

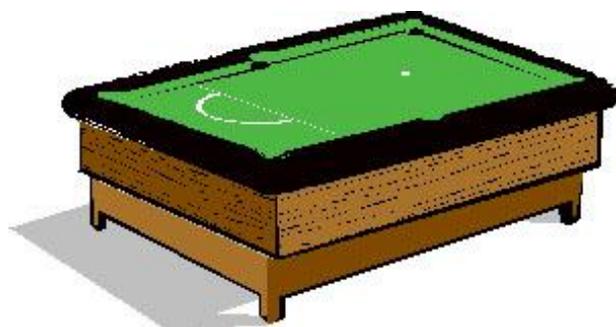
# LVEBA

**Latrobe Valley  
Eight Ball Association**



## CONSTITUTION

**Associations Incorporation Reform Regulations 2012**



# Associations Incorporation Reform Regulations 2012

Compiled in 2015/16:

Andrew O'Neill

Bibliography:

Associations Incorporation Reform Act 2012, Model Rules for an Incorporated Association Reform Regulations 2012;

LV8BA Constitution 2015 & Pool Victoria Constitution 2001 & 2014 Revision.

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Presented as a Special Resolution for members consideration at the  
Special **General Meeting** of the Latrobe Valley Eight Ball Association held at the Morwell Golf Club  
on Tuesday 15<sup>th</sup> March 2016.

Moved: Andrew O'Neill

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Carried Unanimously

Official Constitution of the Latrobe Valley Eight Ball Association Inc.  
as of the

40th Annual **General Meeting** of the Latrobe Valley Eight Ball Association held at the L.V. Hotel  
Morwell on Tuesday 5<sup>th</sup> April 2016.

First Edition

to date:

No revisions.

No amendments.

# Foreword

It was decided at the start of this process that we would only include in the new Constitution what the model rules require, in other words what the regulations of the Act require to be addressed. Otherwise for us to then make an alteration to the Constitution after this process is completed and becomes official, though this is not impossible, will require the alteration once passed by Special Resolution at a **General Meeting** of the Association, to then be sent with payment to Consumer Affairs Victoria, and once approved by the Registrar, and only then, will come into effect (law) in our Association. With this lengthy process it's better that everything else be left to go into the By-Laws of the Association, whereby the Association can then control and manage its own rules; a Special Resolution still needs to be proposed and passed at a **General Meeting** of the Association before an alteration comes into effect (law). This way the Association doesn't have to make payment and wait for another separate body to approve an alteration.

An important point I feel I should also make is to inform you on the hierarchy of control of the rules of the Association. The highest rule of order in our Association is the Constitution and following that is our By-Laws and then any motions that have been carried and minuted at meetings of the Association. If a By-Law conflicts with the Constitution then the Constitution is to be adhered to over the By-Law; this also includes any motions that have been carried on the Association books. The same goes for a motion that conflicts with a By-Law, the By-Law is to be adhered to over the motion. So the hierarchy of control of the rules of the Association are

1. Constitution
2. By-Laws
3. Motions

Another important point to make is that all the members of the Association have a right to and must have access to a copy either by paper or via the official league website, of the Constitution; as is required by law (see rule 43.5). All members and definitely any elected **Committee** members should familiarise themselves with the Constitution without delay, as is their duty.

With the introduction of the new Constitution for our Association a few new initiatives have been undertaken in an attempt to make navigating your way through it much easier. There now is more content to consider thanks to the new model rules for an Incorporated Association.

I have added a table of contents to help you find what you're looking for without having to search through the entire document. On the table of contents page there are main headings, the first being '**Contents**' and ending with the '**Index**'. Under each of these are numbers with sub-headings. Excluding the **Contents** and **Index** sections these are called **rules** and there are 58 of them in all, for example under the main heading '**Association**' rule '*1. Name of Association*' comes first and it starts

## Foreword Continued...

on page 1. The page numbers are noted on the right hand side opposite each rule. Each rule has its own individual number so you can search through the document by the rule number or go directly using the page number opposite each rule.

Many of the rules will have sub-rules within them. The first one on the table of contents list that you will come across with sub-rules is rule '3. *Not for Profit*'. When looking up that rule you will see it has 4 sub-rules 3.1, 3.2, 3.3 & 3.4. There are two more sub-rules under 3.4 noted as 3.4.1 & 3.4.2. These are designed to break down the rule into an easier to read format and also allows you to find that rule again more easily and accurately.

I have also highlighted some words in colour as they appear often in the document as follows -

**General Meeting & Committee Meeting.**

**Committee - Officers/Office Holders & Ordinary Members.**

It is important that you understand their meaning (see rule '6. *Definitions*') so that when you see these words in the document you will be able to understand the context that they have been written in.

You will also notice that there is a footer at the bottom of each page. The footer will have the abbreviated name of the Association on the left hand side and the page number on the right. In the centre of the footer it has the main heading noted for each page of that section that you are in. This is another tool to help you navigate more easily through the contents of the Constitution.

If you are looking for certain words there is an index at the back of this document for you to use if you so wish to. Only words thought to be noteworthy are included.

We are all bound by the rules of the Association upon membership (see rule 7.1), including our By-Laws. It's better and easier to have an understanding and to work within the rules of the Association than to try and work around or outside the rules of the Association.

Andrew O'Neill

LV8BA Member

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# Association

## 1. Name of Association

The name of the Association shall be the Latrobe Valley Eight Ball Association Incorporated, in these Rules called the Association (also known and referred to as LVEBA or LV8BA).

## 2. Statement of Purpose

For the promotion of good fellowship amongst competitors and the advancement of the sport in general.

## 3. Not for Profit

3.1 No member of the Association shall be appointed to any salaried office or office of profit.

3.2 The assets and income of the Association shall be applied solely in furtherance of its above mentioned purpose.

3.3 The Association must not distribute any surplus, income or assets directly or indirectly to its members.

3.4 Sub-rule 3.3 does not prevent the Association from paying a member -

3.4.1 reimbursement for expenses properly incurred by the member; or

3.4.2 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.

## 4. Financial Year

The financial year of the Association is each period of 12 months ending on March 31<sup>st</sup>.

## 5. Alteration of the Rules

These Rules may only be altered by a Special Resolution (in accordance with the Act) passed at an Annual or Special **General Meeting** of the Association. Any alterations to these rules so passed shall not take effect until it has been lodged and approved by the Registrar of Incorporated Associations.

## 6. Definitions

6.1 In these Rules, unless the contrary intention appears -

- 6.1.1 **Annual Subscription** - means the Association member's registration fee;
  - 6.1.2 **Committee** - consists of the **Officers** of the Association and three (3) **Ordinary Members** if any;
  - 6.1.3 **Committee Meeting** - means a meeting of the **Committee** held in accordance with these Rules;
  - 6.1.4 **Committee Member** - means a member of the **Committee** elected or appointed under these Rules;
  - 6.1.5 **General Meeting** - means a **General Meeting** of the members of the Association convened in accordance with these rules;
  - 6.1.6 **Member** - means a member of the Association;
  - 6.1.7 **Ordinary Member** - means a member of the **Committee** who is not an **Officer** of the Association under sub-rule 26.1;
  - 6.1.8 **Relevant Documents** - means the records and other documents, however compiled, recorded or stored that relate to the incorporation and management of the Association;
  - 6.1.9 **Season** - refers to the Associations winter competition and/or summer competition where applicable;
  - 6.1.10 **Special Resolution** - means a resolution that requires not less than three quarters (75%) of the members present and voting at a **General Meeting** vote in favour of the resolution;
  - 6.1.11 **The Act** - means the **Associations Incorporation Reform Act 2012**;
  - 6.1.12 **The Regulations** - means regulations under the Act;
  - 6.1.13 **Written or In Writing** - means and includes electronic email, written and printed letter or fax.
- 6.2 In these Rules, a reference to the Secretary of an Association is a reference -
- 6.2.1 if a person holds **Office** under these Rules as Secretary of the Association - to that person; and
  - 6.2.2 in any other case, to the Public Officer of the Association.

# Membership

## 7. Eligibility for Membership

- 7.1 Membership shall be open to those who support the purposes of the Association, and agree to comply by the Rules, policies and decisions of the Association.
- 7.2 To apply to become a member of the Association, a person must -
  - 7.2.1 complete the Association's written application form; and
  - 7.2.2 lodge the written application form with the Secretary of the Association.
- 7.3 As soon as practicable the Secretary must refer the written application submitted to the [Committee](#).
- 7.4 Membership shall be at the discretion of the [Committee](#), the [Committee](#) must -
  - 7.4.1 decide by resolution whether to accept or reject the written application; and
  - 7.4.2 notify the applicant of its decision as soon as practicable after the decision is made; and
  - 7.4.3 no reason need be given for the rejection of a membership.
- 7.5 If an application for membership is approved by the [Committee](#), that person shall then -
  - 7.5.1 become an honorary member of the Association upon playing his or her first competitive match in the Association; and
  - 7.5.2 as an honorary member of the Association become a registered member of the Association upon payment to the treasurer of the annual subscription.
- 7.6 A right, privilege, or obligation of a person by reason of membership of the Association -
  - 7.6.1 is not capable of being transferred or transmitted to another person; and
  - 7.6.2 terminates upon the cessation of membership whether by death or resignation or otherwise.

## 8 Register of Members

- 8.1 The Secretary must keep and maintain a register of members containing -
  - 8.1.1 the name, address, telephone number and email address of each member; and
  - 8.1.2 the date on which each member's name was entered in the register.
- 8.2 The Register is available for inspection free of charge by any member upon request.
- 8.3 A member may make a copy of entries in the register upon request.
- 8.4 Register requests are at the discretion of the [Committee](#). The [Committee](#) may request that the members request be in writing and if so must include the following -
  - 8.4.1 state clearly the information required to be inspected and or copied; and
  - 8.4.2 state clearly the purpose for which the information is going to be used; and
  - 8.4.3 must be addressed to the [Committee](#) and dated with the members name and signature making the request; and
  - 8.4.4 must be submitted to the Secretary of the Association either in person, by mail or email.

## **9 General Rights of Members**

- 9.1 A member of the Association who is entitled to vote has the right -
- 9.1.1 to receive notice of **General Meetings** and of proposed Special Resolutions in the manner and time prescribed by these Rules; and
  - 9.1.2 to submit items of business for consideration at a **General Meeting**; and
  - 9.1.3 to attend and be heard at **General Meetings**; and
  - 9.1.4 to vote at a **General Meeting**; and
  - 9.1.5 to have access to the minutes of **General Meetings** and other documents of the Association; and
  - 9.1.6 to inspect the register of members upon request (ref rule 8).

## **10 Membership and Match Fees**

- 10.1 There shall be no entry fee.
- 10.2 Annual Subscription Fee -
- 10.2.1 shall be set by resolution, by the members present and voting at the Annual **General Meeting**; and
  - 10.2.2 for honorary members of the Association are due and payable following the first (1) match played in the Association; and
  - 10.2.3 for registered members of the Association are due and payable on the date of the Annual **General Meeting**.
- 10.3 Team Affiliation Fees -
- 10.3.1 shall be set by the **Committee** at the start of each season; and
  - 10.3.2 are due and payable to the Association by each competing team at the date nominated by the **Committee** for the closing of team entries for each season.
- 10.4 Team Match Fees -
- 10.4.1 shall be set by the **Committee** at the start of each season; and
  - 10.4.2 are due and payable to the Association by each team for all matches drawn to play in the home and away competition, following each match.

## **11 Termination of Membership**

- 11.1 A person shall cease to be a member of the Association -
- 11.1.1 thirty (30) days after the Annual **General Meeting** unless the annual subscription, which became due on the date of the Annual **General Meeting**, has been paid, or
  - 11.1.2 if any fees are outstanding for more than thirty (30) days after becoming due; or
  - 11.1.3 if the Secretary is notified in writing of the resignation of that person. The Secretary must record in the register of members the date on which the member ceased to be a member.
- 11.2 A team or any of its team members shall be ineligible to compete in any Association competition (including representative teams) if any team fees are outstanding for more than thirty (30) days after becoming due.

# General Meetings

## 12. Annual General Meetings

- 12.1 The **Committee** must convene an Annual **General Meeting** of the Association to be held within one (1) month after the end of each financial year.
- 12.2 The **Committee** may determine the date, time and place of the Annual **General Meeting** of the Association.
- 12.3 The notice convening the Annual **General Meeting** must specify that the meeting is an Annual **General Meeting**.
- 12.4 The ordinary business of the Annual **General Meeting** is as follows -
  - 12.4.1 to confirm the minutes of the previous Annual **General Meeting** and of any Special **General Meeting** held since then; and
  - 12.4.2 to receive and consider the annual report of the **Committee** on the activities of the Association during the preceding financial year; and
  - 12.4.3 to receive and consider the financial statements of the Association for the preceding financial year submitted by the **Committee** in accordance with Part 7 of the Act; and
  - 12.4.4 to elect **Officers** of the Association and the **Ordinary Members** (if any) of the **Committee**; and
  - 12.4.5 to confirm or vary the amounts (if any) of the annual subscription and annual affiliate subscription.
- 12.5 The Annual **General Meeting** may also conduct any other business of which notice has been given in accordance with these Rules.

## 13. Special General Meetings

- 13.1 In addition to the Annual **General Meeting**, any other **General Meetings** may be held in the same year.
- 13.2 All **General Meetings** of the Association, other than an Annual **General Meeting** are Special **General Meetings**.
- 13.3 The **Committee** may, as required, convene a Special **General Meeting** of the Association.
- 13.4 If, but for this sub-rule, more than fifteen (15) months would lapse between Annual **General Meetings**, the **Committee** must convene a Special **General Meeting** before the expiration of that period.
- 13.5 No business other than that set out in the notice under rule 16 may be conducted at the Special **General Meeting**.

#### **14. Special General Meeting held at request of Members**

- 14.1 The **Committee** must, on the request of members representing not less than twelve (12) of the total number of members, and in accordance with sub-rule 14.2, convene a **Special General Meeting** of the Association.
- 14.2 The request for a **Special General Meeting** must -
- 14.2.1 be in writing; and
  - 14.2.2 state the business to be considered at the meeting and any resolutions to be proposed; and
  - 14.2.3 include the names and signatures of the members requesting the meeting; and
  - 14.2.4 be given to the Secretary.
- 14.3 If the **Committee** does not cause a **Special General Meeting** to be held within one (1) month after the date on which the request is given to the Secretary, the members making the request, or any of them, may convene a **Special General Meeting** of the Association.
- 14.4 A **Special General Meeting** convened by members under sub-rule 14.3 -
- 14.4.1 must be held within 3 months after the date on which the original request was made; and
  - 14.4.2 may only consider the business stated in that request.
- 14.5 If a **Special General Meeting** is convened by members in accordance with this rule, it must be convened in the same manner, so far as possible, as a meeting convened by the **Committee** and all reasonable expenses incurred in convening the **Special General Meeting** must be refunded by the Association to the persons incurring the expenses.

#### **15. Special Business.**

All business that is conducted at a **Special General Meeting** and all business that is conducted at the **Annual General Meeting**, except for business conducted under the rules as ordinary business of the **Annual General Meeting**, is deemed to be special business.

#### **16. Notice of General Meetings**

- 16.1 The Secretary of the Association (or, in the case of a **Special General Meeting** convened under sub-rule 14.3, the members convening the meeting) must give to each member of the Association -
- 16.1.1 at least twenty-one (21) days' notice of a **General Meeting** if a special resolution is to be proposed at the meeting; or
  - 16.1.2 at least fourteen (14) days' notice of a **General Meeting** in any other case.
- 16.2 The notice must -
- 16.2.1 specify the date, time and place of the meeting; and
  - 16.2.2 indicate the general nature of each item of business to be considered at the meeting; and
  - 16.2.3 if a Special Resolution is to be proposed -
    - 16.2.3.1 state in full the proposed resolution; and

16.2.3.2 state the intention to propose the resolution as a Special Resolution.

16.3 No business other than that set out in the notice convening the meeting may be conducted at the meeting.

16.4 A member intending to bring any business (including nomination of candidates for election) before a **General Meeting** must notify in writing, or by electronic transmission, the secretary of that business, who must include that business in the notice calling the next **General Meeting**.

## 17. Quorum at **General Meetings**

17.1 No item of business may be conducted at a **General Meeting** unless a quorum of members is present.

17.2 The quorum for a **General Meeting** is the presence of fifteen percent (15%) of the members entitled to vote under these rules.

17.3 If, within half an hour after the appointed time for the commencement of a **General Meeting**, a quorum is not present -

17.3.1 in the case of a meeting convened by, or at the request of members under rule 14 the meeting must be dissolved; and

17.3.2 in any other case the meeting shall stand adjourned to a date not more than twenty-one 21 days after the adjournment. 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.

17.4 If a quorum is not present within 30 minutes after the time to which a **General Meeting** has been adjourned under sub-rule 17.3.2, the members present at the meeting [being not less than five (5)] may proceed with the business of the meeting as if a quorum were present.

## 18. Presiding at **General Meetings**

18.1 The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each **General Meeting** of the Association.

18.2 If the President and the Vice-President are absent from a **General Meeting**, or are unable to preside, the members present must select one of their number to preside as Chairperson.

## 19. Adjournment of **General Meetings**

19.1 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.

19.2 Without limiting sub-rule 19.1, a meeting may be adjourned -

20.2.1 if there is insufficient time to deal with the business at hand; or

20.2.2 to give the members more time to consider an item of business.

- 19.3 No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- 19.4 Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for fourteen (14) days or more, in which case notice of the meeting must be given in accordance with rule 16.

## 20. Voting at **General Meetings**

- 20.1 On any question arising at a **General Meeting** of the Association -
- 20.1.1 subject to sub-rule 20.3, each member who is entitled to vote has one vote; and
  - 20.1.2 all votes must be given personally; and
  - 20.1.3 except in the case of a Special Resolution, the question must be decided on a majority of votes.
- 20.2 In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- 20.3 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.
- 20.4 A member is not entitled to vote at a **General Meeting** unless all money due and payable by that member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.
- 20.5 This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 53.

## 21. Proxies

Voting by proxy is not permitted at **General Meetings** of the Association.

## 22. Special Resolutions

- 22.1 A Special Resolution is passed if not less than three quarters (75%) of the members present and voting at a **General Meeting** vote in favour of the resolution. Special Resolutions include -
- 22.1.1 a resolution to alter the Name, the Statement of Purpose and the Rules of the Association; and
  - 22.1.2 a resolution to alter the By-Laws of the Association; and
  - 22.1.3 a resolution to dismiss a member of the **Committee**; and
  - 22.1.4 a resolution to wind up the Association in accordance with rule 47.1; and
  - 22.1.5 a resolution to distribute the surplus assets of the Association in accordance with rule 47.4; and
  - 22.1.6 any other resolution required by the Act to be a Special Resolution.

### **23. Poll at General Meetings**

- 23.1 If at a meeting a poll (where votes are cast in writing e.g. secret ballot) is demanded by three (3) or more members on any question -
- 23.1.1 the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
  - 23.1.2 the Chairperson must declare the result of the resolution on the basis of the poll.
- 23.2 A poll demanded on the election of the Chairperson or on a question of an adjournment, must be taken immediately.
- 23.3 A poll demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

### **24. Manner of Determining & Recording Resolutions**

- 24.1 Subject to sub-rule 23.1, the Chairperson of a **General Meeting** may, on the basis of a show of hands, declare that a resolution has been -
- 24.1.1 carried; or
  - 24.1.2 carried unanimously; or
  - 24.1.3 carried by a particular majority; or
  - 24.1.4 lost -
- 24.2 An entry to that effect in the minute book of the Association is conclusive proof of that fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

# Management of the Association

## 25. Committee

- 25.1 Shall control and manage the business and affairs of the Association; and
- 25.2 May, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by **General Meetings** of the members of the Association; and
- 25.3 The **Committee** shall consist of -
  - 25.3.1 the **Officers** of the Association; and
  - 25.3.2 three (3) **Ordinary Members if any**.each of whom shall be elected at the Annual **General Meeting** of the Association in accordance with these rules; and
- 25.4 May establish subcommittees consisting of members of the Association with terms of reference it considers appropriate.

## 26. Office Holders

- 26.1 The **Officers** of the Association shall be -
  - 26.1.1 a President;
  - 26.1.2 a Vice-President;
  - 26.1.3 a Treasurer; and
  - 26.1.4 a Secretary.
- 26.2 Subject to these Rules, the Act and the Regulations, have the power to perform all such acts and things as appear to the **Officers** of the Association to be essential for the proper management of the business and affairs of the Association; and
- 26.3 The provisions of rule 28, so far as they are applicable and with the necessary modifications, apply to and in relation to, the election of persons to any positions referred to in sub-rule 26.1 & 27.1; and
- 26.4 Each **Officer** of the Association shall hold office for a two (2) year term but is eligible for re-election. The **Officers** of the Association term will be staggered as follows -
  - 26.4.1 President and Treasurer election's will be held one year; and
  - 26.4.2 Vice-President and Secretary the following year.
- 26.5 In the event of a casual vacancy in any office referred to in sub-rule 26.1 -
  - 26.5.1 the **Committee** may appoint one of its members to the vacant office; or
  - 26.5.2 a member of the Association may also be appointed to fulfil such vacancy; and
  - 26.5.3 the member appointed may continue in office up to and including the conclusion of the Annual **General Meeting** next following the date of the appointment in accordance with sub-rule 26.4.

## 27. Ordinary Members of the Committee

27.1 The Ordinary Members of the Association may be **if any** -

27.1.1 a Scorer; and

27.1.2 a Publicity Member; and

27.1.3 one (1) other Ordinary Member.

27.2 Subject to these rules, each Ordinary Member of the Committee shall hold office until the Annual General Meeting next after the date of election but is eligible for re-election.

27.3 The Annual General Meeting must by resolution decide the number of Ordinary Members of the Committee (if any) it wishes to hold office for the next year.

27.4 In the event of a casual vacancy in any office referred to in sub-rule 27.1 -

27.4.1 the Committee may appoint one of its members to the vacant office; or

27.4.2 a member of the Association may also be appointed to fulfil such vacancy; and

27.4.3 the member appointed may continue in office up to and including the conclusion of the Annual General Meeting next, following the date of the appointment.

## 28. Election of Officers and Ordinary Committee Members

28.1 Nominations of candidates for election of Officers of the Association or as Ordinary Members of the Committee must be -

28.1.1 made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and

28.1.2 delivered to the Secretary of the Association not less than fourteen (14) days before the date fixed for the holding of the Annual General Meeting; and

28.2 A candidate may only be nominated for one Office of the Association, or as an Ordinary Member of the Committee, prior to the Annual General Meeting.

28.3 If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the Annual General Meeting.

28.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

28.5 If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.

28.6 The ballot for the election of Officers of the Association and Ordinary Members of the Committee must be conducted at the Annual General Meeting in such manner as the Committee may direct.

## 29. Vacancies on the Committee

29.1 The office of an Officer of the Association, or of an Ordinary Member of the Committee, becomes vacant if the Officer or Ordinary Member -

29.1.1 is absent without leave from all meetings of the Committee held in a period of four (4) months; or

- 29.1.2 resigns from office by notice in writing given to the Secretary; or
- 29.1.3 ceases to be a member of the Association; or
- 29.1.4 is dismissed by two-thirds (75%) majority of members present and voting at a Special **General Meeting** called to discuss the dismissal; or
- 29.1.5 becomes insolvent under administration within the meaning of the Corporations Act.

### **30. Removal of a **Committee** Member**

- 30.1 The Association in **General Meeting** may, by Special Resolution, remove any member of the **Committee** before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.
- 30.2 A member who is the subject of a proposed Special Resolution referred to in sub-rule 30.1 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.
- 30.3 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.

### **31. General Duties of the **Committee****

- 31.1 As soon as practicable after being elected or appointed to the **Committee**, each **Committee** member must become familiar with these Rules (Constitution), By-Laws of the Association and the Act. The **Committee** -
  - 31.1.1 is collectively responsible for ensuring that the Association complies with the Act and that individual members of the **Committee** comply with these Rules (Constitution) and the By-Laws of the Association; and
  - 31.1.2 **Committee** members must exercise their powers and discharge their duties with reasonable care and diligence; and
  - 31.1.3 **Committee** members must exercise their powers and discharge their duties -
    - 31.1.3.1 in good faith in the best interests of the Association; and
    - 31.1.3.2 for a proper purpose.
  - 31.1.4 **Committee** members and former **Committee** members must not make improper use of -
    - 31.1.4.1 their position; or
    - 31.1.4.2 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; and
  - 31.1.5 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**.

# Committee Meetings

## 32. Meetings of the Committee

- 32.1 Committee must meet periodically during the year, being not less than four (4) times in each year, at such dates, times and places as the Committee may determine.
- 32.2 Special Meetings of the Committee may be convened by the President or four (4) other members of the Committee.

## 33. Notice of Committee Meetings

- 33.1 Written notice of each Committee Meeting must be given to each member of the Committee at least two (2) business days before the date of the meeting, unless a majority of the members agree that a meeting should be held with a shorter period of notice.
- 33.2 Written notice must be given to each member of the Committee of any Special Meeting, specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

## 34. Quorum for Committee Meetings

- 34.1 Any four (4) members of the Committee (two (2) of whom must be Officers of the Association) shall constitute a quorum for the conduct of the business at a meeting of the Committee.
- 34.2 No business may be conducted unless a quorum is present.
- 34.3 If within thirty (30) minutes of the time appointed for the meeting to be held, a quorum is not present -
  - 34.3.1 in the case of a special meeting - the meeting lapses;
  - 34.3.2 in any other case - the meeting shall stand adjourned to a date no later than fourteen (14) days after the adjournment and notice of the time and place to which the meeting is adjourned must be given in accordance with rule 33.
- 34.4 The Committee may act notwithstanding any vacancy on the Committee.

## 35. Presiding at Committee Meetings

- 35.1 At meetings of the Committee -
  - 35.1.1 the President or, in the President's absence, the Vice-President presides; or
  - 35.1.2 if the President and the Vice-President are absent, or are unable to preside, the members present must choose one of their number to preside.

### **36. Voting at [Committee Meetings](#)**

36.1 Questions arising at a meeting of the [Committee](#), or at a meeting of any sub-committee appointed by the [Committee](#), shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.

36.2 Each member present at a meeting of the [Committee](#), or at a meeting of any sub-committee appointed by the [Committee](#) (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

### **37. Proxies**

Voting by proxy is not permitted at [Committee Meetings](#) of the Association.

### **38. Conflict of Interest at [Committee Meetings](#)**

38.1 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](#).

38.2 The member -

38.2.1 must not be present while the matter is being considered at the meeting; and

38.2.2 must not vote on the matter.

38.3 This rule does not apply to a material personal interest -

38.3.1 that exists only because the member belongs to a class of persons for whose benefit the Association is established; or

38.3.2 that the member has in common with all, or a substantial proportion of, the members of the Association.

# General Matters of the Association

## Secretary

### 39. Minutes of Meetings

39.1 The Secretary of the Association must ensure that minutes are taken and kept of each meeting of the Association -

39.1.1 **General Meetings;**

39.1.2 **Committee Meetings;**

39.2 The minutes must record the following -

39.2.1 the names of all persons present at these meetings; and

39.2.2 the business considered at the meeting; and

39.2.3 any resolution on which a vote is taken and the result of the vote; and

39.2.3 any material personal interest disclosed under rule 38.

39.3 In addition, the minutes of each Annual **General Meeting** must include -

39.3.1 the financial statements submitted to the members in accordance with sub-rule 12.4.3; and

39.3.2 the certificate signed by two (2) **Committee** members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and

39.3.3 any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

### 40. Notice Requirements

40.1 Except for the requirement in rule 16, any notice that is required to be given to a member, on behalf of the Association, under these Rules may be given by -

40.1.1 delivering the notice to the member personally; or

40.1.2 sending it by prepaid post addressed to the member at that member's address shown in the register of members; or

40.1.3 facsimile transmission; or

40.1.4 electronic transmission (official league website and email).

40.2 Any notice required to be given to the Association or the **Committee** may be given -

40.2.1 by handing the notice to the Secretary of the Association; or

40.2.2 by sending the notice by post to the registered address of the Association; or

40.2.3 if the **Committee** determines that it is appropriate in the circumstances -

40.2.3.1 by email to the email address of the Association or the Secretary; or

40.2.3.2 by facsimile transmission to the facsimile number of the Association.

#### **41. Seal**

- 41.1 The common seal of the Association must be kept in the custody of the Secretary.
- 41.2 The common seal must not be affixed to any instrument except by the authority of the **Committee** and the affixing of the common seal must be attested by the signatures of **two (2)** members of the **Committee** or, of one (1) member of the **Committee** and of the Public Officer of the Association.

#### **42. Registered Address**

- 42.1 The registered address of the Association is -
  - 42.1.1 the address determined from time to time by resolution of the **Committee**; or
  - 42.1.2 if the **Committee** has not determined an address to be the registered address - the postal address of the Secretary.

#### **43. Custody and Inspection of Books and Records**

- 43.1 Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.
- 43.2 All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon reasonable request.
- 43.3 A member may not make a copy of any accounts, books, securities and any other relevant documents of the Association unless specific authority has been granted by the **Committee**.
- 43.4 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.
- 43.5 The **Committee** must on request make copies of the rules of the Association available to members and applicants for membership free of charge.

# Treasurer

## 44. Management of Funds

- 44.1 The funds of the Association shall be derived from annual subscriptions, team fees, donations and such other sources as the **Committee** determines.
- 44.2 Subject to any restrictions imposed by a General Meeting of the Association, the **Committee** may approve expenditure on behalf of the Association.
- 44.3 All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- 44.4 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by the Treasurer and one (1) other **Officer** of the Association.
- 44.5 All payments made by the Association in excess of twenty dollars (\$20) shall be by cheque.

## 45. Financial Records

- 45.1 The Treasurer of the Association must -
  - 45.1.1 collect and receive all moneys due to the Association and make all payments authorised by the Association; and
  - 45.1.2 deposit all monies in a bank/credit union account held in the name of the Association; and
  - 45.1.3 keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- 45.2 The Association must retain the financial records for 7 years after the transactions covered by the records are completed.

## 46. Financial Statements (Tier One (1) Association)

- 46.1 For each financial year, the **Committee** must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- 46.2 Without limiting sub rule 46.1, those requirements include -
  - 46.2.1 the preparation of the financial statements;
  - 46.2.2 if required, the review or auditing of the financial statements;
  - 46.2.3 the certification of the financial statements by the **Committee**;
  - 46.2.4 the submission of the financial statements to the Annual **General Meeting** of the Association;
  - 46.2.5 the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

## 47. Winding Up

- 47.1 The Association may be wound up by Special Resolution of the members present and voting at an Annual **General Meeting** or a Special **General Meeting** convened for that purpose.
- 47.2 Members of the Association shall not be liable for any debts or liabilities of the Association (although not where they have deliberately broken the law).
- 47.3 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, but will be distributed to -
- 47.3.1 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.; or
- 47.3.2 a community or charitable organisation.
- 47.4 The body to which the surplus assets are to be given must be decided by Special Resolution.

# Discipline, Suspension and Expulsion of Members

## 48. Grounds for Taking Disciplinary Action & Resolution.

48.1 Subject to these Rules, if the **Committee** is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association, the **Committee** may by resolution -

48.1.1 suspend that member from membership of the Association for a specified period; or

48.1.2 expel that member from the Association.

## 49. Disciplinary Resolution.

49.1 A resolution of the **Committee** under sub-rule 48.1 does not take effect unless -

49.1.1 at a meeting held in accordance with sub-rule 49.2, the **Committee** confirms the resolution; and

49.1.2 if the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.

49.2 A meeting of the **Committee** to confirm or revoke a resolution passed under sub-rule 48.1 must be held not earlier than fourteen (14) days, and not later than twenty-eight (28) days, after notice is given to the member in accordance with sub-rule 50.1.

## 50. Notice to Member.

50.1 For the purposes of giving notice in accordance with sub-rule 49.2, the Secretary must, as soon as practicable, cause to be given to the member a written notice -

50.1.1 setting out the resolution of the **Committee** and the grounds on which it is based; and

50.1.2 stating that the member, or his or her representative, may address the **Committee** at a meeting to be held not earlier than fourteen (14) days and not later than twenty-eight (28) days after the notice has been given to that member; and

50.1.3 stating the date, place and time of that meeting; and

50.1.4 informing the member that he or she may do one or both of the following -

50.1.4.1 attend that meeting;

50.1.4.2 give to the **Committee** before the date of that meeting a written statement seeking the revocation of the resolution; and

50.1.5 informing the member that, if at that meeting, the **Committee** confirms the resolution, he or she may, not later than forty-eight (48) hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in **General Meeting** against the resolution.

## 51. Decision of **Committee**.

- 51.1 At a meeting of the **Committee** to confirm or revoke a resolution passed under sub-rule 48.1, the **Committee** must -
- 51.1.1 give the member, or he or she representative, an opportunity to be heard; and
  - 51.1.2 give due consideration to any written statement submitted by the member; and
  - 51.1.3 determine by resolution whether to confirm or to revoke the resolution.

## 52. Appeal Rights.

- 52.1 If at the meeting of the **Committee**, the **Committee** confirms the resolution, the member may, not later than forty-eight (48) hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in **General Meeting** against the resolution.
- 52.2 If the Secretary receives a notice under sub-rule 52.1, he or she must notify the **Committee** and the **Committee** must convene a **General Meeting** of the Association to be held within twenty-one (21) days after the date on which the Secretary received the notice.

## 53. Conduct of Disciplinary Appeal Meeting.

- 53.1 At a **General Meeting** of the Association convened under sub-rule 51.2 -
- 53.1.1 no business other than the question of the appeal may be conducted; and
  - 53.1.2 the **Committee** may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
  - 53.1.3 the member, or he or she representative, must be given an opportunity to be heard; and
  - 53.1.4 the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked; and
  - 53.1.5 A member may not vote by proxy at the meeting.
- 53.2 A resolution is confirmed if, at the **General Meeting**, not less than two-thirds (75%) of the members present vote in favour of the resolution. In any other case, the resolution is revoked.

# Disputes and Mediation

## 54. Application.

54.1 The grievance procedure set out in this rule applies to disputes under these Rules between -

54.1.1 a member and another member; or

54.1.2 a member and the Association.

54.2 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.

## 55. Parties Must Attempt to Resolve the Dispute.

The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all of the parties.

## 56. Appointment of Mediator.

56.1 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within ten (10) days, hold a meeting in the presence of a mediator.

56.2 The mediator must be -

56.2.1 a person chosen by agreement between the parties; or

56.2.2 in the absence of agreement -

56.2.2.1 in the case of a dispute between a member and another member, a person appointed by the [Committee](#) of the Association; or

56.2.2.2 in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

56.3 A member of the Association can be a mediator.

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

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

## 57. Mediation Process.

57.1 The mediator, in conducting the mediation, must -

57.1.1 give the parties to the mediation process every opportunity to be heard; and

57.1.2 allow due consideration by all parties of any written statement submitted by any party; and

57.1.3 ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

57.2 The mediator must not determine the dispute.

**58. Failure to Resolve Dispute by Mediation.**

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

And they all lived happily ever after...

The End.

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# Glossary

(for a terms full meanings refer to the dictionary)

<b>Word</b>	<b>Dictionary Meaning</b>
May	to indicate that permission is requested by or granted to someone: <i>he may go to the park tomorrow if he behaves himself.</i>
Must	used as an auxiliary to express obligation or compulsion: <i>you must pay your dues.</i> In this sense, <i>must</i> does not form a negative. If used with a negative infinitive it indicates obligatory prohibition.
Shall	used as an auxiliary to indicate compulsion, now esp in official documents: <i>the Tenant shall return the keys to the Landlord.</i>
Should	the past tense of shall: used as an auxiliary verb to indicate that an action is considered by the speaker to be obligatory ( <i>you should go</i> ) or to form the subjunctive mood with <i>I</i> or <i>we</i> ( <i>I should like to see you; if I should be late, go without me</i> ) .
Application	a formal request, for example for a job.
Consider	to think carefully about (a problem or decision). To discuss (something) in order to make a decision. To inspect closely.
Discretion	freedom or authority to make judgments and to act as one sees fit: <i>use your own discretion.</i>
Honorary	conferred for the sake of honour only; holding position without pay or usual requirements; giving services without pay.
Lodge	to deposit or leave for safety or storage: <i>documents lodged with my solicitor.</i>
Practicable	capable of being done; feasible.
Purpose	the reason for which anything is done, created, or exists. A fixed design or idea that is the object of an action.
Regulation	the act of regulating. A rule that governs procedure or behaviour. A requirement by official rules.
Rule	a principle, regulation, or direction concerning method or procedure, as for a court of law, or sports. The exercise of governmental authority or control: the rule of Caesar. To restrain of control.
Submitted	to refer (something) to someone for judgment or consideration. To be voluntarily subjected (to analysis or treatment).