candidate with the least number tally shall be declared elected first, the candidate with the next least second and so on so that all candidates are included in the declaration.

- 18.1.13 In the event of a tied vote, the tie shall be decided by considering the greatest number of second votes and so on.
- 18.1.14 If after this consideration there still remains a tie then a retiring officer will take precedence over a new officer.
- 18.1.15 If the tie is between retiring officers or between new officers then those officers who are subject to a tie shall be put back to the meeting for a new ballot to separate the tie.

18.2 Persons to Conduct an Election and their Duties

- 18.2.1 At its meeting immediately prior to the AGM, the Board shall appoint as Returning Officer who shall:
 - (a) ensure that only persons so entitled to vote have the appropriate ballot paper;
 - (b) ensure that appropriate instructions are given on how to complete the ballot papers;
 - (c) supervise collection of the completed ballot papers;
 - (d) personally receive all ballot papers and check they are valid;
 - (e) personally oversee the counting of the ballot in accordance with these By-laws;
 - (f) be satisfied the ballot has been conducted in accordance with the Constitution;
 - (g) personally prepare the summary of the outcome and hand that summary to the Chairperson; and
 - (h) destroy the ballot papers as and when directed to by the AGM Chairperson.
- 18.2.2 The AGM Chairperson shall:
 - (a) introduce the Returning Officer.
 - (b) call for volunteers to act as scrutineers [2 or more required].
 - (c) have the meeting endorse such appointment.
 - (d) invite the Returning Officer to conduct the ballot.
 - (e) on receipt of the ballot summary from the Returning Officer, announce the result to the AGM.
 - (f) Direct that the Returning Officer to destroy all ballot papers immediately following the meeting.
- 18.2.3 At the AGM and prior to the ballot for elections, the meeting shall appoint at least two (2) Scrutineers to conduct the counting of the ballot papers. They shall:
 - (a) collect completed ballot papers;
 - (b) assist in the counting of votes, and
 - (c) ensure all ballot papers and candidates are included in the tally.

19. VOTING

- 19.1 Voting shall be by a show of hands unless a ballot is requested.

19.2 All Members entitled to vote shall have a deliberative vote at any meeting of the Federation. Such Members are entitled to call for a secret ballot on any vote taken.

19.3 In the event of equality of voting the Chairperson of the meeting may exercise a casting vote in addition to his deliberative vote.

20. AUDITOR

20.1 At the first meeting of the Board following an Annual General Meeting, the Board shall appoint an Auditor.

20.2 The Auditor shall have the power to call for the production of all books and documents relative to the affairs of the Federation.

20.3 An Auditor cannot be a member of the Board nor have any voting rights.

21. COMMON SEAL

21.1 The Federation shall have a common seal which shall be in the custody of the Chief Executive Officer and held at the office of the Federation.

21.2 The seal shall be affixed to such documents as the Board determines, countersigned by the Chairperson and Chief Executive Officer.

21.3 The Chief Executive Officer shall maintain a record of all such documents to which the seal has been affixed.

22. ALTERATION TO THE CONSTITUTION

22.1 Alterations to the Constitution can only be made at an Annual General Meeting of Council or at a Special General Meeting called for such purpose.

22.2 Alterations can be proposed by the Board or by a Member and seconder.

22.3 Any proposed alteration shall be in the form of a Notice of Motion to Members and shall require a special resolution of Council to be passed.

22.4 Within one month of the making of any alteration the Chief Executive Officer shall lodge with the Department of Consumer and Employment Protection a certified copy of such alteration.

23. DISSOLUTION

23.1 The Federation may be voluntarily dissolved by a special resolution of Members at a Special General Meeting of Council called for the purpose.

23.2 On application in writing to the Federation of twenty (20) Members signifying their desire the Federation shall call a Special General Meeting to consider the question.

23.3 If upon the dissolution or winding up of the Federation there remains after the satisfaction of all its debts and liability any property whatsoever, the same shall not be paid to or distributed amongst the Members of the Federation but shall be given or transferred to an incorporated association having objects similar to the objects of the federation or to an incorporated organisation formed for charitable purposes or otherwise as provided in the Act.

WESTERN AUSTRALIAN SPORTS FEDERATION BY – LAWS

1. MEMBERSHIP FEES

- 1.1 No later than the 1 April in each year the Board shall recommend to the Council the annual membership fee that it considers should be levied for the following year.
- 1.2 Membership fees shall be paid prior to the AGM in each year failing which a Member's right to vote at subsequent meetings of the Federation shall be withdrawn until payment is made.
- 1.3 A Member failing to pay its/their membership fee on or before the 1 May in each year shall cease to be a Member of the Federation unless the Board, in its discretion shall waive or modify the Member's obligation to pay the fee.
- 1.4 No part of its/their membership fee shall be refunded to any Member whose membership of the Federation is/has been terminated for any reason.

2. STANDING COMMITTEES

At the first Board meeting after the Annual General Meeting, the following standing Committees shall be appointed:

2.1 Sports Lotteries House Policy and Advisory Committee

- 2.1.1 The Committee shall comprise a Committee Chairperson, appointed from and by the Board and at least four (4) other members. At least two (2) of these other members shall be representatives of the tenants of Sports Lotteries House and one (1) shall be the nominee of the State Sports Centre Trust. The remainder required may be appointed from the Board. It is desirable persons appointed to the Committee have expertise in property rental, management and/or related fields. The tenant members and the State Sports Centre trust representative shall have the power to appoint proxies in the event they are unable to attend meetings. The Chairperson and Chief Executive Officer shall be ex-officio members.
- 2.1.2 The Committee shall hold office until the conclusion of the first Board meeting following the AGM held next after its appointment.
- 2.1.3 In each year and prior to the first meeting of the Board after the AGM, the Committee Chairperson shall cause to be held a meeting of the tenants to elect their two (2) representatives to serve on the Committee. Nominations for tenants' representatives shall be called for with the notice convening the meeting and close with the Committee Chairperson at 5.00pm on the working day immediately prior to the day of the meeting. Appointments shall be in accordance with item 2.1.1 in these By-laws.
- 2.1.4 The duties of the Committee are to:
 - (a) monitor the financial performance of WA Sports Lotteries House;
 - (b) consider and recommend policies to the WA Sports Federation Board relating to the purpose and sustainability of WA Sports Lotteries House.; and

- (c) ensure that minutes of all meetings of the Committee are referred to the WA Sports Federation Board.

2.1.5 The WASF Board delegates authority for the day-to-day management of WA Sports Lotteries House to its Chief Executive Officer.

2.2 Chief Executive Officer Performance Review Committee

2.2.1 General

2.2.1.1 The Committee shall comprise the Chairperson and three (3) other Board Members, one of whom shall be replaced each year.

2.2.1.2 The Committee shall hold office from the conclusion of the meeting at which it was appointed until the conclusion of the first Board meeting following the AGM held next after its appointment.

2.2.1.3 The duties of the Committee shall be to:

- (a) annually conduct an appraisal of the performance of the Chief Executive Officer against the Strategic Plan and other directions as may be fairly set out by the Board from time to time; and
- (b) report the outcome of the appraisal to the Board.

2.2.1.4 In exercising its duty the Committee shall:

- (a) Be fair and reasonable in all dealings;
- (b) meet independent of the Chief Executive Officer initially in order to preview the process and available information. Board Members can input to this meeting in writing;
- (c) agree to communicate in a single voice;
- (d) refer to the previous year's data;
- (e) consider timing and consistency in approach;
- (f) keep up to date with trends in the workplace;
- (g) use information from the Chief Executive Officer and other sources on salary rates, conditions, hours, time in lieu, etc, as relevant;
- (h) review the Chief Executive Officer's appraisal of other staff;
- (i) use an appropriate process and format in conducting the review; and
- (j) retain confidentiality of all discussions which lead to a decision and only submit a final report to the Board in accordance with the agreed format for the report.

2.2.2 Chief Executive Officer's right of appeal

Should the Chief Executive Officer wish to appeal against any finding reported by this Committee, then he or she shall have the right to do so, either directly to the Board or, to an independent arbitrator, as agreed upon between the Chief Executive Officer and the Board, but in the absence of agreement, then the person nominated by the Federation's Legal Adviser.

2.3 Remuneration and Audit Committee

2.3.1 The Committee shall comprise two Board Members, as appointed by the Board. The Chairperson shall be an ex-officio member.

2.3.2 The duties of the Committee shall be to:

- (a) when directed by the Board from time to time, to make recommendations to the Board on the remuneration for the Chief Executive Officer;
- (b) review the proposed Annual operating budget;
- (c) review and recommend fees and charges for all services provided by WASF and make recommendations to the Board as necessary;
- (d) annually review and assess the governance procedures and practices of WASF, its Board and Committees, to ensure compliance with the Constitution and policies of WASF and relevant State and Federal laws and regulations;
- (e) recommend auditors to the Board;
- (f) carry out periodic efficiency and effectiveness reviews of WASF's financial management processes;
- (g) ensure implementation of effective management controls for the protection of WASF's resources;
- (h) ensure that WASF policies on ethical business conduct are up to date and effective;
- (i) develop an annual audit plan for review and approval of the Board;
- (j) keep the Board informed about new and emerging practices in internal auditing;
- (k) assist the Chief Executive Officer in ensuring effective risk-management and mitigation processes are designed and implemented; and
- (l) carry out special projects at the direction of the Board.

3. AD HOC COMMITTEES

3.1 The Board and/or Council may appoint ad hoc Committees to oversee a particular operational matter or to research a particular issue.

3.2 Ad hoc Committees will be appointed with appropriate Terms of Reference. Each member so appointed will be notified the composition of the Committee, who the Committee Chairperson is to be, reporting requirements, availability of WASF resources and/or staff, and any limitations and/or conditions, including budgetary restraints.

3.3 The Chairperson and Chief Executive Officer shall be ex-officio members unless the appointing authority decides otherwise.

4. COMMITTEE MEETINGS

4.1 At least seven (7) days notice, either oral, written, facsimile or e-mail, shall be given for each meeting unless specifically stated otherwise.

4.2 A Committee can determine or accept shorter notice as long as all members of that Committee have been personally notified at least 24 hours prior.

- 4.3 A quorum shall be one half. Ex-officio members cannot be counted for quorum purposes.
- 4.4 Each member of a Committee shall have a deliberative vote and the Committee Chairperson shall have an additional casting vote in the event of a tied vote.
- 4.5 Minutes of all meetings are to be circulated to the members of that Committee and to the Board, unless agreed otherwise, and in any case, prior to the next meeting of the Committee.
- 4.6 In the event the nominated Committee Chairperson is absent from a meeting, the members present shall elect a Committee Chairperson from their number.
- 4.7 Committees shall meet as frequently and in a location as they shall determine from time to time or as otherwise determined by their Committee Chairperson.
- 4.8 The Chairperson of each Committee shall make a verbal or written report on the activities of his or her Committee to each meeting of the Board, unless otherwise directed by the appointing authority.

5. DUTIES OF OFFICERS

5.1 Chairperson

- 5.1.1 To preside over and chair all meetings of the Council and Board.
- 5.1.2 To exercise a deliberative vote at all such meetings as a Member and to exercise a casting vote as and when there be a tied vote.
- 5.1.3 To generally ensure the objects of the Federation are being attained.

5.2 Deputy Chairperson

- 5.2.1 In the absence of the Chairperson, to perform those duties
- 5.2.2 To perform such other duties as the Chairperson and/or the Board may require from time to time.

5.3 Administration [Delegated to the Chief Executive Officer]

- 5.3.1 To convene, attend and keep a record of all meetings of WASF and the Board and of the attendances at meetings.
- 5.3.2 Within ten (10) days of a meeting of the Council or of the Board, to forward the minutes of such meeting to the appropriate Members and such other persons as the Board or Council may determine from time to time.
- 5.3.3 To keep such records as the Board may direct
- 5.3.4 To conduct correspondence and to take charge of all documents and papers belonging to the Federation.
- 5.3.5 To perform all administrative work to carry out the objects
- 5.3.6 To do such other things as may be required by the Board, by Council, by the Constitution and/or by the Act.
- 5.3.7 To ensure proper procedures are undertaken in respect to management of WASF finances and presentation of finance reports to the Board.
- 5.3.8 To present a proper set of audited accounts to the AGM.
- 5.3.9 To do such other things as he/she may be directed by the Board from time to time.
- 5.3.10 To be one of a number of signatories to WASF payment authorities.

5.4 Duties of General and Special Board Members

As directed by the Board.

6. PAYMENT AUTHORITY

Any two (2) of the Chairperson, Deputy Chairperson, Chairperson of the Remuneration and Audit Committee, Chief Executive Officer and Administration Manager. No person shall sign a cheque or payment authority if the payment is for the benefit of him or her.

7. MEETING PROCEDURE

- 7.1 All meetings shall be conducted according to generally accepted customary procedure for meetings.
- 7.2 Meetings shall, subject to a quorum (as defined), start at the time set out in the notice and shall, subject to the discretion of the meeting, continue until all business on the agenda has been dealt with.
- 7.3 All meetings shall have an agenda which has been previously circulated with a notice of meeting. In the case of a Special General Meeting or a Special Board Meeting only that item for which the meeting was called can be discussed and decided upon at that meeting.
- 7.4 In the event that a meeting, either Board and/or Committee, needs to be conducted by telephone, audio-visual, e-mail or other electronic means, the meeting shall be deemed to have been valid.

Appendix

APPOINTMENT OF PROXY

I,

(Insert name)

of.....

(Insert MEMBER'S address)

being a member of.....

(Insert name of Member Association)

APPOINT

.....

(Insert PROXY'S name)

Who also is a member of the Association, as my proxy.

My proxy is authorised to vote on my behalf: (Tick only **ONE** of the following)

at the general meeting/s (and any adjournments of the meeting/s) on

.....

(Insert relevant date/s)

OR

in relation to the following resolutions and/or nominations

In favour:

Against:

.....

.....

.....

.....

(Insert resolution Nos, brief description or nominees' name/s)

(Insert resolution Nos. brief description or nominees' name/s)

Signature:..... **Date:**.....

(of Member appointing Proxy)