

**CONSUMER AFFAIRS VICTORIA  
Associations Incorporation Reform Act 2012**

**RULES  
For  
KNOX LITTLE ATHLETICS  
CENTRE INCORPORATED**

**Registration Number: \_\_\_\_\_**

**Adopted: July 2014**

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# **Constitution of Knox Little Athletics Centre Incorporated**

## **PART 1—PRELIMINARY**

### **1. Name**

The name of the incorporated association is "Knox Little Athletics Centre Incorporated".

### **2. Purposes**

This purpose of the Centre is as follows:-

- i. Organise and conduct Little Athletics events, competition and educational programs within the Knox area,
- ii. Provide or arrange access to appropriate facilities and equipment for the conduct of events in line with this statement of purpose,
- iii. The promotion of athletic events incorporating recreational, social and community activities with an emphasis on family involvement,
- iv. When appropriate, giving and seeking recognition, for all involved in any capacity, and achieving public recognition,
- v. To conduct fundraising activities to help fund the purposes of the Centre
- vi. The promotion of the health safety and behaviour of athletes, officials and all volunteers involved in any capacity,
- vii. To offer and conduct education and training programs for athletes, coaches and officials,
- viii. To organise and offer participation for members in Region, State, National and other open events,
- ix. Acting for, and representing the interests of members, in all matters pertaining to Little Athletics, at Region and State,
- x. To affiliate with the State Little Athletic body and act in good faith in accordance with their rules and regulations.
- xi. To affiliate Clubs which share the purposes expressed in this section.

### **3. Financial year**

The financial year of the Centre is each period of 12 months ending on 31 March.

### **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);

- **affiliation year** means the time from 1st October to 30th September;
- **application form** may be paper or electronic as specified by the Committee or in the case of Victorian Little Athletics by them;
- **associate member** means a member referred to in rule 9;
- **association** in this document refers to the “**Knox Little Athletics Centre Incorporated**”
- **centre** means Knox Little Athletics Centre Inc;
- **chairperson**, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 45;
- **club** means a Club which the Centre Executive has granted affiliation to
- **committee** means the Centre committee of management of the Knox Centre as defined in Part 5;
- **committee meeting** means a meeting of the Committee held in accordance with *Rule 61*;
- **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 21(3);
- **disciplinary meeting** means a meeting of the Committee convened for the purposes of rule 18;
- **disciplinary subcommittee** means the subcommittee appointed under rule 18;
- **executive committee** refers to the management committee defined in Part 5, specifically rule 41.
- **financial year** means the year ending on 31 March;
- **general meeting** means a general meeting of members convened in accordance with Part 4 of these rules and refers to either the AGM or special general meeting;
- **LAVic** means **Little Athletics Victoria Incorporated**, the State body for Little Athletics in Victoria.
- **local rules** means the rules and regulations for the Knox Little Athletics Centre Inc. as detailed in the Knox Centre Handbook;
- **member** means a member of the Knox Centre as defined in rule 9 and Division 1 of Part 3;
- **ordinary committee member** means a member of the committee who is not an executive officer of the Knox Centre under rule 42;
- **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;

- the **Registrar** means the Registrar of Incorporated Associations.
- the **Centre Registrar** refers to a member of the Centre Executive as defined in rule 48

## **PART 2—POWERS OF ASSOCIATION**

### **5. Powers of the Centre**

- 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 liability;
  - (f) appoint agents to transact business on its behalf;
  - (g) enter into any other contract it considers necessary or desirable
  - (h) affiliate Clubs
- 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. Management of the Centre**

The management of the Centre will be at three levels:

- 1) The Centre meetings which will be open to all ordinary members. There will be at least one Centre meeting each year known as the Annual General Meeting (AGM). Additional meetings may be called as per this document. This document defines the decisions which must be made by the ordinary members at a General Meeting.
- 2) A Executive committee who will be elected at the AGM or as specified in this document. This Executive Committee will be responsible for the day to day operations of the Centre.

- 3) A Centre Committee to assist the Executive and to make decisions on behalf of the ordinary members as defined in this document.

## **PART 3—MEMBERS, DISCIPLINARY AND GRIEVANCES PROCEDURES**

### **DIVISION 1—MEMBERSHIP**

#### **8. Minimum number of members**

The Association must have at least 5 ordinary members.

#### **9. Categories of Membership**

The Membership shall consist of the following Categories:

- 1) **Ordinary Members**, (referred to as ‘member’) who shall have the right to debate and vote at General Meetings. These will generally be referred to as the ‘members’.
- 2) **Competitive members**, who shall have the right to be present at General meetings, but do NOT have the right to debate or vote. Generally referred to as the ‘athletes’.
- 3) **Associate members**, who shall have the right to be present at General meetings, but do NOT have the right to debate or vote. This category of membership will include all parents and others who officiate but are not registered as ordinary members. Generally referred to as ‘Associate members’.
- 4) **Life Members**, who shall have the right to be present and debate at General meetings, but do NOT have voting rights.

#### **10. Who is eligible to be a member**

Any person who supports the purposes of the Association is eligible for membership.

#### **11. Application for membership**

Application for membership is for the period ending at 30th September nominated on the application form.

- 1) To apply to become an **ordinary member** of the Centre,
  - a. If a parent or guardian of a competitive member, indicate with a tick in the appropriate box, and complete the details on the application when completing the registration for a competitive member, or
  - b. Apply in writing to the Centre Executive on the form supplied by the committee,  
  
and
  - c. Be approved by the Centre Executive or nominated representative as a ordinary member.
- 2) To become a **competitive member** of the Centre,

- a. Must satisfy the requirements and be a financial member of Little Athletics Victoria, and indicate they wish to be a member of this Centre on that application, (the method of becoming a member of LAVic is specified in their Regulations), and
  - b. Be approved by the Centre Executive or nominated representative as a competitive member
  - c. be a member of a Club affiliated with the Centre.
3. To become an associate member, a person must
- 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.
  - d. The application must be signed by the applicant
  - e. Be approved by the Centre Executive or nominated representative as a associate member.
4. To become a **Life Member** you must have been nominated and elected by the Centre Committee.

## **12. Consideration of application**

As soon as practicable after an application for membership is received, a Executive member or other committee person delegated with the power, shall decide whether to accept or reject the application. If the decision is to reject, it must be referred to a executive meeting for endorsement or otherwise to accept.

If the decision is to reject the application the Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.

If the Committee rejects the application, it must return any money accompanying the application to the applicant.

No reason need be given for the rejection of an application.

If an application for membership is approved, the Secretary or the person designated 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.

A person becomes a member of the Association and, subject to rule 13(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which:

- a) the Committee or nominated person approves the person's membership;  
or
- b) the person pays the joining fee.

### **13. Annual subscription and fee on joining**

- 1) At each annual general meeting, the Association must determine for each category of membership —
  - a) the amount of the annual subscription (if any) for the following financial year; and
  - b) the date for payment of the annual subscription.

The Association may determine that a lower annual subscription is payable by ordinary and associate members.

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 fixed amount determined from time to time by the Association.

The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

Nothing in this section prevents a Club affiliated with the Centre from requiring a competitive member to pay a joining fee, an annual subscription, or both.

### **14. General rights of ordinary members**

1. A ordinary 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 in these rules; and
  - f) to inspect the register of members.
2. A member is entitled to vote if —
  - a) the member is a member other than a competitive or associate member; and
  - b) more than 7 days have passed since he or she became a member of the Association; and
  - c) the member's membership rights are not suspended for any reason.

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

## **15. Ceasing or Resigning as a member**

1. Application for membership is for the period ending at 30th September nominated on the application form.
2. The membership of a person ceases on resignation, expulsion or death, or the 30th September as specified on the application.
3. If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.
4. A member may resign by notice in writing given to the Association.
5. A member is taken to have resigned if—
  - a) the member's annual subscription is in arrears; or
  - b) where no annual subscription is payable they have not completed a application of membership for the period concerned.

## **16. Register of members**

- 1) The Registrar 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. if the member is an associate member, a note to that effect;
    - v. any other information determined by the Committee; and
  - b) for each former member, the date of ceasing to be a member.
- 2) Any ordinary member may, at a reasonable time and free of charge, inspect the register of members.

**Note:** Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

### **16A. Clubs**

1. The Executive Committee may grant or revoke Affiliation to a Club that wishes to provide opportunities for competitive members to compete at the Centre.
2. Affiliated Clubs must:

- a. Maintain an active membership of at least 20 competitive members
  - b. Elect a committee of no less than five adults annually to handle the affairs of the Club
  - c. Nominate, in writing to the Secretary, a delegate to attend Centre meetings
  - d. An exemption from any of the requirements of 16A(2) may be granted by a resolution passed at a meeting of the Centre Committee in which only members of the Executive are eligible to vote.
3. The founding Clubs upon Incorporation of the Centre are those who have athletes participating in competition at the Centre during the summer season immediately prior to the Centre becoming incorporated.

## **Division 2—Disciplinary action**

### **17. Grounds for taking disciplinary action**

The Association may take disciplinary action against a 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.

### **18. 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.

### **19. 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 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 23.
- 2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

## **20. 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 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 rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

## **21. Appeal rights**

- 1) A person whose membership rights have been suspended or who has been expelled from the Association under this rule may give notice to the effect that 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 is taken; or
  - b) to the Secretary not later than 48 hours after the vote.
- 3) If a person has given notice under subrule (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 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 should be upheld or revoked.

## **22. 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 has been suspended or who has been expelled must be given an opportunity to be heard.
- 2) After complying with subrule (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**

### **23. Application**

- 1) The grievance procedure set out in this Division applies to disputes under these Rules between—
  - i. a member and another member;
  - ii. a member and the Committee;
  - iii. a member and the Association.
- 2) If the grievance is with a member of a different Little Athletics Centre, The Region, or Little Athletics Victoria, the grievance procedure to be followed is that as specified in the rules of Little Athletics Victoria Incorporated.
- 3) 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.

## **24. 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.

## **25. Appointment of mediator**

- 1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by the rule 26, 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 of the Centre, a person appointed by the Committee; or
    - ii. if the dispute is between a member and the Committee of the Association, a person appointed by
      - the Region of LAVic to which the Centre is affiliated, or
      - a person employed by the Dispute Settlement Centre of Victoria.
- 3) A mediator appointed by the Committee or the Region 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.

## **26. 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.

**27. 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**

### **28. Annual General Meetings (AGM)**

- 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) Despite sub-rule 1, the Association may hold its first annual general meeting at any time within 18 months after its incorporation.
- 3) The Committee may determine the date, time and place of the annual general meeting.
- 4) 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;
  - c) to elect the members of the Executive and Committee;
  - d) to confirm or vary the amounts (if any) of the annual subscription and joining fee.
- 5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

### **29. 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 32 may be conducted at the meeting.

### **30. 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 subrule (3).

### **31. Notice of general meetings**

- 1) The Secretary (or, in the case of a special general meeting convened under rule 31(3), 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) Where agreed, by the committee, to allow proxies comply with rule 33 (3) for the appointment of proxy votes.
- 3) This rule does not apply to a disciplinary appeal meeting.

### **32. Proxies**

- 1) Only members present may speak. A member cannot speak as a proxy for another member. If a member who cannot be present wishes to comment on a notice of motion, he or she must do so in writing through the Secretary.
- 2) A member may NOT appoint another member as his or her proxy to vote on his or her behalf at a disciplinary appeal meeting.

- 3) Unless previously agreed to by the committee, no one can vote by proxy on behalf of another member. Where the committee determines that proxy votes will be accepted, the notice of motion must:
  - i. state that the member may appoint another member as a proxy for the meeting; and
  - ii. include a copy of any form that the Committee has approved for the appointment of a proxy.
  - a) The appointment of a proxy must be in writing and signed by the member making the appointment.
  - b) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
  - c) If the Committee has approved a form for the appointment of a proxy, the member may use this or any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
  - d) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
  - e) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

### **33. Use of technology**

- 1) Where it is possible the committee may arrange for members who cannot be physically present at a general meeting to 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.

### **34. 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 34) 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 31—the meeting must be dissolved;

**Note:** If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been

considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 32.

- 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.

### **35. 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 subrule (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.

**Example:** The members may wish to have more time to examine the financial statements submitted by the Committee at an annual general meeting.

- 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 32.

### **36. Voting at general meeting**

- 1) On any question arising at a general meeting—  
subject to sub-rule (3), each member who is entitled to vote has one vote; and members may vote personally or by proxy; and  
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 23.

### **37. 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.

**Note:** In addition to certain matters specified in the Act, a special resolution is required:

to remove a committee member from office ;

to alter these Rules, including changing the name or any of the purposes of the Association.

### **38. 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—
  - carried; or
  - carried unanimously; or
  - carried by a particular majority; or
  - 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.

### **39. 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—
  - the names of the members attending the meeting; and
  - proxy forms given to the Chairperson of the meeting under rule 33(3); and

the financial statements submitted to the members in accordance with rule 29(4)(b)(ii); and

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

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—Composition & Powers of Executive and Committee

#### 40. Role and powers

- 1) The business of the Association must be managed by or under the direction of:
  - a) an Executive Committee, and
  - b) a Centre Committee.
- 2) These committees 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) These committee may—
  - a) appoint and remove staff;
  - b) establish subcommittees consisting of members with terms of reference it considers appropriate.

#### 41. Centre Executive

- 1) The Executive committee members will be elected at the AGM or otherwise as specified in Division 3 of these rules.
- 2) The specific roles and responsibilities of the executive positions are defined in these rules.
- 3) The Centre Executive will consist of the following positions:
  - a. President, and
  - b. Vice President, and
  - c. Secretary, and
  - d. Treasurer, and
  - e. Centre Registrar
- 4) The Centre Executive may exercise all the powers of the association except those powers that these rules or the Act require to be exercised by
  - i. General meetings of the members of the Centre,  
or
  - ii. items which are defined by these rules as being the responsibility of the Centre Committee as per sub-rule 42 or 45.

## **42. The Centre Committee**

- 1) Each affiliated Club will appoint, in writing to the Secretary, one member of the Centre committee and may vary the appointment from time-to-time as necessary.
- 2) A member of the Committee appointed under 42(1) may appoint a proxy to represent him or her at a particular meeting providing a member of the Executive has been notified prior to the proxy exercising any of the powers or duties of the Committee member.
- 3) A member of the Executive Committee may not be nominated by a Club for membership of the General Committee
- 4) Centre Committee members must remember that they have been elected to represent all the members of the association, not just themselves
- 5) The Centre Committee will consist of:
  - i. the Centre Executive as per 41 (1), and
  - ii. Committee members appointed as per 41 (1)
  - iii. Committee members may be allocated specific portfolios as per sub-rule 44.

## **43. Delegation**

- 1) The Executive or Centre Committee may delegate to a member of the Committee, a subcommittee 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.

## **Division 2— Duties of Executive and Committee members**

### **44. General Duties**

- 1) As soon as practicable after being elected or appointed, each executive and committee member must become familiar with these Rules and the Act. In particular they must be familiar with the purposes of the Centre as defined in these rules.
- 2) 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.
- 3) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.

- 4) Committee members must exercise their powers and discharge their duties—
  - in good faith in the best interests of the Association; and
  - for a proper purpose.
- 5) Committee members and former committee members must not make improper use of—
  - their position; or
  - 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.

**Note:** See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.
- 6) 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.

#### **45. President and Vice-President**

- 1) Subject to sub-rule 2, the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any committee meetings.

If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be:

- i. in the case of a general meeting—a member elected by the other members present; or
- ii. in the case of a committee meeting—a committee member elected by the other committee members present.

#### **46. Secretary**

- 1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

**Example:** Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

- 2) The Secretary must:
  - a. keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 70(3), all books, documents and securities of the Association in accordance with rules 72 and 75; and
  - b. 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
  - c. perform any other duty or function imposed on the Secretary by these Rules.

- 3) The Secretary must give to the Registrar (Consumer Affairs) notice of his or her appointment within 14 days after the appointment.

#### **47. Treasurer**

- 1) The Treasurer 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 Executive or Committee or by a general meeting of the Association from the Association's funds; and
  - d) ensure cheques are signed by at least 2 Executive members.
- 2) The Treasurer 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 Executive and Committee prior to their submission to the annual general meeting of the Association.
- 3) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.

#### **48. Centre Registrar**

The Centre Registrar must:

- a. maintain the register of members in accordance with rule 18; and
- b. any other duties as defined by the Executive

#### **49. Committee members**

The Executive will assigned each member of the General Committee a portfolio according to the needs of the Centre. The Executive may review the allocation of portfolios as and when required.

#### **50. Centre Committee powers and responsibilities**

The following items will be referred to and decided on by the Centre Committee:

- a. Approval of the Centre financial budget
- b. Expenditure of Capital or Major expenditure in excess of \$2,000.

- c. Expenditure and approval of trophies to be awarded, but not the details of the recipients. The recipients of the trophies each year will be determined by a sub committee appointed by the Committee.
- d. Election of vacant Executive or committee positions as per sub-rule 58.
- e. The program of events to be offered
- f. The Centre rules for competition, athletes, and officials
- g. Any other items as determined by a General Meeting of the Centre or as delegated by the executive committee

### **Division 3—Election of Executive and tenure of office**

#### **51. Who is eligible to be a Committee member**

A member is eligible to be elected or appointed as a committee member if the member—

- a. is 18 years or over; and
- b. is entitled to vote at a general meeting.

#### **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 positions on the Committee vacant and hold elections for those positions in accordance with rules 52 to 55

#### **53. Nominations**

- a. Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
- b. An eligible member of the Association may—
  - I. nominate himself or herself; or
  - II. with the member's consent, be nominated by another member.
- c. A 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.**

- a. At the annual general meeting, separate elections must be held for each of the following positions:
  - President;
  - Vice-President;
  - Secretary;
  - Treasurer.
  - Centre Registrar
- b. If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- c. If more than one member is nominated, a ballot must be held in accordance with rule 55.
- d. On his or her election, the new President may take over as Chairperson of the meeting.

#### **55. Ballot**

- a. If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- b. The returning officer must not be a member nominated for the position.
- c. Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- d. The election must be by secret ballot.
- e. The returning officer must give a blank piece of paper to each member present in person; and
- f. If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- g. If the ballot is for more than one position—
  - i. the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
  - ii. the voter must not write the names of more candidates than the number to be elected.
- a. Ballot papers that do not comply with sub-rule (7)(b) are not to be counted.
- b. Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- c. 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.

- d. If the returning officer is unable to declare the result of an election under sub-rule (10) because 2 or more candidates received the same number of votes, the returning officer must—
  - i. conduct a further election for the position in accordance with sub-rules (4) to (10) to decide which of those candidates is to be elected; or
  - ii. with the agreement of those candidates, decide by lot which of them is to be elected.

**Examples:** The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

## **56. Term of office**

- a. Subject to sub-rule (3) and rule 56, an office holder holds office until the position is declared vacant at the next annual general meeting.
- b. An office holder may be re-elected.
- c. A general meeting of the Association may—
  - I. by special resolution remove an office holder from office; and
  - II. elect an eligible member of the Association to fill the vacant position in accordance with this Division.
- d. 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 (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- e. 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.

## **57. Vacation of office**

- a. A member of the Centre Executive may resign from the Committee by written notice given to another member of the Executive. The resignation is to be noted at the next meeting of the Committee.
- b. A person ceases to be a member of the Executive if he or she—
  - i. ceases to be a member of the Association; or
  - ii. fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 67; or
  - iii. otherwise ceases to be a committee member by operation of section 78 of the Act.

**Note:** A member may not hold the office of secretary if they do not reside in Australia.

### **58. Filling casual vacancies**

- a. The Centre Committee may appoint an eligible member of the Association to fill a position on the Executive that:
  - i. has become vacant under rule 57; or
  - ii. was not filled by election at the last annual general meeting.
- b. If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
- c. Rule 57 (term of office) applies to any committee member appointed by the Committee under sub-rule (1) or (2).
- d. The Executive or Committee may continue to act despite any vacancy in its membership.

## **Division 4—Meetings of Executive and Committee**

### **59. Meetings of the Executive Committee**

- a. Unless otherwise defined in rule 60, the rules relating to Committee meetings also apply to the executive meetings.
- b. The executive must meet at least 8 times in each year at the dates, times, and places determined by the executive. Centre committee meetings count towards executive meetings.
- c. Executive meetings may be called with little or no notice, as long as all members are advised of the meeting prior to it starting.
- d. Any resolution must be passed with a majority of members of the executive eligible to vote, not just those present
- e. The quorum for an executive meeting is at least 50% of those holding office. Where all five positions are filled a quorum is 3.
- f. All members including the chairperson may vote on all resolutions unless a member declares a conflict of interest

### **60. Meetings of Committee**

- a. The Centre Committee must meet at least 4 times in each year at the dates, times and places determined by the Committee.
- b. 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.
- c. Special committee meetings may be convened by the President or by any 4 members of the Committee.

## **61. Notice of meetings**

- a. Notice of each Centre committee meeting must be given to each committee member no later than 7 days before the date of the meeting.
- b. Notice may be given of more than one committee meeting at the same time.
- c. The notice must state the date, time and place of the meeting.
- d. If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.
- e. The only business that may be conducted at the meeting is the business for which the meeting is convened.

## **62. Urgent meetings**

- a. In cases of urgency, a meeting can be held without notice being given in accordance with rule 62 provided that as much notice as practicable is given to each committee member by the quickest means practicable.
- b. Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- c. The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

## **63. Procedure and order of business**

- a. The procedure to be followed at a meeting of a Committee must be determined from time to time by the Executive or Committee.
- b. The order of business may be determined by the members present at the meeting.

## **64. Use of technology**

- a. 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.
- b. For the purposes of this Part, a committee member participating in a committee meeting as permitted under subrule (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**

- a. No business may be conducted at a Committee meeting unless a quorum is present.
- b. The quorum for a committee meeting is the presence (in person or as allowed under rule 65) of a majority of the committee members holding office.

- c. If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting—
  - i. in the case of a special meeting—the meeting lapses;
  - ii. 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 59.

## **66. Voting**

- a. On any question arising at a committee meeting, each committee member present at the meeting has one vote.
- b. A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.
- c. 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.
- d. If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- e. Subject to rule 42, voting by proxy is not permitted.

## **67. Conflict of interest**

- a. 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.
- b. The member—
  - i. must not be present while the matter is being considered at the meeting; and
  - ii. must not vote on the matter.

**Note:** Under section 81(3) of the Act, if there are insufficient committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

- c. This rule does not apply to a material personal interest—
  - i. that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
  - ii. that the member has in common with all, or a substantial proportion of, the members of the Association.

## **68. Minutes of meeting**

- a. The Committee must ensure that minutes are taken and kept of each committee meeting.
- b. The minutes must record the following:
  - i. the names of the members in attendance at the meeting;

- ii. the business considered at the meeting;
- iii. any resolution on which a vote is taken and the result of the vote;
- iv. any material personal interest disclosed under rule 65.

**69. Leave of absence**

- a. The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.
- b. 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, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.

### **71. Management of funds**

- a. 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.
- b. Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- c. The Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- d. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 Executive members.
- e. All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- f. With the approval of the Committee, the Treasurer 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**

- a. The Association must keep financial records that—
  - i. correctly record and explain its transactions, financial position and performance; and
  - ii. enable financial statements to be prepared as required by the Act.
- b. The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- c. The Treasurer must keep in his or her custody, or under his or her control—
  - i. the financial records for the current financial year; and
  - ii. any other financial records as authorised by the Committee.

### **73. Financial statements**

- a. For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- b. Without limiting subrule (1), those requirements include—

- i. the preparation of the financial statements;
- ii. if required, the review or auditing of the financial statements;
- iii. the certification of the financial statements by the Committee;
- iv. the submission of the financial statements to the annual general meeting of the Association;
- v. the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

## PART 7—GENERAL MATTERS

### **74. Common seal**

- a. The Association may have a common seal.
- b. If the Association has a common seal—
  - i. the name of the Association must appear in legible characters on the common seal;
  - ii. a document may only be sealed with the common seal by the authority of the Executive and the sealing must be witnessed by the signatures of two Executive members;
  - iii. the common seal must be kept in the custody of the Secretary.

### **75. Registered address**

The registered address of the Association is—

- i. the address determined from time to time by resolution of the Executive; or
- ii. if the Executive has not determined an address to be the registered address—the postal address of the Secretary.

### **76. Notice requirements**

- a. Any notice required to be given to a member or a committee member under these Rules may be given—
  - i. by handing the notice to the member personally; or
  - ii. by sending it by post to the member at the address recorded for the member on the register of members; or
  - iii. by email or facsimile transmission.
- b. Sub-rule (a) does not apply to notice given under rule 62.
- c. Any notice required to be given to the Association or the Committee may be given—
  - i. by handing the notice to a member of the Executive; or
  - ii. by sending the notice by post to the registered address; or
  - iii. by leaving the notice at the registered address; or
  - iv. by email to the email address of the Association or the Secretary

### **77. Custody and inspection of books and records**

- a. Members may on request inspect free of charge—
  - i. the register of members;
  - ii. the minutes of general meetings;

- iii. subject to sub-rule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.

**Note:** See note following rule 16 for details of access to the register of members.

- b. The Executive 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.
- c. The Executive must on request make copies of these rules available to members and applicants for membership free of charge.
- d. 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.
- e. 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—

its membership records;

its financial statements;

its financial records;

records and documents relating to transactions, dealings, business or property of the Association.

## **78. Winding up and cancellation**

- a. The Association may be wound up voluntarily by special resolution.
- b. 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.
- c. Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to Little Athletics Victoria Incorporated, or similar state body.
- d. 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.

**Note:** An alteration of these Rules does not take effect unless or until it is approved by the Registrar. As these Rules vary to the model rules, the Association is taken to have adopted its own rules, not the model rules.