

W.A.ROLLER DERBY

CONSTITUTION

1 NAME

The name of the Association is W.A. Roller Derby Inc. (the Association).

2 OBJECTS

The objects of the association are to:

2.1 provide an avenue for learning, competing and teaching current Women's Flat Track Derby Association (WFTDA) rules roller derby in Western Australia;

2.2 facilitate roller derby leagues with various teams;

2.3 promote and advance roller derby as a sport in Western Australia; and

The Association shall be empowered to do all things necessary which are incidental to and necessary for the attainment of the objects of the Association.

3 MISSION STATEMENT

W.A. Roller Derby Inc. is a not-for-profit association dedicated to assisting women in learning, teaching and competing in current WFTDA-rules roller derby around Western Australia. Our goal is to facilitate the creation and growth of teams, and the organising of bouts for within the league and external leagues' teams. At the same time, we will promote roller derby around Western Australia as a healthy, empowering and fun sport, and as an exciting spectator sport.

4 POWERS OF THE ASSOCIATION

As conferred by section 13 of the Act, the powers of the association are to:

4.1 acquire, hold, deal with, and dispose of any real or personal property;

4.2 open and operate bank accounts;

4.3 invest its money –

(i) in any security in which trust monies may be lawfully invested; or

(ii) in any other manner authorised by the rules of the Association;

4.4 borrow money upon such terms and conditions as the Association thinks fit;

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4.5 give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;

4.6 appoint agents and employees to transact any business of the Association on its behalf;

4.7 build, construct, erect, maintain, alter and repair any premises, building or other structure of any kind and to furnish, equip and improve the same for use by the Association;

4.8 print and publish any information by any media (including newspapers, periodicals, books,

posters or leaflets) for promotion of the association;

4.9 accept donations and gifts in accordance with the objects of the Association;

4.10 provide gifts and prizes in accordance with the objects of the Association;

4.11 organise social events for Members and the promotion of the Association; and

4.12 enter into any other contract it considers necessary or desirable.

5 MEMBERSHIP

5.1 Membership shall be open to any person over the age of 18 who wishes to further the interests of the Association.

5.2 Any person seeking membership shall make application to the Committee, and the Committee shall determine whether the application is successful or not.

5.3 Each person admitted to membership shall be:

5.3.1 bound by the constitution and by-laws of the Association

5.3.2 liable for such fees and subscriptions as may be fixed by the association;

5.3.3 entitled to all advantages and privileges of membership.

5.4 Membership categories:

5.4.1 Ordinary member – Any person who is a financial member of the Association is entitled to hold any office and enjoy the privileges of the Association.

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5.4.2 Coach member – Any person nominated by the Committee as a coach.

5.4.3 Referee member – Any person nominated by the Committee as a referee.

5.4.4 Affiliated teams – A team desirous of becoming affiliated must make an application in accordance with the by-laws of the Association. Each affiliated team shall appoint or elect a delegate as its representative at Committee meetings.

5.5 The Committee shall appoint a Committee member to maintain and keep an up to date register of members of the Association and their postal or residential addresses.

5.6 A member may at any reasonable time inspect the records and documents of the Association.

6 SUBSCRIPTIONS

6.1 Subscriptions shall be paid by the different membership categories as and when they are due, in accordance with the by-laws.

7 TERMINATION OF MEMBERSHIP

7.1 Membership of the Association may be terminated upon:

7.1.1 Resignation – Such person remains liable to pay to the Association the amount of any

subscription due and payable by that person to the Association but unpaid at the date of termination;

7.1.2 Expulsion

7.1.3 Non-payment by a member of subscription within 1 month of the date fixed by the Committee for subscriptions to be paid, unless the Committee decides otherwise in accordance with the by-laws of the Association.

7.2 The Committee shall have the power to suspend or expel any member of the Association for:

7.2.1 any of the events specified in item 7.1;

7.2.2 false or inaccurate statements made in the member's application for membership of the Association;

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7.2.3 breach of any rule, regulation or by-law of the Association; or

7.2.4 any act detrimental to the Association, after having undertaken due inquiry.

7.3 Any member who is expelled, suspended or has their membership terminated, shall have the right to appeal against their suspension or expulsion by presenting their case to a General Meeting, and the decision of the General Meeting shall be final.

8 MANAGEMENT COMMITTEE

8.1 Subject to item 8.7, the affairs of the Association will be managed by a Management Committee (the Committee) consisting of at least three committee members, with one being Chief Administrator, and others being general administrative positions.

8.2 Committee members must be members of the Association and must be elected to membership of the Committee at an Annual General Meeting.

8.3 A person shall cease to be a Committee member at the conclusion of the Annual General Meeting which follows her election and will be eligible for re-election.

8.4 A quorum of the Committee shall be half of its members plus one.

8.5 A chairperson nominated by the Committee members present shall chair each committee meeting.

8.6 A member of the management committee may lose his or her seat on the committee for the following reasons:

- (i) absence from three or more meetings without leave of absence; or
- (ii) found not to be a financial member.

8.7 The Committee may delegate, in writing, to one or more sub-committees (consisting of such member or members of the association as the Committee thinks fit) the exercise of such functions of the Committee as are specified in the delegation other than:

- (i) the power of delegation; and
- (ii) a function which is a duty imposed on the Committee by the Act or any other law.

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8.8 Any delegation under item 8.7 may be subject to such conditions and limitations as to:

- (i) the exercise of that function; or
- (ii) the time and circumstances

as specified in the written delegation.

8.9 The Committee may continue to exercise any function delegated, and may revoke wholly or in part, any delegation under item 8.7.

9 POWERS OF THE MANAGEMENT COMMITTEE

9.1 The Management Committee shall carry out the day-to-day running of the Association and shall have the power to:

9.2 Administer the finances, appoint bankers, direct the opening of bank accounts for specific purposes, transfer funds from one account to another, and close any such account.

9.3 Fix the manner in which such banking accounts shall be operated upon, providing the Committee passes all payments.

9.4 Fix fees and subscriptions payable by members; decide such levies, fines and charges as deemed necessary and advisable; and enforce payment thereof.

9.5 Adjudicate on all matters brought before it which may affect the Association in any way.

9.6 Cause minutes to be made of all proceedings at meetings of the Committee and General Meetings of members.

9.7 Make, amend and rescind rulings and by-laws.

9.8 Form and appoint any sub-committee(s) as required for specific purposes.

9.9 Employ a person(s) to carry out certain duties required by the Association, at salaries or remunerations for such period of time as deemed necessary.

9.10 Appoint a successor until the next general meeting, should a vacancy occur on the Committee.

9.11 Appoint an officer(s) or agent of the Committee to have custody of the Association's records, documents and securities.

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10 TEAMS

10.1 The Association may include such Teams as are recognised by the Association to conduct roller derby.

10.2 A Team shall be recognised as a sub-committee of the Association and will administer roller derby on behalf of Members, subject always to the direction of the Association and in accordance with the objectives of the Association.

10.3 Each Team shall:

10.3.1 be subject to the direction of the Association;

10.3.2 support the Association in the achievement and promotion of its objectives;

10.3.3 abide by the Constitution and any by-laws or regulations of the Association, which create uniformity in the way in which the objectives of the Association and roller derby are to be conducted, promoted and administered.

10.4 Where the Executive Board considers or is advised that a Team has allegedly:

10.4.1 breached, failed, refused or neglected to comply with a provision of this Constitution, the by-laws, or any resolution or determination of the Committee; or

10.4.2 acted in a manner prejudicial to the objects and interests of the Association; or

10.4.3 brought the Association, any member or the sport into disrepute;

the Committee may, after allowing the Team the opportunity to explain, adjudicate and if necessary penalise that Team for such conduct or omission with such penalty as it thinks appropriate.

10.5 Each Team acknowledges and agrees that the Association has the power to veto any decision of a Team which, in the Committee's opinion, is contrary to or in conflict with, the objectives of the Association, this Constitution, the by-laws or any other regulations.

11 ANNUAL GENERAL MEETINGS

11.1 The Annual General Meeting of the Association must be held within four months of the end of the financial year.

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11.2 The committee shall give at least fourteen (14) days notice of the date of the Annual General Meeting to members.

11.3 All financial members may attend the Annual General Meeting.

11.4 The quorum at the Annual General Meeting shall be a minimum of 51% of members. If, at the end of 30 minutes after the time appointed in the notice for the opening of the meeting, there is no quorum, then the meeting shall stand and adjourn for one week. If, at such a second meeting, there is no quorum, those members present shall be competent to discharge the business of the meeting.

11.5 Attendance at meetings may be physical, or via telephone, or electronically through any means set out in the notice of meeting, including via circular email as long as response time is set out in the circular email.

12 GENERAL MEETINGS

12.1 General Meetings may be called by the Committee or at the request of the President and one other committee member, or on the written request of two (2) members of the Association.

12.2 The Secretary shall give at least seven (7) days' notice, in writing, of the date of the General Meeting to the members, in the case of a physical meeting, and at least one (1) day's written notice of other types of meeting. Notice of General Meetings shall set out clearly the business for which the meeting has been called.

12.3 Attendance at meetings may be physical, or via telephone, or electronically through any means set out in the notice of meeting, including via circular email as long as response time is set out in the circular email.

12.3 The quorum at the General Meeting shall be a minimum of 51% of members.

13 VOTING

13.1 Voting powers at Committee meetings are as follows:

13.1.1 Each Committee member has a deliberative vote.

13.1.2 A question arising at a Committee meeting must be decided by a majority of votes, but if there is no majority, the person presiding over the meeting will have a casting vote in addition to her deliberative vote.

13.2 Voting powers at Annual General Meetings and General Meetings are as follows:

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13.2.1 Subject to these rules, each member present in person or by proxy at a general meeting is entitled to a deliberative vote.

13.2.2 With the exception of item 13.2.3, a majority (51%) vote is required to pass a resolution.

13.2.3 A majority of at least 75% (of members present in person or by proxy at the general meeting) is required to pass special resolutions, that is:

- i) a vote to amend the constitution, or change the Association name or objects; or
- ii) a vote to wind up the Association.

13.2.4 If there is no majority, the person presiding over the meeting will have a casting vote in addition to her deliberative vote.

13.2.5 A member (the 'appointing member') may appoint in writing another member who is a natural person to be the proxy of the appointing member to attend and vote on behalf of the appointing member at any general meeting.

13.2.6 The written appointment of proxy must be submitted to the Secretary prior to the general meeting and within the time specified on the notice of meeting.

13.2.7 Voting may be done via ballot, mail vote, or via any other methods, including electronic means set out in the notice of meeting.

14 FINANCE

14.1 All funds of the Association shall be deposited into the Association's accounts at such bank or recognised financial institution as the Committee may determine, or held in a cash account.

14.2 A statement showing the financial position of the Association may be tabled at a Committee meeting if requested by the committee.

14.3 A statement of income and expenditure, assets and liabilities shall be submitted to the Annual General Meeting.

14.4 The financial year of the Association shall commence on 1 July each year, and end on 30 June the following year.

14.5 An audit may be undertaken at the request of the Committee, or the President and one other committee member; or by resolution of the Annual General Meeting, or at the request of any governing body.

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14.6 Any auditor(s) shall be elected / appointed by an Annual General Meeting or General Meeting.

14.7 Where an audit is required under item 14.5, the auditor(s) shall examine and audit all books and accounts of the Association, and shall have the power to call for all such documents, and shall report thereon to the next Annual or General Meeting.

14.8 The signatories to the Association's account(s) will be at least one (1) of the committee members.

14.9 The property and income of the Association shall be applied solely towards the promotion of the objects of the Association. 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 the objects.

15 COMMON SEAL

15.1 The Association will have a common seal (rubber stamp) on which its name appears in legible characters.

15.2 The common seal shall not be used or affixed to any deed or document except pursuant to a resolution of the Committee and in the presence of any two of the committee members, both of whom shall subscribe their names as witnesses.

15.3 The common seal of the Association shall be kept in the care of the Committee.

16 DISPUTES AND MEDIATION

16.1 The grievance procedure set out in this item applies to disputes under this Constitution between:

(i) a member and another member; or

(ii) a member and the Association; or

(iii) those non-members who receive services from the Association, and the Association.

16.2 The parties to the dispute must meet and discuss the matter in dispute, and if possible,

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resolve the dispute within fourteen (14) days after the dispute comes to the attention of all

parties.

16.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend

that meeting, then the parties must, within 10 days, hold a meeting in the presence of a

mediator.

16.4 The mediator must be:

(i) a person chosen by agreement between the parties; or

(ii) in the absence of agreement:

a) in the case of a dispute between a member and another member, a person appointed by the Committee of the Association;

b) in the case of a dispute between a member or relevant non-member and the Association, a person who is a mediator appointed to or employed with a not-for-profit organisation.

16.5 A member of the Association can be a mediator.

16.6 The mediator cannot be a member who is party to the dispute.

16.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

16.8 The mediator, in conducting the mediation, must:

(i) give the parties to the mediation process every opportunity to be heard;

(ii) allow due consideration by all parties of any written statement submitted by any part;

and

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(iii) ensure that natural justice is accorded to the parties to the dispute throughout the

mediation process.

16.9 The mediator must not determine the dispute.

16.10 The mediation must be confidential and without prejudice.

16.11 If the mediation process does not result in the dispute being resolved, the parties may seek

to resolve the dispute in accordance with the Act or otherwise at law.

17 INDEMNITY

17.1 Every Committee member, auditor, manager, employee or agent of the Association shall be indemnified out of the property or assets of the Association against any liability incurred by them in their capacity as a Committee member, auditor or agent in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to them by the Court.

17.2 The Association shall indemnify its Committee members and employees against all damages and costs (including legal costs) for which any such Committee member or employee may be or becomes liable to any third party in consequence of any act or omission except wilful misconduct or criminal conduct:

(i) in the case of a Committee member, performed or made whilst acting on behalf of and with the authority, express or implied, of the Association; and

(ii) in the case of the employee, performed or made in the course of, and within the scope of, their employment by the Association.

18 ALTERATION OF CONSTITUTION AND BY-LAWS

18.1 This Constitution shall not be altered except by Special Resolution, in accordance with the Act.

18.2 Alterations to the by-laws shall only be made at Committee meetings, provided notice of the proposed alteration(s) has been duly given to Committee members prior to the meeting.

19 DISSOLUTION

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19.1 If, on the winding up of the Association, there remains (after satisfaction of all its debts and liabilities) any property, this shall not be paid to or distributed among the members, or former members.

19.2 The surplus property shall be given or transferred to:

(i) another incorporated association having objects similar to those of the Association; or

(ii) for charitable purposes; and

which association shall be determined by resolution of the members.