



Lacrosse WA (Inc.)

Constitution

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Controlling Body: Lacrosse WA

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1. NAME

The name of Lacrosse WA shall be “Lacrosse WA (Inc.)”. Herein after referred to as Lacrosse WA.

2. TERMS USED

In these rules, unless the contrary intention appears —

Act means the *Associations Incorporation Act 2015*;

AGM means Annual General Meeting;

Affiliate Club means an approved club of lacrosse that is aligned/affiliated to Lacrosse WA as referred to in Rule 7.2.1.

Association means the incorporated association to which these rules apply;

Board means directors of Lacrosse WA acting collectively;

Board meeting means a meeting referred to in Rule 22;

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/Regulations means by-laws made by Lacrosse WA under rule 28;

Chairperson means the Board member holding office as the chairperson of Lacrosse WA;

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

Delegate means the person/s nominated by an Affiliate Club to represent that entity at any Lacrosse WA meeting under Rule 12.

Elected Director means a Director elected under Rule 20.

Executive Officer means the person who is appointed under this Constitution to carry out the duties set out in Rule 6.2, whether known as the Executive Officer or otherwise.

Financial year means the period commencing 1 November and concluding 31 October in the following year;

General meeting means a meeting of Lacrosse WA that all members are entitled to receive notice of and to attend;

Individual Member means a person (including a body corporate) who is an ordinary member or an associate member of Lacrosse WA;

Ordinary board member means a board member who is not an office holder of Lacrosse WA under rule 19.2;

Poll means voting (as opposed to showing hands) conducted in written form;

Rules means these rules of Lacrosse WA, as in force for the time being;

Seal means the common seal of Lacrosse WA and includes any official seal of Lacrosse WA;

Special General Meeting means a general meeting of Lacrosse WA other than the annual general meeting;

Special Resolution means a special resolution passed in accordance with the Act and requiring 75% majority vote of the Members present and eligible to vote at a General Meeting;

Subcommittee means a subcommittee appointed by the board under rule 24;

3. OBJECTIVES

The objects of Lacrosse WA are to:

- a) advance, promote and increase participation in the sport of lacrosse in Western Australia;
- b) facilitate communication and coordination within the lacrosse community;
- c) To promulgate and enforce in Western Australia the rules for playing Lacrosse and to settle disputes between members and affiliated clubs and associations and to take disciplinary action in respect to the breach or non-observance of the said rules.
- d) on behalf of/or in partnership with members, undertake relevant projects and competition to benefit the growth of lacrosse in the community;
- e) source funding for the achievement of specific outcomes within the operational plan;
- f) provide opportunities for athlete, official and coach State and National lacrosse representation;
- g) govern and administer the Lacrosse WA Foundation (LWAF) through the LWAF; and
- h) establish relationships and advocate with external partners to support the delivery of all Association objectives.

4. PROMOTION OF OBJECTS

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

4.1 Interpretation

In this constitution:

- a) a reference to a function includes a reference to a power, authority and duty;
- b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty;
- c) words importing the singular include the plural and vice versa;
- d) words importing any gender include the other genders;
- e) references to persons include corporations and bodies politic;
- f) references to a person include the legal personal representatives, successors and permitted assigns of that person; Lacrosse Western Australia (Inc.)

5. POWERS OF LACROSSE WA

The powers conferred on Lacrosse WA are the same as those conferred by the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, Lacrosse WA may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may:

- a) acquire, hold, deal with, and dispose of any real or personal property;
- b) open and operate bank accounts;
- c) invest its money:
 - i. in any security in which trust monies may lawfully be invested; or
 - ii. in any other manner authorised by the rules of Lacrosse WA ;
- d) borrow money upon such terms and conditions as approved by the Lacrosse WA Board based upon Lacrosse WA's Financial Plan;
- e) give such security for the discharge of liabilities incurred by Lacrosse WA as Lacrosse WA thinks fit;
- f) appoint agents to transact any business of Lacrosse WA on its behalf;
- g) enter into any other contract it considers necessary or desirable; and
- h) may act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene the Act or this constitution.

6. MEMBERS

6.1 Category of Members

Subject to Rule 6.1.4 Lacrosse WA shall consist of the following Members:

- a) Affiliate Clubs;
- b) Individual Members;
- c) Life Members; and
- d) Such new categories of Members, created in accordance with Rule 6.1.4.

Any individual must be affiliated with an Affiliate Club in accordance with this constitution.

6.1.1 Affiliated Club

Each Affiliated Club shall:

- a) be an incorporated entity, a registered business, or operate under the auspice of a legal entity;
- b) elect or appoint two (2) delegates, who shall have the right to be present and debate but only one (1) delegate may vote on behalf of the Affiliated Club at General Meetings, in accordance with Rule 12;
- c) take all necessary steps to ensure its constitution and/or associated policies, clearly reflect the objects of Lacrosse WA and are otherwise in a form acceptable to the Board;
- d) ensure its constitution and/or policies are amended to conform with any amendments made to this constitution;
- e) In accordance with the financial reporting requirements under the Act, Affiliated Clubs which are incorporated, shall provide a copy of the appropriate financial reports following the Affiliated Club Annual General Meeting.

6.1.2 Individual Members

- a) Individual Member means a registered financial individual member of Lacrosse WA or Affiliate Club;
- b) Each Individual Member must be registered with an Affiliate Club unless they are a remote athlete and obtain the approval of Lacrosse WA to register direct;
- c) Individual Members, subject to this constitution, may attend General Meetings, but shall have no right to debate or vote

6.1.3 Life Members

Will be appointed in accordance with the criteria and procedure set out, from time to time by the Board, in the policies. Any conditions, obligations or privileges of life membership shall be as prescribed in the policies. Life Members, subject to this constitution, may attend General Meetings, but shall have no right to debate or vote.

6.1.4 Creation of new categories

The Board has the right and power from time to time to create new categories of membership with such rights, privileges and obligations as are determined appropriate, even if the effect of creating a new category is to alter rights, privileges or obligations of an existing category of Members. No new category of membership may be granted voting rights without the approval of Affiliated Clubs.

6.1.5 Transitional Provisions

All entities who were Affiliate Clubs or Individual Members of Lacrosse WA prior to the time of approval of amendments to this constitution under the Act, shall retain their membership category and will be entitled to such benefits as are conferred on the membership category by Lacrosse WA until required by this constitution to renew their membership.

7. SUBSCRIPTIONS AND FEES

7.1 Affiliate Club Fees

- a) Each Affiliate Club shall in each Financial Year pay to Lacrosse WA, membership fees being:
 - i. an affiliation fee, and
 - ii. the membership fees which shall be paid to Lacrosse WA prior to an Affiliate Club affiliating individual members.
- b) The annual membership subscription, fees and any levies payable by Members (or any category of Members) to Lacrosse WA, the basis of, the time for and manner of payment shall be as determined by the Board from time to time.

- c) The Director of Finance and Governance shall notify Affiliated Clubs of the affiliation and membership fees for the following Financial Year within three (3) months of the end of the financial year.
- d) Any Affiliated Club that has not paid all monies due and payable to Lacrosse WA may (subject to the Board's discretion) have all rights under this Constitution immediately suspended from the expiry of the time, prescribed in Rule 8 of this constitution. Rights will be suspended until such time as the monies are fully paid or as otherwise determined in the Board's discretion.

7.2 Other Registered Member Fees

- a) Each Individual Member, through its Affiliate Club shall pay each year to Lacrosse WA, membership fees, being an amount that shall be determined by the Board from time to time.
- b) Life Members of Lacrosse WA shall not pay any fees to Lacrosse WA.

7.3 Termination of membership to Lacrosse WA

Membership of Lacrosse WA may be terminated upon:

- a) receipt by Lacrosse WA of a notice in writing from a Member of their resignation from Lacrosse WA. Such Member remains liable to pay to Lacrosse WA the amount of any subscription due and payable by that Member to Lacrosse WA but unpaid at the date of termination; or
- b) non-payment by a Member of their Member fees within three months of the date fixed by Lacrosse WA for subscriptions to be paid, unless the Board decides otherwise; or
- c) expulsion of a Member in accordance with Rule 8.

8. DISCIPLINARY ACTION, DISPUTES AND MEDIATION

8.1 Suspension or expulsion

- a) The board may decide to suspend a member's membership or to expel a member from Lacrosse WA if:
 - i. the member contravenes any of these rules; or
 - ii. the member acts detrimentally to the interests of Lacrosse WA.
- b) The Executive Officer must give the member written notice of the proposed suspension or expulsion at least twenty eight (28) days before the board meeting at which the proposal is to be considered by the board.
- c) The notice given to the member must state:
 - i. when and where the board meeting is to be held; and
 - ii. the grounds on which the proposed suspension or expulsion is based; and
 - iii. that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or

- oral (or both written and oral) submissions to the board about the proposed suspension or expulsion;
- d) At the board meeting, the board must:
 - i. give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the board about the proposed suspension or expulsion; and
 - ii. give due consideration to any submissions so made; and
 - iii. decide:
 - a. whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
 - b. whether or not to expel the member from Lacrosse WA.
 - e) A decision of the board to suspend the member's membership or to expel the member from Lacrosse WA takes immediate effect.
 - f) The board must give the member written notice of the board's decision, and the reasons for the decision, within seven (7) days after the board meeting at which the decision is made.
 - g) A member whose membership is suspended or who is expelled from Lacrosse WA may, within fourteen (14) days after receiving notice of the Board's decision under subrule (f), give written notice to the Executive Officer requesting the appointment of a mediator under rule 11.1.
 - h) If notice is given under subrule (g), the member who gives the notice and the board are the parties to the mediation.

8.2 Consequences of suspension

- a) During the period a member's membership is suspended, the member:
 - i. loses any rights (including voting rights) arising as a result of membership; and
 - ii. is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to Lacrosse WA.
- b) When a member's membership is suspended, the Executive Officer must record in the register of members:
 - i. that the member's membership is suspended; and
 - ii. the date on which the suspension takes effect; and
 - iii. the period of the suspension.
- c) When the period of the suspension ends, the Executive Officer must record in the register of members that the member's membership is no longer suspended.

9. RESOLVING DISPUTES

9.1 Grievance Procedure

The grievance procedure applies to disputes:

- a) between members; or
- b) between one or more members and Lacrosse WA.

9.2 Parties to attempt to resolve dispute

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

9.3 How grievance procedure is started

- a) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 9.2, any party to the dispute may start the grievance procedure by giving written notice to the Executive Officer of:
 - i. the parties to the dispute; and
 - ii. the matters that are the subject of the dispute.
- b) Within twenty eight (28) days after the Executive Officer is given the notice, a board meeting must be convened to consider and determine the dispute.
- c) The Executive Officer must give each party to the dispute written notice of the board meeting at which the dispute is to be considered and determined at least seven (7) days before the meeting is held.
- d) The notice given to each party to the dispute must state:
 - i. when and where the board meeting is to be held; and
 - ii. that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the board about the dispute.
- e) If:
 - i. the dispute is between one or more members and Lacrosse WA; and
 - ii. any party to the dispute gives written notice to the Executive Officer stating that the party:
 - a. does not agree to the dispute being determined by the board; and
 - b. requests the appointment of a mediator under rule 10,

the board must not determine the dispute.

9.4 Determination of dispute by board

- a) At the board meeting at which a dispute is to be considered and determined, the board must:
 - i. give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the board about the dispute; and
 - ii. give due consideration to any submissions so made; and
 - iii. determine the dispute.
- b) The board must give each party to the dispute written notice of the board's determination, and the reasons for the determination, within seven (7) days after the board meeting at which the determination is made.

- c) A party to the dispute may, within fourteen (14) days after receiving notice of the board's determination under subrule (a)(iii), give written notice to the Executive Officer requesting the appointment of a mediator under rule 10.
- d) If notice is given under subrule (c), each party to the dispute is a party to the mediation.

10. MEDIATION

- a) Mediation applies if written notice has been given to the Executive Officer requesting the appointment of a mediator:
 - i. by a member under rule 9.1; or
 - ii. by a party to a dispute under rule 9.3(e)(ii)(b) or 9.4(c).
- b) If it is deemed that mediation is required, a mediator must be chosen or appointed under rule 10.1.

10.1 Appointment of mediator

- a) The mediator must be a person chosen:
 - i. if the appointment of a mediator was requested by a member under rule 9.1, by agreement between the Member and the board; or
 - ii. if the appointment of a mediator was requested by a party to a dispute under rule 9.3(e)(ii)(b) or 9.4(c), by agreement between the parties to the dispute.
- b) If there is no agreement for the purposes of subrule (a)(i) or (ii), then, subject to subrules (c) and (d), the board must appoint the mediator.
- c) The person appointed as mediator by the board must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by:
 - i. a member under rule 9.1; or
 - ii. a party to a dispute under rule 9.3(e)(ii)(b); or
 - iii. a party to a dispute under rule 9.4(c) and the dispute is between one or more members and Lacrosse WA.
- d) The person appointed as mediator by the board may be a member or former member of Lacrosse WA but must not:
 - i. have a personal interest in the matter that is the subject of the mediation; or
 - ii. be biased in favour of or against any party to the mediation.

10.2 Mediation process

- a) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- b) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least five (5) days before the mediation takes place.
- c) In conducting the mediation, the mediator must:
 - i. give each party to the mediation every opportunity to be heard; and
 - ii. allow each party to the mediation to give due consideration to any written statement given by another party; and

- iii. ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- iv. The mediator cannot determine the matter that is the subject of the mediation.
- v. The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- vi. The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

10.3 If mediation results in decision to suspend or expel being revoked

If:

- a) mediation takes place because a member whose membership is suspended or who is expelled from Lacrosse WA gives notice under rule 9.1; and
- b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,

that revocation does not affect the validity of any decision made at a board meeting or general meeting during the period of suspension or expulsion.

11. POWERS OF THE BOARD

- a) Subject to the Act and this constitution the governance of Lacrosse WA shall be exercised by the Board. In particular, the Board as the controlling authority of Lacrosse WA shall be responsible for acting on all State issues in accordance with the objects of Lacrosse WA and shall operate for the collective and mutual benefit of Lacrosse WA and the sport of Lacrosse throughout Western Australia.
- b) The Board, subject to the Act and this constitution, shall have the power, jurisdiction and authority to do all things necessary to carry out the business, the affairs and the objects of Lacrosse WA. Lacrosse Western Australia (Inc.).
- c) The Board Directors shall comply with Lacrosse WA Board Charter, including but not limited to the following actions:
 - i. a duty of care and diligence;
 - ii. a duty to act in good faith in the best interests of Lacrosse WA and for a proper purpose;
 - iii. a duty to not use one's position and a duty to not misuse information obtained through the position to gain an advantage for self or someone else or to cause detriment to Lacrosse WA.
- d) The duties outlined in Rule 11(c) will also apply to other officers of Lacrosse WA, which include persons who:
 - i. participate in making decisions that affect a whole or substantial part of Lacrosse WA operations;
 - ii. have the capacity to significantly affect Lacrosse WA's financial standing; and
 - iii. with whose instruction the Board is accustomed to act.

11.1 Chairperson

- a) It is the duty of the chairperson to consult with the Executive Officer regarding the business to be conducted at each board meeting and general meeting.
- b) 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.

11.2 Executive Officer

The Executive Officer has the following duties:

- a) dealing with Lacrosse WA's correspondence;
- 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 member is authorised by the board to do so, maintaining on behalf of Lacrosse WA 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 Lacrosse WA an up-to-date copy of these rules, as required under section 35(1) of the Act;
- f) unless another member is authorised by the board to do so, maintaining on behalf of Lacrosse WA a record of board members and other persons authorised to act on behalf of Lacrosse WA, as required under section 58(2) of the Act;
- g) ensuring the safe custody of the books of Lacrosse WA, other than the financial records, financial statements and financial reports, as applicable to Lacrosse WA;
- h) maintaining full and accurate minutes of board meetings and general meetings;
- i) carrying out any other duty given to the Executive Officer under these rules or by the board.

11.3 Director of Finance and Governance

The Director of Finance and Governance has the following duties:

- a) ensuring that any amounts payable to Lacrosse WA are collected and issuing receipts for those amounts in Lacrosse WA's name;
- b) ensuring that any amounts paid to Lacrosse WA are credited to the appropriate account of Lacrosse WA, as directed by the board;
- c) ensuring that any payments to be made by Lacrosse WA that have been authorised by the board or at a general meeting are made on time;
- d) ensuring that Lacrosse WA complies with the relevant requirements of Part 5 of the Act;
- e) ensuring the safe custody of Lacrosse WA's financial records, financial statements and financial reports, as applicable to Lacrosse WA;
- f) coordinating the preparation of Lacrosse WA's financial statements before their submission to Lacrosse WA's annual general meeting;

- g) providing any assistance required by an auditor or reviewer conducting an audit or review of Lacrosse WA's financial statements or financial report under Part 5 Division 5 of the Act;
- h) carrying out any other duty given to the Director of Finance and Governance under these rules or by the board.

11.4 Committees of the Board

The Board may from time to time appoint committees to undertake certain tasks as determined by the Board. Committees shall be comprised of suitably skilled persons as determined by the Board. A Director of the Board of Lacrosse WA shall be appointed Chairperson of any such committee. The terms of reference for each committee shall be determined by the Board.

12. DELEGATES

12.1 Appointment of Delegates

Each Affiliate Club may be represented by two (2) Delegates, however only one (1) delegate may vote on behalf of the Affiliate Club.

A Delegate must:

- a) be a Member eighteen (18) years of age or over of the Affiliate Club and the Affiliate Club must be a current financial member of Lacrosse WA,
- b) be appropriately empowered by the appointing Affiliate Club to consider, make decisions and vote in proceedings as per this constitution,
- c) not be a Director of Lacrosse WA
- d) not be an employee of Lacrosse WA; and
- e) not be a Delegate for more than one (1) Affiliate Club.

13. ANNUAL GENERAL MEETINGS

An Annual General Meeting of Lacrosse WA shall be held in accordance with the provisions of the Act and this constitution, on a date and at a venue to be determined by the Board, in every calendar year within four (4) months after the end of Lacrosse WA's financial year or such longer period as may in a particular case be allowed by the Commissioner.

All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this constitution.

13.1 Entitlement to Attend General Meeting

Notwithstanding any other Rule, no Affiliate Club shall be represented at, or take part in a General Meeting, unless all monies in accordance with Rule 7, then due and payable to Lacrosse WA are paid.

14. NOTICE OF GENERAL MEETINGS

14.1 Notice of Annual General Meetings

The Executive Officer shall be responsible for;

- a) giving notice of the Annual General Meeting to all Board Directors, Affiliate Clubs, and Life Members,
- b) notice of the Annual General Meeting shall be given at least forty two (42) days prior to the meeting and shall specify the place, the day and time of the Annual General Meeting, and
- c) distributing, at least twenty one (21) days prior to the Annual General Meeting an agenda for the meeting stating the business to be transacted, together with any notice of motion received or forms applicable to the intended business.

15. BUSINESS

15.1 Business of General Meetings

- a) The business to be transacted at the Annual General Meeting includes the presentation of annual accounts, reports of the Board (including the activities of Lacrosse WA during the preceding Financial Year and activities of the Board), auditors report and the confirmation of Elected Directors and Life Membership.
- b) All business that is transacted at a General Meeting, and also all that is transacted at the Annual General Meeting, with the exception of those matters set out in Rule 16 shall be special business.

15.2 Business Transacted

No business other than that stated on the notice of meeting or agenda shall be transacted at that meeting.

16. SPECIAL GENERAL MEETING

- a) Excluding the Annual General Meeting, the Board may, whenever it thinks fit, convene Special General Meetings on dates and at venues to be determined by the Board.
- b) The Board shall on the requisition in writing by no less than 50% of Affiliate Clubs convene a Special General Meeting.
- c) The members requiring a special general meeting to be convened must:
 - i. make the requirement by written notice given to the Executive Officer; and
 - ii. state in the notice the business to be considered at the meeting; and
 - iii. each sign the notice.
- d) The special general meeting must be convened within twenty eight (28) days after notice is given under subrule (16)(c).

- e) If the board does not convene a special general meeting within that twenty eight (28) day period, the members making the requirement (or any of them) may convene the special general meeting.
- f) A special general meeting convened by members under subrule (16)(c):
 - i. must be held within three (3) months after the date the original requirement was made; and
 - ii. may only consider the business stated in the notice by which the requirement was made.

17. PROCEEDINGS AT GENERAL MEETINGS

17.1 Quorum

No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for a General Meeting of Lacrosse WA shall be a minimum of 60% of Affiliate Clubs eligible to vote.

17.2 Conduct of Meeting

Without limiting the power of the Board to regulate a meeting as they think fit, a General Meeting may be held where one or more of the Delegates is not physically present at the meeting, provided that:

- a) prior notification of requirements to satisfy Rule 14.1 are communicated to the Executive Officer;
- b) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously, whether by means of telephone or other form of physical or electronic communication;
- c) notice of the meeting is given to all Affiliate Clubs entitled to notice in accordance with Rule 14.1; and
- d) in the event that a failure in communications prevents the condition in Rule 17.2(b) from being satisfied by that number of participants that constitutes a quorum, and insufficient Delegates are present at the place where the meeting is deemed by virtue of the further provisions of this Rule to be held, then the meeting shall be suspended until the condition at Rule 17.2(b) is satisfied again. If such condition is not satisfied within fifteen (15) minutes from the interruption the meeting shall be deemed to have terminated.

17.3 Chair of General Meeting

The Chairperson shall, subject to this constitution, preside as Chair at every General Meeting of Lacrosse WA. If the Chairperson is not present, is unwilling or unable to preside, the Directors shall choose one of their number present who shall, subject to this constitution, preside as chair for that meeting only.

17.4 Adjournment of General Meeting

- a) If within thirty (30) minutes from the time appointed for the General Meeting, a quorum is not present, the meeting shall be adjourned to such other day, such other time and place as may be determined under Rule 17.4.
- b) When any General Meeting lapses due to lack of a quorum, the Executive Officer shall convene a second meeting within a period of fourteen (14) days. If at the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the business shall be transacted, provided the Affiliate Clubs then present, is not less than half the number required for a quorum.
- c) The Chair may, with the consent of any General Meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- d) When a General Meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- e) Except as provided in Rule 17(d) it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

17.5 Voting Procedure

At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a Poll is (before or on the declaration of the result of the show of hands) demanded:

- a) by the Chair; or
- b) by at least four (4) Affiliate Clubs present in person at the meeting.

17.6 Voting Entitlements

- a) Subject to this constitution; Affiliate Clubs shall be entitled to vote at General Meetings in accordance with Rule 6. Two (2) delegates from each club have the right to be present and debate but only one (1) delegate may vote on behalf of the Affiliated Club at General Meetings, in accordance with Rule 12.
- b) Subject to this constitution, Affiliate Club's votes shall be exercised by the Delegates. No other Member shall be entitled to vote, but shall, subject to this constitution have, and be entitled to exercise, those rights set out in Rule 12.
- c) All votes shall be given personally, as provided in Rule 18.

17.7 Recording of Determinations

Unless a Poll is demanded under Rule 17.8, a declaration by the Chair that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost and an entry to the minutes of the proceedings of Lacrosse WA shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

17.8 Where Poll Demanded

If a Poll is duly demanded under Rule 17.7 it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chair directs and the result of the Poll shall be the resolution of the meeting at which the Poll was demanded.

17.9 Resolutions at General Meetings

Except where a Special Resolution is required, all motions at General Meetings shall be determined by a majority vote of eligible Affiliate Clubs.

17.10 Minutes

- a) Proper minutes of all proceedings of each AGM, SGM and meetings of any Lacrosse WA board, committee, commission or tribunal constituted from time to time under this Constitution or By-laws shall be kept.
- b) The minutes kept pursuant to Section 17.10(a) shall be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting.
- c) Where minutes are signed, they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held and all elections and appointments made at a meeting shall be deemed to be valid.

18. PROXY VOTING

18.1 Proxy voting is not permitted.

Proxy voting shall not be permitted in General Meetings.

19. COMPOSITION OF THE BOARD

- a) The Board shall comprise of seven (7) Elected Directors (one of these being the Chairperson) elected in accordance with Rule 20.2;
- b) The following are the office holders of the Association:
 - i. Chairperson
 - ii. Deputy Chairperson
 - iii. Finance and Governance
 - iv. Men's Competition and Officiating
 - v. Women's Competition and Officiating
 - vi. High Performance
 - vii. Development and Growth

Subject to this Rule, the Chairperson must preside at all General Meetings and Board Meetings. In the event of the absence from a General Meeting or a Board meeting of the Chairperson:

- i. a Director elected by those Directors present at the General Meeting must preside at the General Meeting; or
- ii. in the event of the absence of the Chairperson from a Board meeting, a Director appointed by the other Directors present at the Board Meeting must preside at the Board Meeting.

20. ELECTED DIRECTORS

20.1 Qualifications for Elected Directors

- a) Nominees for Elected Director positions on the Board must meet the qualifications as prescribed from time to time by the Board and set out in Lacrosse WA s policies.
- b) Elected Directors should have a knowledge of Lacrosse, its stakeholders and a commitment to the development of the sport of Lacrosse.
- c) Nominees for Elected Director positions on the Board must declare any position they hold in Lacrosse WA, an Affiliate Club, including as an office bearer, director or a business owner.

20.2 Elections of Elected Directors

- a) At least thirty five (35) days before the date of the Annual General Meeting (excluding the meeting date) in each year, a notice seeking nominations shall be given to each Affiliate Club, notifying each Affiliate Club of the positions on the Board for which an election is to be held and calling upon Affiliate Clubs to nominate persons for election to the Board.
- b) A nominee must be a Member of Lacrosse WA of eighteen (18) years or over.
- c) Nominations for Elected Directors must be:
 - i. in writing on the prescribed form provided for that purpose;
 - ii. signed by two (2) authorised personnel of the affiliated club and;
 - iii. signed by the nominee expressing a willingness to accept the position for which they have nominated.
- d) Nominations must be received by the Executive Officer at least twenty one (21) days prior to the relevant Annual General Meeting (excluding the meeting date).
- e) If the number of nominations received for the Board is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board, then those persons nominated shall be elected upon majority vote.
- f) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be taken as follows:
 - i. At least fourteen (14) days prior to the Annual General Meeting, each Affiliate Club entitled to vote will be forwarded a notice specifying the nominees for election and a voting form. The notice specifying the nominees for election and the voting form shall be in a format approved by the Board.

- ii. The notice specifying the nominees for election will contain:
 - a. the number of positions on the Board for which an election is required and whether the positions are general Board Director positions or the position of Chairperson;
 - b. the names of each nominee and
- g) Each Affiliate Club desiring to vote in the election will complete and return the voting form to the offices of Lacrosse WA by no later than 5pm, 7 days prior to the Annual General Meeting (excluding the day of the meeting).
- h) The voting shall be conducted by majority vote.
- i) If there are insufficient nominations received to fill all vacancies on the Board, any remaining vacant positions shall be dealt with in accordance with Rule 21.
- j) At the Annual General Meeting the Chair at that meeting shall announce the result of the election.

20.3 Term of Appointment

- a) Subject to the transitional provisions contained in Rule 26, Elected Directors shall be elected in accordance with this constitution, for a term of two (2) years, which shall commence from the conclusion of the Annual General Meeting at which the election occurred and continue until the conclusion of the second Annual General Meeting following.
- b) Should any adjustment to the term of Elected Directors elected under this constitution be necessary to ensure rotational terms in accordance with this constitution, the adjustment shall be determined by the Board. Elections to subsequent Boards shall then proceed in accordance with the procedures in this constitution with approximately half of the Elected Directors positions being declared vacant each year.

20.4 Resignation and removal from office

- a) A board member may resign from the board by written notice given to the Executive Officer or, if the resigning member is the Executive Officer, given to the chairperson.
- b) The resignation takes effect:
 - i. when the notice is received by the Executive Officer or chairperson; or
 - ii. if a later time is stated in the notice, at the later time.
- c) At a general meeting, Lacrosse WA may by resolution:
 - i. remove a board member from office; and
 - ii. elect a member who is eligible under rule 20 to fill the vacant position.
- d) A board member who is the subject of a proposed resolution under subrule (c)(i) may make written representations (of a reasonable length) to the Executive Officer or chairperson and may ask that the representations be provided to the members.
- e) The Executive Officer 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.

21. VACANCIES OF THE BOARD

21.1 Grounds for Termination of a Director

In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:

- a) dies;
- b) becomes bankrupt or is required to make any arrangement or composition with creditors generally;
- c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- d) resigns from office in writing to Lacrosse WA ;
- e) is absent without the consent of the Board from three (3) consecutive meetings of the Board;
- f) takes up any office of salaried employment of Lacrosse WA ;
- g) would otherwise be prohibited from being a director of a corporation under the Corporations Act, 2001 or is disqualified from office under the Act;
- h) brings the sport of Lacrosse into disrepute.

21.2 Casual Vacancies

- a) In the event of a casual vacancy of an Elected Director the Board shall identify a replacement Director, in accordance with Rule 20, and appoint a suitable person for the remainder of the vacating Directors term.
- b) In the event of a casual vacancy of an Appointed Director the Board shall identify a replacement Director from among appropriately qualified persons, in accordance with Rule 20, and appoint a suitable person for the remainder of the vacating Appointed Directors term.

21.3 Payments to Board members

A board member may be entitled to be paid out of the funds of Lacrosse WA for any out-of-pocket expenses for travel and accommodation properly incurred –

- a) in attending a board meeting; or
- b) in attending a general meeting; or
- c) otherwise in connection with Lacrosse WA's business.

22. MEETINGS OF THE BOARD

22.1 Board meetings

- a) The board must meet at least nine (9) times in each year on the dates and at the times and places determined by the board.

- b) The date, time and place of the first board meeting must be determined by the board members as soon as practicable after the annual general meeting at which the board members are elected.
- c) Special board meetings may be convened by the chairperson or any two (2) board members.

22.2 Notice of board meetings

- a) Notice of each board meeting must be given to each board member at least 48 hours before the time of the meeting.
- b) 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 and must include an Agenda of business to be conducted at the meeting.

22.3 Procedure and order of business

- a) The chairperson or, in the chairperson's absence, the deputy-chairperson must preside as chairperson of each board meeting.
- b) 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.
- c) The procedure to be followed at a board meeting must be determined from time to time by the board.
- d) The order of business at a board meeting may be determined by the board members at the meeting.
- e) A member or other person who is not a board member may attend a board meeting if invited to do so by the board.
- f) A person invited under subrule (e) to attend a board meeting:
 - i. has no right to any agenda, minutes or other document circulated at the meeting; and
 - ii. must not comment about any matter discussed at the meeting unless invited by the board to do so; and
 - iii. cannot vote on any matter that is to be decided at the meeting.

22.4 Resolutions not in Meeting

- a) A resolution in writing, signed, assented to or endorsed by electronic mail or other form of reproducible record by all the Directors shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Directors.
- b) For purposes of clarity, a majority vote of Directors shall be sufficient to pass a resolution not in meeting as referred to in Rule 22.4(a).
- c) Without limiting the power of the Board to regulate their meetings as they think fit, a meeting of the Board may be held where one or more of the Directors is not physically present at the meeting, provided that;

- i. all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously, whether by means of telephone or other form of physical or electronic communication;
- ii. notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board and such notice does not specify that Directors are required to be present in person; and
- iii. in the event that a failure in communications prevents condition (i) from being satisfied by that number of Directors which constitutes a quorum, and none of the Directors are present at the place where the meeting is deemed by virtue of the further provisions of this Rule to be held, then the meeting shall be suspended until condition (i) is satisfied again. If such condition is not satisfied within fifteen (15) minutes from the interruption the meeting shall be deemed to have terminated.

22.5 Quorum

At meetings of the Board the number of Directors whose presence or participation under Rule 22.1 is required to constitute a quorum is four (4) Directors.

When a Board Meeting lapses due to lack of a quorum, the Executive Officer shall convene a second Board Meeting within a period of fourteen (14) days.

22.6 Voting at board meetings

- a) Each board member present at a board meeting has one vote on any question arising at the meeting.
- b) A motion is carried if a majority of the board members present at the board meeting vote in favour of the motion.
- c) If the votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- d) 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.
- e) If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.

22.7 Validity of Board Decisions

The acts of a board or 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.

23. CONFLICTS

23.1 Directors' Interests

A Director is disqualified from holding any position of profit or position of employment in, or in any company or incorporated Lacrosse WA in which Lacrosse WA is a shareholder or otherwise interested or from contracting with Lacrosse WA either as a vendor, purchaser or otherwise except pursuant to an express resolution of approval of the Board. Subject to this Rule, any contract or arrangement entered into by or on behalf of Lacrosse WA in which any Director is in any way interested will be voided for such reason.

23.2 Conflict of Interest

A Director shall declare an interest in any:

- a) contractual matter;
- b) selection matter;
- c) judicial or disciplinary matter;
- d) sponsorship matter;
- e) material personal interest; or
- f) other financial matter;

in which a conflict of interest arises or may arise, and shall absent themselves from discussions of such matter and shall not be entitled to vote in respect of such matter. In the event of any uncertainty as to whether it is necessary for a Director to absent themselves from discussions and refrain from voting, the issue should be immediately determined by vote of the Board, or if this is not possible, the matter shall be adjourned or deferred.

23.3 Disclosure of Interests

- a) The nature of the interest of such Director must be declared by the Director at the meeting of the Board at which the contract or other matter is first taken into consideration if the interest then exists or in any other case at the first meeting of the Board after the acquisition of the interest. If a Director becomes interested in a contract or other matter after it is made or entered into, the declaration of the interest must be made at the first meeting of the Board held after the Director becomes so interested.
- b) Conflicts of Interest shall be a standing agenda item at meetings of the Board and it is the duty of the Executive Officer to ensure that any declaration made or any general notice given by a Director is recorded in the minutes.
- c) Conflict of Interest registered by Directors, will also be declared at the Annual General Meeting.

23.4 Minutes of board meetings

- a) The board must ensure that minutes are taken and kept of each board meeting.
- b) The minutes must record the following:
 - i. the names of the board members present at the meeting;
 - ii. the name of any person attending the meeting under rule 22.3(e);
 - iii. the business considered at the meeting;
 - iv. any motion on which a vote is taken at the meeting and the result of the vote.
- c) The minutes of a board meeting must be entered in Lacrosse WA's minute book (electronic) within thirty (30) days after the meeting is held.
- d) The chairperson must ensure that the minutes of a board meeting are reviewed and signed as correct by:
 - i. the chairperson of the meeting; or
 - ii. the chairperson of the next board meeting.
- e) When the minutes of a board meeting have been signed as correct they are, until the contrary is proved, evidence that:
 - i. the meeting to which the minutes relate was duly convened and held; and
 - ii. the matters recorded as having taken place at the meeting took place as recorded; and
 - iii. any appointment purportedly made at the meeting was validly made.

24. SUBCOMMITTEES AND SUBSIDIARY OFFICES

- a) To help the board in the conduct of Lacrosse WA's business, the board may, in writing, do either or both of the following:
 - i. appoint one or more subcommittees;
 - ii. create one or more subsidiary offices and appoint people to those offices.
- b) A subcommittee may consist of the number of people, whether or not members, that the board considers appropriate.
- c) A person may be appointed to a subsidiary office whether or not the person is a member.
- d) Subject to any directions given by the board:
 - i. a subcommittee may meet and conduct business as appropriate to its function; and
 - ii. the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

25. DELEGATION TO SUBCOMMITTEES AND HOLDERS OF SUBSIDIARY OFFICES

- a) 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:
 - i. the power to delegate; and
 - ii. a non-delegable duty.

- b) 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.
- c) 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.
- d) The delegation does not prevent the board from exercising or performing at any time the power or duty delegated.
- e) 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.
- f) The board may, in writing, amend or revoke the delegation.

26. TRANSITIONAL PROVISIONS

26.1 Transitional Board

Upon the adoption of this constitution, the Board elected at the Annual General Meeting preceding the adoption (the transitional Board) will continue as the Board of Lacrosse WA, with each Director serving out the remainder of their term. The transitional Board shall, consistent with this constitution, do such things and act in such manner as is necessary to further the objects of Lacrosse WA during its term. The quorum for a meeting of the transitional Board shall be three (3) Directors.

26.2 Board Chairperson during Transitional Period

The Chairperson shall preside at every meeting of the transitional Board. If the Chairperson is not present, unwilling or unable to preside, the Directors shall choose one of their number present to preside as chair for that meeting only.

26.3 Transitional Board Vacancies

Upon the adoption of this constitution, the transitional Board may appoint a person to one of the Appointed Director positions referred to in Rule 19.

At the first Annual General Meeting held following the adoption of this constitution, one (1) of the retiring Directors vacancies will be filled by an Elected Director and two (2) of the retiring Directors vacancies will be filled by Appointed Directors.

At the second Annual General Meeting held following the adoption of this constitution, three (3) of the Elected Director positions, including the position of Chairperson, will be for two (2) year terms and one (1) of the Elected Director positions will be for a one (1) year term.

27. FINANCIAL MATTERS

27.1 Financial year.

The financial year of Lacrosse WA is the period beginning on the first day of November in each year and ending on the thirty first day of October next following year.

27.2 Source of funds

The funds of Lacrosse WA may be derived from annual subscriptions, grants, sponsorship, fees, donations, fund-raising activities, interest and any other sources approved by the board.

27.3 Control of funds

- a) Lacrosse WA must open an account in the name of the Association with a financial institution from which all expenditure of Lacrosse WA is made and into which all funds received by Lacrosse WA are deposited.
- b) Subject to any restrictions imposed at a general meeting, the board may approve expenditure on behalf of Lacrosse WA.
- c) The board may authorise the Director of Finance and Governance to expend funds on behalf of Lacrosse WA up to a specified limit without requiring approval from the board for each item on which the funds are expended.
- d) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of Lacrosse WA must be signed by:
 - i. Two (2) board members; or
 - ii. one (1) board member and a person authorised by the board.
- e) All funds of Lacrosse WA must be deposited into Lacrosse WA's account within five (5) working days after their receipt.
- f) Electronic payment transactions may be EFT or Debit Card.

28. BY-LAWS

- a) Lacrosse WA may, by resolution at a general meeting, make, amend or revoke by-laws.
- b) By-laws may:
 - i. provide for the rights and obligations that apply to any classes of associate membership approved under rule 6; and
 - ii. impose restrictions on the board's powers, including the power to dispose of Lacrosse WA's assets; and
 - iii. impose requirements relating to the financial reporting and financial accountability of Lacrosse WA and the auditing of Lacrosse WA's accounts; and

- iv. provide for any other matter Lacrosse WA considers necessary or convenient to be dealt with in the by-laws.
- c) A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.
- d) Without limiting subrule (c), a by-law made for the purposes of subrule (b)(iii) may only impose requirements on Lacrosse WA that are additional to, and do not restrict, a requirement imposed on Lacrosse WA under Part 5 of the Act.
- e) At the request of a member, Lacrosse WA must make a copy of the by-laws available for inspection by the member.

28.1 Executing documents and common seal

- a) Lacrosse WA may execute a document without using a common seal if the document is signed by:
 - i. two (2) board members; or
 - ii. one (1) board member and a person authorised by the board.
- b) If Lacrosse WA has a common seal:
 - i. the name of Lacrosse WA must appear in legible characters on the common seal; and
 - ii. a document may only be sealed with the common seal by the authority of the board and in the presence of:
 - a. two (2) board members; or
 - b. one (1) board member and a person authorised by the board,
 - c. and each of them is to sign the document to attest that the document was sealed in their presence.
- c) The Executive Officer must make a written record of each use of the common seal.
- d) The common seal must be kept in the custody of the Executive Officer or another board member authorised by the board.

28.2 Notices Binding on Members

Amendments, alterations, interpretations or other changes to regulations and policies shall be advised to Members by means of notices approved by the Board and prepared and issued by the Executive Officer. Affiliate Clubs shall be obliged to draw such notices to the attention of their respective members. Notices are binding upon all Members of Lacrosse WA.

28.3 Custody of books and securities

- a) Subject to subrule (b), the books and any securities of Lacrosse WA must be kept in the Executive Officer's custody or under the Executive Officer's control.
- b) The financial records and, as applicable, the financial statements or financial reports of Lacrosse WA must be kept in the Director of Finance's custody or under the Director of Finance's control.

- c) Subrules (a) and (b) have effect except as otherwise decided by the board.
- d) The books of Lacrosse WA must be retained for at least seven (7) years.

28.4 Record of office holders

The record of board members and other persons authorised to act on behalf of Lacrosse WA that is required to be maintained under section 58(2) of the Act must be kept in the Executive Officer's custody or under the Executive Officer's control.

28.5 Register of members

- a) The Executive Officer, or another person authorised by the Board, is responsible for the requirements imposed on Lacrosse WA under section 53 of the Act to maintain the register of members and record in that register any change in the membership of Lacrosse WA.
- b) 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.
- c) The register of members must be kept at a place determined by the Board.
- d) A member who wishes to inspect the register of members must contact the Executive Officer to make the necessary arrangements.
- e) If:
 - i. 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
 - ii. 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 may 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 Lacrosse WA.

28.6 Distribution of surplus property on winding up of Lacrosse WA

If upon the winding up or dissolution of Lacrosse WA there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another association/s incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the Members.

28.7 Alteration of rules

If Lacrosse WA, Individual Members or Affiliated Clubs want to alter or rescind any of these rules, or to make additional rules, Lacrosse WA may do so only by special resolution and by otherwise complying with Part 3 Division 2 of the Act.