

BY-LAW - NOMINATIONS FOR THE ELECTION OF BOARD MEMBERS

1. Nominations for the election of Board members must:
 - (a) be made in writing by a State Member and accompanied by the written consent of the nominee (which may be endorsed on the form of nomination);
 - (b) clearly state the position the candidate is nominating for; and
 - (c) be delivered to the Secretary of WA Ltd on or before the closing date for nominations.
2. The closing date for nominations shall be not less than twenty-eight (28) days before the date:
 - (a) of a meeting at which an election is proposed to be held; or
 - (b) upon which ballots are due to be returned (if an election is to be held without a meeting).

A person may be nominated at any time before the closing date for nominations. The Secretary shall cause a call for nominations to be prominently displayed on the website of WA Ltd and to be sent to the secretary of each State Member (where possible, in both cases at least one (1) month before the date upon which the notice calling an AGM is dispatched).

3. A statement of not more than 100 words in support of the candidate must accompany nominations of candidates for election to the Board together with a photograph (optional) of the candidate of not larger than three centimetres by three centimetres may be included for reproduction in the information to be circulated to Members under Rule 33 of the Constitution.
4. A Board member is eligible for re-election unless he or she has served three consecutive terms in office, whether or not holding the same position on the Board.
5. Directors who have served three consecutive terms must stand down for a period of one (1) year before being eligible for re-election to the Board.
6. The Secretary must cause each candidate's statement received with his or her nomination to be circulated to State Members with the notice of a meeting at which elections are to be held (or with ballot papers where an election is to be held without a meeting). The Secretary shall also include a photograph of the candidate of not greater than 3 centimetres by 3 centimetres in size if the candidate provides a photograph (a black and white reproduction of the photograph shall be sufficient). A candidate's statement must not be

circulated if it is defamatory or otherwise contrary to law. If a statement is not provided, or is provided but not circulated, the material circulated to Members with the notice of meeting or ballot papers must include a note to that effect.

7. If insufficient nominations are received to fill all vacancies on the Board, further nominations may be received at the AGM.
8. A candidate, even if unopposed, must receive a simple majority of votes to be elected
9. A candidate may only nominate for election to one position at each meeting. This is a direct election for each position.
10. The ballot paper for the election of the Board members other than the "General Director" shall:
 - (a) set out the name of each candidate;
 - (b) the position they are nominating for;
 - (c) state that each Member may only vote for one candidate as this is a direct election; and
 - (d) the Member Representative shall indicate their order of preference with the number "1" indicating their first preference.
11. For each elected position, the Member Representatives votes shall be counted initially according to the indicated first preference on each valid ballot paper. If no candidate receives a simple majority of votes, the candidate with the fewest votes shall be excluded and a new ballot shall be held amongst the remaining candidates. However, if at any stage there are two or more candidates with the same number of fewest votes, the new ballot shall be held without excluding those candidates. This process shall be repeated until one candidate achieves a simple majority at which point that candidate is elected.
12. If a quorum of Member Representatives is not present to vote on filling a vacancy on the Board, the Board may then vote to fill that position with someone who has been nominated to fill such vacancy in accordance with the nomination rules set out herein. For each elected position, the Board members' votes shall be counted initially according to the indicated first preference on each valid ballot paper. If no candidate receives a simple majority of votes, the candidate with the fewest votes shall be excluded and a new ballot shall be held amongst the remaining candidates. However, if at any stage there are two or more candidates with the same number of fewest votes, the new ballot shall be held without excluding those candidates. This process shall be repeated

until one candidate achieves a simple majority at which point that candidate is elected.

13. If the Board members appoint another Board member in accordance with the rules set out herein, WA Ltd must confirm the appointment by resolution at the next AGM in accordance with the requirements under the *Corporations Act 2001* (Cth).

BYLAW – CEO POSITION

The Chief Executive Officer

1. A Chief Executive Officer (“the CEO”) may be appointed by the Board for such term and on such conditions as the Board reasonably considers fit.
2. The CEO shall:
 - (a) as far as practicable attend all Board meetings and Council meetings and may present reports (but shall not be entitled to participate in debates or vote);
 - (b) prepare the notice of and agenda for all Board meetings and all Council Meetings;
 - (c) ensure that minutes of the proceedings of all Board meetings and Council Meetings are recorded and prepared;
 - (d) regularly report to the Board on the activities of, and issues relating to, WA Ltd;
 - (e) attend to the day-to-day supervision, operation and administration of the activities of WA Ltd; and
 - (f) attend to the supervision and accountability of staff.
3. Subject to the Act, this Constitution, the By-Laws and any directive of the Board, the CEO has power to perform all such things as appear necessary or desirable for the proper management and administration of the strategic plan and fully costed annual operational plan.
4. The CEO, in consultation with the Board, may employ such office personnel as are deemed necessary from time to time. Such appointments shall be for such period and on such conditions as the CEO and the Board determine.

5. The CEO and office personnel have no authority to act on behalf of WA Ltd by virtue of his or her or their position alone. The CEO and office personnel must act in accordance with the delegation powers set by the Board.
6. The CEO shall not be a Director or State Member Representative nor hold any voting power.
7. The Board shall inform the CEO upon his or her appointment of all responsibilities and duties', ensuring the CEO has a direct line manager. This role would normally fall to the President or Secretary.
8. A full description of the roles and responsibilities of the CEO will be kept in WA Ltd's Governance Manual.

BYLAW – ORDER OF MERIT

WA Ltd in General Meetings may by Ordinary Resolution confer on any person that is determined on nomination to fulfil the criteria of the WA Ltd Orders of Merit.

1. The criteria for WA Ltd Orders of Merit falls under the following categories.
 - (a) By Competition
 - (b) By Coaching
 - (c) By Service
 - (d) Is otherwise deserving of such recognition
2. Class 1 Order of Merit is Platinum
 - By Competition – Win a World, Olympic or Commonwealth Games Gold Medal
 - By Coaching – Personally Coach a World, Olympic or Commonwealth Games Gold Medallist for Australia
 - By Service – Complete 3 Terms on Directors Board
 - Other – Be involved in the Sport of Wrestling for 50 years
3. Class 2 Order of Merit is Gold
 - By Competition – Win an Oceania Gold Medal (by defeating opponents)
 - By Coaching – Complete a Term as National Coach
 - By Service – Complete 2 Terms on Directors Board
 - Other – Be involved in the Sport of Wrestling for 40 years
4. Class 3 Order of Merit is Silver
 - By Competition – Win a National Gold Medal (by defeating opponents)
 - By Coaching – Personally Coach 2 National Champions
 - By Service – Complete 1 Term on Directors Board
 - Other – Be involved in the Sport of Wrestling for 30 years
5. Class 4 Order of Merit is Bronze

By Competition – Win a National Silver or Bronze Medal (by defeating opponents)

By Coaching – Hold a permanent position as coach for a 10-year period, in a recognised associate club, whilst maintaining WA Ltd qualifications and maintaining personal membership.

By Service – Complete 1 Term as an Appointed Director

Other – Be involved in the Sport of Wrestling for 20 years

6. Award will consist of a certificate, and medallion. Which costs will be covered by the nomination fee submitted with the application
/OR
Award will consist of an online pdf certificate, with the option of the purchase of the appropriate Class medallion by the nominating party.
7. Fee Schedule \$20 per nomination.
8. The Board may make such regulations as it may deem appropriate relating to WA Ltd Orders of Merit and their award.

BYLAW – FEES AND SUBSCRIPTIONS

1. The entrance fee is the relevant amount determined at each AGM.
2. The annual subscription is the relevant amount determined at each AGM and is payable in advance on or before 1 July in each year.