

Masters Swimming Victoria Incorporated

Registration No: A0012378J

RULES AND CONSTITUTION

Accepted: 19th August 2014

Associations Incorporation Reform Act 2012

CONSTITUTION OF MASTERS SWIMMING VICTORIA INCORPORATED

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PART 1—PRELIMINARY

1 Name

The name of the incorporated association is "Masters Swimming Victoria Incorporated".

2 Purposes

The purposes of the Association are to:

- provide at Club and State level an environment to encourage all adults, regardless of ability, to swim regularly and compete in order to promote fitness and improve their general wellbeing
- coordinate the activities of members, through Clubs, so that they may meet together for competition and social interaction at local, club, branch and national levels
- provide stimulus to others to take part in MSV activities and to measure their performance against those of a similar age
- develop accredited coaches and safe coaching practices
- develop accredited officials to provide fair competition.

3 Financial year

The financial year of the Association is each period of 12 months ending on 31 December.

4 Definitions

In these Rules—

absolute majority, of the Committee, means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting);

Administrator means the party contracted to carry out the administrative tasks of MSV under the Administrator's agreement with MSV

By-law means the procedural and administrative rules established by the Committee

Chairperson, of a general meeting or committee meeting, means the person chairing the meeting as required under Parts 4 and 5;

Club means those Clubs affiliated with MSV and established in accordance with this Constitution. All affiliated Clubs must be incorporated

Club member means those adults who are registered and are financial members of affiliated Clubs;

Committee means the body known as the Board or Committee having management of the business of the Association;

committee meeting means a meeting of the Committee held in accordance with these Rules;

committee member means a member of the Committee elected or appointed under Division 3 of Part 5;

disciplinary appeal meeting means a meeting of the members of the Association convened under rule 24;

disciplinary meeting means a meeting of the Committee convened for the purposes of rule 22;

disciplinary subcommittee means the subcommittee appointed under rule 21;

financial year means the 12 month period specified in rule 3;

general meeting means a general meeting of the members of the Association convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

in writing means either hand written, printed copy or, where practicable, by electronic means that can be reproduced;

Management Committee or MC means the management committee established by the Committee

Masters Swimming Australia or MSA means Masters Swimming Australia Inc., the peak body for adult swimmers;

member means a Club

member entitled to vote means a member who under rule 39 is entitled to vote at a general meeting;

MSV means Masters Swimming Victoria

special resolution means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

the Act means the **Associations Incorporation Reform Act 2012** and includes any regulations made under that Act.

PART 2—POWERS OF ASSOCIATION

5 Powers of Association

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting sub rule (1), the Association may—
 - (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise and borrow money on any terms and in any manner as it thinks fit;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint agents to transact business on its behalf;
 - (g) enter into any other contract it considers necessary or desirable.
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6 Not for profit organisation

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Sub rule (1) does not prevent the Association from paying a member—
 - (a) reimbursement for expenses properly incurred by the member; or
 - (b) for goods or services provided by the member—

if this is done in good faith on terms no more favourable than if the member was not a member.

7 By-laws

- (1) The Committee shall have the power to make, alter and rescind any By-laws that it considers necessary for the effective administration of the Association, provided that no By-law may be inconsistent with these Rules.
- (2) A new By-law which has been approved by the Committee shall be submitted to the members within seven days and shall be deemed to have been approved by a member unless the member has submitted a written report outlining its objections to the Secretary within the next 28 days.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

8 Classes of members

- (1) Registration of Club members is limited to adults who are eighteen years of age or older, who are full members of Clubs and are registered.
- (2) Membership of MSV is gained by joining a Club that is affiliated with MSV and by paying the required membership fee.
- (3) An intending Club member must provide proof of age by birth certificate, passport, or similar original or certified document.
- (4) An intending Club member shall be deemed a financial member of MSV after the membership fee has been paid and the Club has made the Club member active online.
- (5) The registration year of Club members shall be from 1st January to 31st December of the same year.
- (6) The Club affiliation fee, as noted in the By-laws, shall be reviewed and set each year by the Committee, on the recommendation of the Finance Director and/or the MC.
- (7) Clubs shall pay a stipulated Club affiliation fee (as noted in the By-laws) prior to the commencement of the registration year.
- (8) Clubs shall be suspended until all outstanding fees are paid in full, such suspension and any appeals to be in accordance with Division 2 of Part 3.

9 Minimum number of members

The Association must have at least five members.

10 Who is eligible to be a member

Any Club which supports the purposes of the Association is eligible for membership.

11 Application for membership

- (1) To apply to become a member of the Association, a club must submit a written application to a committee member stating that the club —
 - (a) wishes to become a member of the Association; and
 - (b) supports the purposes of the Association; and
 - (c) agrees to comply with these Rules.
- (2) The application—
 - (a) must be made in writing in the form contained in the By-laws and signed by the applicant; or
 - (b) subject to any process approved by the Committee, may be made electronically; and

- (c) may be accompanied by the joining fee; and
- (d) must be lodged with the Secretary of the Association.

12 Consideration of application

- (1) As soon as practicable after an application for membership is received, the Committee must decide by resolution whether to accept or reject the application.
- (2) The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (3) If the Committee rejects the application, it must return any money accompanying the application to the applicant.
- (4) No reason need be given for the rejection of an application.

13 New membership

- (1) If an application for membership is approved by the Committee—
 - (a) the resolution to accept the membership must be recorded in the minutes of the committee meeting; and
 - (b) the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- (2) A club becomes a member of the Association and, subject to rule 14, is entitled to exercise its rights of membership from the date, whichever is the later, on which—
 - (a) the Committee approves the club's membership; or
 - (b) the club pays the joining fee.

14 Annual subscription and fees

- (1) The Committee on the recommendation of the MC shall determine from year to year (i) the subscriptions to be paid by Club members; (ii) the annual affiliation fee to be paid by Clubs; and (iii) the dates for payment of the annual subscription and affiliation fees.
- (2) The Association may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—
 - (a) the full annual subscription; or
 - (b) a pro rata annual subscription based on the remaining part of the financial year; or
 - (c) a fixed amount determined from time to time by the Association.
- (3) In the event of any member failing or being unable to meet their financial obligations to the Association, the Committee shall have the power to (i) grant an exemption or reduction of the fees payable upon such conditions as it deems fit; (ii) suspend the member's rights until the subscription or other fees are paid; or (iii) to terminate their membership.

15 General rights and obligations of members

- (1) A member of the Association who is entitled to vote has the right—
 - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (b) to submit items of business for consideration at a general meeting; and
 - (c) to attend and be heard at general meetings; and
 - (d) to vote at a general meeting; and

- (e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 77; and
 - (f) to inspect the register of members.
- (2) A member is entitled to vote if—
- (a) more than 10 business days have passed since the Club became a member of the Association; and
 - (b) the member's membership rights are not suspended for any reason.

16 Rights not transferable

The rights of a member are not transferable and end when membership ceases.

17 Ceasing membership

- (1) The membership of a Club member ceases on resignation, expulsion or death.
- (2) The membership of a member ceases on resignation or expulsion.
- (3) If a member ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the Club ceased to be a member in the register of members.

18 Resigning as a member

- (1) A member may resign by notice in writing given to the Association.
- (2) A member is taken to have resigned if the member's annual subscription is in arrears.

19 Register of members

- (1) The Secretary must keep and maintain a register of members that includes—
 - (a) for each current member—
 - (i) the member's name;
 - (ii) the address for notice last given by the member;
 - (iii) the date of becoming a member;
 - (iv) any other information determined by the Committee; and
 - (b) for each former member, the date of ceasing to be a member.
- (2) Any member may, at a reasonable time, on seven days' notice, subject to the Association's Privacy Policy and free of charge, inspect the register of members.

Division 2—Disciplinary action

20 Grounds for taking disciplinary action

The Association may take disciplinary action against a member or a Committee member (for the purposes of Division 2 only, together the “member”) in accordance with this Division if it is determined that the member—

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of the Association; or
- (c) has engaged in conduct prejudicial to the Association.

21 Disciplinary subcommittee

- (1) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.

- (2) The members of the disciplinary subcommittee—
 - (a) may be Committee members, members of the Association or anyone else; but
 - (b) must not be biased against, or in favour of, the member concerned.

22 Notice to member

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
 - (a) stating that the Association proposes to take disciplinary action against the member; and
 - (b) stating the grounds for the proposed disciplinary action; and
 - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the *disciplinary meeting*); and
 - (d) advising the member that it, he or she may do one or both of the following—
 - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - (e) setting out the member's appeal rights under rule 24.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

23 Decision of subcommittee

- (1) At the disciplinary meeting, the disciplinary subcommittee must—
 - (a) give the member an opportunity to be heard; and
 - (b) consider any written statement submitted by the member.
- (2) After complying with sub rule (1), the disciplinary subcommittee may—
 - (a) take no further action against the member; or
 - (b) subject to sub rule (3)—
 - (i) reprimand the member; or
 - (ii) suspend the membership or Committee rights of the member for a specified period; or
 - (iii) expel the member from the Association.
- (3) The disciplinary subcommittee may not fine the member.
- (4) The suspension of membership or Committee rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

24 Appeal rights

- (1) A person or Club whose membership or Committee rights have been suspended or who has been expelled from the Association under rule 23 may give notice to the effect that it, he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
 - (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person or Club is taken; or
 - (b) to the Secretary not later than 48 hours after the vote.

- (3) If a person or Club has given notice under sub rule (2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must—
 - (a) specify the date, time and place of the meeting; and
 - (b) state—
 - (i) the name of the person or Club against whom the disciplinary action has been taken; and
 - (ii) the grounds for taking that action; and
 - (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person or Club should be upheld or revoked.

25 Conduct of disciplinary appeal meeting

- (1) At a disciplinary appeal meeting—
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - (c) the person whose membership or Committee position has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with sub rule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) A member may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

Division 3—Grievance procedure

26 Application

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between—
 - (a) a member and another member;
 - (b) a member and the Committee;
 - (c) a member and the Association;
 - (d) Club members and any of the Association, officials and/or volunteers;
 - (e) officials and either the Club(s) and/or the Association;
 - (f) volunteers and any of the Clubs, the Association and/or Club members;
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

27 Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

28 Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 27, the parties must within 10 days—
 - (a) notify the Committee of the dispute; and
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement—
 - (i) if the dispute is between a member and another member—a person appointed by the Committee; or
 - (ii) if the dispute is between a member and the Committee or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Committee may be a member or former member of the Association but in any case must not be a person who—
 - (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any party.

29 Mediation process

- (1) The mediator to the dispute, in conducting the mediation, must—
 - (a) give each party every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.

30 Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 4—GENERAL MEETINGS OF THE ASSOCIATION

31 Annual general meetings

- (1) The Committee must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- (2) The Committee may determine the date, time and place of the annual general meeting.
- (3) The ordinary business of the annual general meeting is as follows—
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - (b) to receive and consider—
 - (i) the annual report of the Committee on the activities of the Association during the preceding financial year; and
 - (ii) the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;

- (iii) any other reports required from subcommittees, Committee members or Clubs;
- (c) to elect the members of the Committee;
- (4) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

32 Special general meetings

- (1) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Committee may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 34 may be conducted at the meeting.

33 Special general meeting held at request of members

- (1) The Committee must convene a special general meeting if a request to do so is made in accordance with sub rule (2) by at least 10% of the total number of members.
- (2) A request for a special general meeting must—
 - (a) be in writing; and
 - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (c) include the names and signatures of the members requesting the meeting; and
 - (d) be given to the Secretary.
- (3) If the Committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under sub rule (3)—
 - (a) must be held within 3 months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.
- (5) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under sub rule (3).

34 Notice of general meetings

- (1) The Secretary (or, in the case of a special general meeting convened under rule 33, the members convening the meeting) must give to each member of the Association—
 - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must—
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if a special resolution is to be proposed—
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution; and
 - (d) comply with rule 35(5).

- (3) This rule does not apply to a disciplinary appeal meeting.

35 Proxies

- (1) A member may appoint another member as its proxy to vote and (through its representative) speak on its behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing and signed by an authorised representative of the member making the appointment, using the form contained in the By-laws.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on its behalf, otherwise the proxy may vote on behalf of the member in any matter as he, she or it sees fit.
- (4) If the Committee has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the Club or Club member appointed as the member's proxy and that has been signed by the member.
- (5) Notice of a general meeting given to a member under rule 34 must—
 - (a) state that the member may appoint another member as a proxy for the meeting; and
 - (b) include a copy of any form that the Committee has approved for the appointment of a proxy.
- (6) A form appointing a proxy must either be given to the Chairperson of the meeting before or at the commencement of the meeting or sent by post or electronically and received by the Association no later than 24 hours before the commencement of the meeting.

36 Use of technology

- (1) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a member participating in a general meeting as permitted under sub rule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

37 Quorum at general meetings

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 36) of 10% of the members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
 - (a) in the case of a meeting convened by, or at the request of, members under rule 33— the meeting must be dissolved;
 - (b) in any other case—
 - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under sub rule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

38 Adjournment of general meeting

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting sub rule (1), a meeting may be adjourned—
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 34.

39 Voting at general meeting

- (1) On any question arising at a general meeting—
 - (a) subject to sub rule (3), each member who is entitled to vote has one vote; and
 - (b) members may vote personally or by proxy; and
 - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 27.

40 Special resolutions

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

41 Determining whether resolution carried

- (1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost—and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) If a poll (where votes are cast in writing) is demanded by three or more members on any question—
 - (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - (b) the Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.

- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

42 Minutes of general meeting

- (1) The Committee must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
 - (a) the names of the members attending the meeting; and
 - (b) proxy forms given to the Chairperson of the meeting under rule 32; and
 - (c) the financial statements submitted to the members in accordance with rule 31; and
 - (d) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—COMMITTEE

Division 1—Powers of Committee

43 Role and powers

- (1) The business of the Association must be managed by or under the direction of a Committee.
- (2) The Committee may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- (3) The Committee may—
 - (a) appoint and remove staff;
 - (b) establish subcommittees consisting of members with terms of reference it considers appropriate.

44 Delegation

- (1) The Committee may delegate to a member of the Committee, a subcommittee (including the Management Committee) or staff, any of its powers and functions other than—
 - (a) this power of delegation; or
 - (b) a duty imposed on the Committee by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- (3) The Committee may, in writing, revoke a delegation wholly or in part.

45 Management Committee

- (1) The Management Committee shall consist of (i) the President; (ii) a minimum of three other Committee members as set out in rule 46(b) – (g); and (iii) three Club representatives, totalling seven members.
- (2) The members of the MC shall be appointed by the Committee at its first meeting after the election process in Division 2. If a ballot is required for a position on the MC, the process in rule 56 will apply.

- (3) The MC shall have at least four meetings per year, a quorum for which shall be at least four members.
- (4) A MC meeting may be held with members physically present, or in diverse locations through the medium of electronic communication.
- (5) The MC shall recommend to the Committee Policy, Rule and By-law changes for acceptance and implementation.
- (6) The MC shall provide copies of Minutes of MC meetings to all Committee members within 14 days of the MC meeting.
- (7) The MC shall provide a written report prior to Board meetings and the AGM.

Division 2—Composition of Committee and duties of members

46 Composition of Committee

The Committee consists of the following elected members:

- (a) a President; and
- (b) a Vice-President; and
- (c) a Finance Director and Secretary; and
- (d) a Coaching Director; and
- (e) a Technical Director; and
- (f) a Recording Director; and
- (g) a Promotions Director;

and one representative from each member Club.

47 General Duties

- (1) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.
- (2) The By-laws shall contain a description of responsibilities and key tasks for each Committee member (“Role Descriptions”). The Committee will review the Role Descriptions at least annually and make any changes as required.
- (3) The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with these Rules.
- (4) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- (5) Committee members must exercise their powers and discharge their duties—
 - (a) in good faith in the best interests of the Association; and
 - (b) for a proper purpose.
- (6) Committee members and former committee members must not make improper use of—
 - (a) their position; or
 - (b) information acquired by virtue of holding their position—so as to gain an advantage for themselves or any other person or to cause detriment to the Association.
- (7) In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

48 President and Vice-President

- (1) Subject to subrule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any committee meetings.
- (2) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be -
 - (a) in the case of a general meeting - a Club member elected by the other members present;
or
 - (b) in the case of a committee meeting - a committee member elected by the other committee members present.

49 Secretary

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- (2) The Secretary must -
 - (a) maintain the register of members in accordance with rule 19; and
 - (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 72, all books, documents and securities of the Association in accordance with rules 74 and 77; and
 - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - (d) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar of Incorporated Associations notice of his or her appointment within 14 days after the appointment.

50 Finance Director

- (1) The Finance Director must, or ensure that the Administrator under the supervision of the Finance Director must -
 - (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
 - (b) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
 - (c) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and
 - (d) ensure cheques are signed by at least 2 committee members.
- (2) The Finance Director must—
 - (a) ensure that the financial records of the Association are kept in accordance with the Act; and
 - (b) coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association.
- (3) The Finance Director must ensure that at least one other committee member has access to the accounts and financial records of the Association.

Division 3—Election of Committee members and tenure of office

51 Who is eligible to be a Committee member

- (1) Each member will select one representative who will be appointed by his or her respective Club for a term of one year, and confirmed as a Club representative by the Committee at the first meeting after the AGM.
- (2) Upon initial appointment by his or her Club, a Club representative shall provide the Administrator with written confirmation of his or her appointment, signed by an Executive Officer of the Club he or she represents.
- (3) The respective Club will fill casual vacancies on the Committee for the term of office left to serve.
- (4) In the event of a Club representative being unable to attend a Committee meeting, the Club may appoint a substitute member who will be ratified at that meeting.
- (5) The duties of the Club representatives will be listed in the By-laws as amended from time to time by the Committee. Clubs will make all reasonable endeavours to ensure that the Club representative attends Committee meetings.
- (6) Any Club member is eligible to stand for election to a position set out in rule 46.

52 Positions to be declared vacant

- (1) This rule applies to—
 - (a) the first annual general meeting of the Association after its incorporation; or
 - (b) any subsequent annual general meeting of the Association, after the annual report and financial statements of the Association have been received.
- (2) The Chairperson of the meeting must declare all elected positions on the Committee vacant and hold elections for those positions in accordance with rules 53 to 56.

53 Nominations

- (1) Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
- (2) An eligible Club member of the Association may—
 - (a) nominate himself or herself; or
 - (b) with the Club member's consent, be nominated by another member using the nomination form contained in the By-laws.
- (3) A Club member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

54 Election of President etc.

- (1) At the annual general meeting, separate elections must be held for each of the positions set out in rule 46.
- (2) If only one Club member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- (3) If more than one Club member is nominated, a ballot must be held in accordance with rule 56.
- (4) On his or her election, the new President may take over as Chairperson of the meeting.

55 Ordinary members

- (1) There are no ordinary members of the Committee.

56 Ballot

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member who is not nominated for the position to act as returning officer to conduct the ballot.
- (2) For the purposes of any ballot under this rule, the Club representatives are deemed to continue in their positions for the purposes of the ballot only.
- (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (4) The election must be by secret ballot and conducted by the returning officer.
- (5) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (6) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (7) If the returning officer is unable to declare the result of an election because two or more candidates received the same number of votes, the returning officer must—
 - (a) conduct a further election for the position to decide which of those candidates is to be elected; or
 - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

57 Term of office

- (1) Subject to sub rule (3) and rule 58, a committee member holds office until the positions of the Committee are declared vacant at the next annual general meeting.
- (2) A committee member may be re-elected.
- (3) A general meeting of the Association may—
 - (a) by special resolution remove a committee member from office; and
 - (b) elect an eligible member of the Association to fill the vacant position in accordance with this Division.
- (4) A member who is the subject of a proposed special resolution under sub rule (3)(a) may make representations in writing to the Secretary or President of the Association and may request that the representations be provided to the members of the Association.
- (5) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

58 Vacation of office

- (1) A committee member may resign from the Committee by written notice addressed to the Committee.
- (2) A person ceases to be a committee member if he or she—
 - (a) ceases to be a member of the Association; or
 - (b) fails to attend three consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 69; or
 - (c) otherwise ceases to be a committee member by operation of section 78 of the Act.

59 Filling casual vacancies

- (1) The Committee may appoint a Club member to fill a position on the Committee that—

- (a) has become vacant under rule 58; or
 - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
 - (3) Rule 57 applies to any committee member appointed by the Committee under sub rule (1) or (2).
 - (4) The Committee may continue to act despite any vacancy in its membership.

Division 4—Meetings of Committee

60 Meetings of Committee

- (1) The Committee must meet at least six times in each year at the dates, times and places determined by the Committee.
- (2) The date, time and place of the first committee meeting must be determined by the members of the Committee as soon as practicable after the annual general meeting of the Association at which the members of the Committee were elected.
- (3) Special committee meetings may be convened by the President, by any 4 members of the Committee, by the MC or by a simple majority of members.

61 Notice of meetings

- (1) Notice of each committee meeting must be given to each committee member no later than seven days before the date of the meeting.
- (2) Notice may be given of more than one committee meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

62 Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 61 provided that as much notice as practicable is given to each committee member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened and of which due notice has not been given provided subject to approval of 75% of the members present at the meeting (excluding any changes to these Rules which can only be considered on due notice).

63 Procedure and order of business

- (1) The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
- (2) The order of business may be determined by the members present at the meeting.
- (3) Any Club member who is not a Committee member shall have the right to request attendance at any meeting of the Committee upon reasonable notice to the Secretary. That member shall have the right to raise a specific matter for discussion and may speak on it but shall have no

voting rights at the meeting. At the chairperson's discretion, the member may be excluded whilst any vote is taken.

64 Use of technology

- (1) A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a committee member participating in a committee meeting as permitted under sub rule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

65 Quorum

- (1) No business may be conducted at a Committee meeting unless a quorum is present.
- (2) The quorum for a Committee meeting is the presence (in person or as allowed under rule 64) of at least six of the Committee members holding office, of which at least two must be members of the MC, at least three must not be members of the MC and a minimum of five Clubs must be represented.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting—
 - (a) in the case of a special meeting—the meeting lapses;
 - (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 61.

66 Voting

- (1) On any question arising at a committee meeting, each committee member present at the meeting has one vote.
- (2) A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.
- (3) Sub rule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

67 Conflict of interest

- (1) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
- (2) The member—
 - (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.
- (3) This rule does not apply to a material personal interest—
 - (a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
 - (b) that the member has in common with all, or a substantial proportion of, the members of the Association.

68 Minutes of meeting

- (1) The Committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following—
 - (a) the names of the members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;
 - (d) any material personal interest disclosed under rule 67.

69 Leave of absence

- (1) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding three months.
- (2) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

PART 6—FINANCIAL MATTERS

70 Source of funds

The funds of the Association may be derived from joining fees, annual subscriptions, Club affiliation fees, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.

71 Management of funds

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- (3) The Committee may authorise the MC to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit (to be reviewed at least annually by the Committee) without requiring approval from the Committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two committee members.
- (5) All funds of the Association must be deposited into the financial account of the Association no later than five working days after receipt.
- (6) With the approval of the MC, the Finance Director may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

72 Financial records

- (1) The Association must keep financial records that—
 - (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared as required by the Act.
- (2) The Association must retain the financial records for seven years after the transactions covered by the records are completed.
- (3) The Finance Director must keep in his or her custody, or under his or her control—
 - (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the Committee.

73 Financial statements

- (1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting sub rule (1), those requirements include—
 - (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the Committee;
 - (d) the submission of the financial statements to the annual general meeting of the Association;
 - (e) the lodgement with the Registrar of Incorporated Associations of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS

74 Common seal

- (1) The Association may have a common seal.
- (2) If the Association has a common seal—
 - (a) the name of the Association must appear in legible characters on the common seal;
 - (b) a document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of two committee members;
 - (c) the common seal must be kept in the custody of the Secretary.

75 Registered address

The registered address of the Association is—

- (a) the address determined from time to time by resolution of the Committee; or
- (b) if the Committee has not determined an address to be the registered address—the postal address of the Secretary.

76 Notice requirements

- (1) Any notice required to be given to a member or a committee member under these Rules may be given—
 - (a) by handing the notice to the member personally; or
 - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
 - (c) by email or facsimile transmission.
- (2) Sub rule (1) does not apply to notice given under rule 62.
- (3) Any notice required to be given to the Association or the Committee may be given—
 - (a) by handing the notice to a member of the Committee; or
 - (b) by sending the notice by post to the registered address; or
 - (c) by leaving the notice at the registered address; or
 - (d) if the Committee determines that it is appropriate in the circumstances—
 - (i) by email to the email address of the Association or the Secretary; or

(ii) by facsimile transmission to the facsimile number of the Association.

77 Custody and inspection of books and records

- (1) Members may on request inspect free of charge—
 - (a) the register of members;
 - (b) the minutes of general meetings;
 - (c) subject to sub rule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.
- (2) The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (3) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to sub rule (2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule—

relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—

- (a) its membership records;
- (b) its financial statements;
- (c) its financial records;
- (d) records and documents relating to transactions, dealings, business or property of the Association.

78 Winding up and cancellation

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

79 Alteration of Rules

These Rules may only be altered by special resolution of a general meeting of the Association.
