



## West Adelaide Football Club

<b>WAFC AGM 2024 PROPOSAL: Constitutional changes/amendments</b>	
<b>Agenda Item</b>	Special items for voting
<b>Paper Type</b>	FOR ACTION
<b>Date</b>	16 <sup>th</sup> December 2024

### **INTRODUCTION**

In March 2024, the WAFC President communicated to the WAFC Board her intent to source a re-write of the WAFC constitution based on a number of factors. Not least amongst these was the fact that the constitution in its current format was intended as an interim measure and not a long-standing solution as identified prior to and during the 2002 committee review.

Additionally, throughout the last 3-4 years, it has become apparent that elements of the current constitution are outdated, not aligned with community expectations, does not include bylaws legally approved by Board and in some cases, contradictory to the actual practices occurring at WAFC. The Board has also received, in recent times, a number of member suggestions regarding the constitution, specifically in the areas of Board administration, voting, definitions, life membership and eligibility.

It has been identified that a full detailed review will be extremely time demanding and significantly delay the introduction of these important changes. As such apart from issues identified in this document the full detailed Constitution upgrade will be undertaken in stages dealing with issue based on perceived priorities. If these proposals following are approved by Members then the next review is be as identified in proposal 9.

The purpose of this paper is to address the specific content changes that have been made in the attached DRAFT copy of the re-written constitution. This paper forms part of the notice to all Members and proposed changes will be voted on as individual items at the 2024 AGM on 12 February 2025.

## **THE OVERALL AND ENCOMPASSING PROPOSAL IS:**

*'That the membership approve the constitution re-write of 2024, at the 2024 WAFC AGM to be held on 12 February 2025'*

In the event that the membership decides to adopt the overall proposal, all re-written aspects will be adopted as outlined in proposals 1 through 9 inclusive. If the membership indicates a preference to go through each proposal in detail, each proposal will be discussed and voted upon as separate items.

For any matters voted upon and not passed, these matters can be presented to the membership for consideration again once six (6) months have elapsed from the last proposal in accordance with s21.15.

### **Voting Process**

In accordance with the s21.9, a vote on these proposals will take place at the 2024 AGM scheduled for 12 February 2025.

Proxy votes, as allowable under s22, must be received by the Returning Officer no later than 1700h, 10 February 2025. These votes will be counted by the Returning Officer, the results of which will be kept by the Returning Officer until the in-person vote is conducted.

An in-person vote by way of show of hands will be declared by the Chair of the AGM with the additional votes held by the Returning Officer to form part of any decision. A poll may be requested by the membership, under s21.12 and 21.13 – at which point specific directions for the poll will be provided.

In accordance with s21.11, a declaration by the Chair of the AGM that a resolution has been carried, carried by a particular majority or lost, is deemed to be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

## **INDIVIDUAL PROPOSAL IDENTIFICATION**

***PROPOSAL 1: The Board propose that the members accept the format changes of how the constitution presents information.***

***PROPOSAL 2: The Board propose that the members accept the addition of a Board Charter as a formal document to be used to manage the Board and daily activities. This document will require an annual review to keep aligned with best practice.***

***PROPOSAL 3: The Board propose that the members accept the changes indicated at paragraphs 5.9.5(g) and 5.9.5(h) to impose a single process requiring all Board appointments to be formally voted on at the AGM beginning that term.***

***PROPOSAL 4: The Board propose that the members accept the change that clearly indicates the Board must not have less than four (4) Directors and must not exceed nine (9) Directors.***

***PROPOSAL 5: The Board propose that the members accept the changes indicated at paragraph 5.3.4 in order to protect the member elect positions and ensure that process of appointment is not the defining factor in a Directors duties.***

***Proposal 5a: Member proposition*** - that members accept, as a conceptual change, a change at paragraph 5.9.4, which provides for an even split of Directors through the separate election processes. It is foreseen that this change, if agreed in principal, would require legal input to ensure wording is reflective of the change at various points in the constitution, and such wording would be formally voted upon by members at a special meeting for this specific purpose.

***Proposal 5b: Member proposition*** - that members, regardless of their method of election to the Board, must have skills and qualifications that enable the Board to undertake its business. In order to ensure that this measure is not a restrictive measure, it would be based on the 'needs' of the Board against a skills matrix and would be indicated with the skills listed at paragraph 5.9.3; forming part of any advertising and recruitment for Directors – no matter their means of appointment.

***PROPOSAL 6: The Board propose that the members accept the changes indicated at paragraph 5.3.12 as a means of increasing professional standards of the Board and ensuring the Board are held accountable for their roles.***

***PROPOSAL 7: The Board propose that the members accept the changes indicated at paragraph 5.1.***

***PROPOSAL 8: The Board propose that the members accept the changes indicated at paragraphs 5.9.18, 5.9.20D through to 5.9.20G pertaining to the formalisation of committees essential to the operational running of the Club.***

***PROPOSAL 9: The Board propose that the members accept the changes indicated within part 5.8 pertaining to the Nominations Committee.***

***PROPOSAL 10: The Board propose that there be the formation of a working group, formed of volunteer members and chaired by the Honorary Solicitor, to address the***

***Nominations Committee in specific detail and to propose changes to the membership in the future regarding the committee.***

## **DISCUSSION OF PROPOSED CHANGES**

***PROPOSAL 1: The Board propose that the members accept the format changes of how the constitution presents information.***

***Formatting and order of information:*** the current version of the constitution was not aligned to the format used by other SANFL clubs, and the SANFL itself. The DRAFT re-write has considered these modern formatting options and sought to address language and references in order to align the WAFC constitution with modern expectations. Aligning the Club constitution with the format of our Governing body, being the SANFL, will also allow members to have realistic expectations regarding where information can be found – i.e. information regarding items will be held in the same section of each constitution.

This formatting change has not impacted the CONTENT of the constitution specifically, but has altered significantly where information can be found. Specifically this rule has changed the order of items in the constitution, and has modernised some items (without changing the meaning) in section 2 'Objects and Powers' and section 3 'Interpretation'.

***PROPOSAL 2: The Board propose that the members accept the addition of a Board Charter as a formal document to be used to manage the Board and daily activities. This document will require an annual review to keep aligned with best practice.***

***Board administration:*** changes have been made to formalise the processes currently undertaken in practice regarding Board administration. The current version of the Constitution did not contain reference to a charter, requiring all changes to go through a formal AGM approval process. The addition of a board charter allows the board to keep apace of best practice and modern techniques for administration and meetings. These changes are reflected in paragraph 5.3.15(a) through 5.3.15(i).

***PROPOSAL 3: The Board propose that the members accept the changes indicated at paragraphs 5.9.5(g) and 5.9.5(h) to impose a single process requiring all Board appointments to be formally voted on at the AGM beginning of that term.***

Whilst all Board appointments have required a vote to formalise appointments at the AGM, this process was unclear and contained many inaccuracies that were open to interpretation. The DRAFT re-write sets a clear, single process for this vote – with all appointments requiring a formal vote at the AGM. This not only provides additional transparency, as requested by our members on numerous occasions, but is also a way to bring WAFC into alignment with other SANFL clubs and the SANFL itself. These changes are indicated at paragraphs 5.9.5(g) and 5.9.5(h)

***PROPOSAL 4: The Board propose that the members accept the change that clearly indicates the Board must not have less than four (4) Directors and must not exceed nine (9) Directors.***

Questions have been raised over the number of Board Directors required to achieve optimal results for the Club. The most current review on the Club recommended that Board numbers should be reduced (currently stand at 9). Given that this number has had changes in the past, the DRAFT re-write sets out a minimum and maximum number of Director positions that can be filled; it also more clearly protects the intent of ensuring that Member elect

positions are maintained at a level acceptable to all parties. This change is reflected in the language used at paragraph 5.3.4.

***PROPOSAL 5: The Board propose that the members accept the changes indicated at paragraph 5.3.4 in order to protect the member elect positions and ensure that process of appointment is not the defining factor in a Directors duties.***

Both 'Member elect' and 'Nominations committee' Directors are held to the same standard, compliance requirements and should therefore be exposed to the same final approval standards that our membership have a right to expect.

***Proposal 5a: Member proposition*** - that members accept, as a conceptual change, a change at paragraph 5.9.4, which provides for an even split of Directors through the separate election processes. It is foreseen that this change, if agreed in principal, would require legal input to ensure wording is reflective of the change at various points in the constitution, and such wording would be formally voted upon by members at a special meeting for this specific purpose. Such work would be conducted post-2024 AGM in order to ensure that the will of members is carried out.

***Proposal 5b: Member proposition*** - that members, regardless of their method of election to the Board, must have skills and qualifications that enable the Board to undertake its business. In order to ensure that this measure is not a restrictive measure, it would be based on the 'needs' of the Board against a skills matrix and would be indicated with the skills listed at paragraph 5.9.3; forming part of any advertising and recruitment for Directors – no matter their means of appointment.

***PROPOSAL 6: The Board propose that the members accept the changes indicated at paragraph 5.3.12 as a means of increasing professional standards of the Board and ensuring the Board are held accountable for their roles.***

Additionally, rules regarding Board Director involvement at the club have been improved, with a limitation imposed on terms and a new rule regarding missing meetings at para 5.3.12. It is the intent of these rules to ensure professional standards are set and to meet member expectations that Board Directors are working for the club. Additional rules, including leave processes, skill matrices and reporting are contained in the Board Charter, which if approved, can be updated as needed to ensure Board accountability.

***PROPOSAL 7: The Board propose that the members accept the changes indicated at paragraph 5.1.***

**Patron and Vice Patron:** the definition and criteria for Patron and vice-Patron appointments have been updated to meet modern expectations at paragraph 5.1. Specifically the inclusion that Patrons should be willing, able or already a member of the WAFC. There is also the inclusion of a formal approval process by membership of who holds these positions.

***PROPOSAL 8: The Board propose that the members accept the changes indicated at paragraphs 5.9.18, 5.9.20D through to 5.9.20G pertaining to the formalisation of committees essential to the operational running of the Club.***

***PROPOSAL 9: The Board propose that the members accept the changes indicated within part 5.8 pertaining to the Nominations Committee and Hall of Fame committee.***

***Hall of Fame Committee:*** The Hall of Fame committee play a vital role in the history and ongoing legacy of our club and are often a source of intense member interest. In order to make the process more transparent and understood, changes have been made to the information regarding processes for the Hall of Fame committee, as can be seen at paragraph 5.2. The practicalities of the Hall of Fame committee have not been altered, and it is envisioned that there will be nil effect on how the Committee operates, but increased reporting and transparency requirements.

***Nominations Committee:*** In addition to the Hall of Fame Committee, the Nominations committee plays a vital role in ensuring the proper persons are selected for representation of the club. The nominations committee has been reviewed several times over the course of the last few years, with discussions occurring with various members of the WAFC community. In order to address transparency and bias concerns, the role and duties of the nominations committee have been updated in order to be clear, concise and easily understood. There has also been an inclusion of maximum re-appointment limits (paragraph 5.8.5), clear communication with the Board (paragraph 5.8.6(c)) and a clearer definition of advertising requirements (paragraph 5.8.6(b)). All changes are contained within part 5.8 'Nominations Committee) under section 5 'Administration'.

***PROPOSAL 10: The Board propose that there be the formation of a working group, formed of volunteer members and chaired by the Honorary Solicitor, to address the Nominations Committee in specific detail and to propose changes to the membership in the future regarding the committee.***

As follow-on to proposal 9, there remains a strong sentiment to ensure that the Nominations Committee is above reproach and can conduct its duties with full transparency. For this reason, minimal changes are indicated in this proposal, but it is foreseen that the matter will be addressed by a special working group with a specific remit to investigate options for the Committee moving forwards. If approved, immediate nominations would be sought for the working group with a view to beginning work before 31 March 2025.