



CONSTITUTION

**Ratified by Members at the
Victorian Athletic League
Annual General Meeting**

24 August 2014

RULES OF THE VICTORIAN ATHLETIC LEAGUE INCORPORATED

PART I- THESE RULES

1. DEFINITIONS, INTERPRETATION & ENFORCEABILITY

1.1. Definitions

In these Rules, unless the contrary intention appears:

"**Act**" means the *Associations Incorporation Reform Act 2012 (Vic)*.

"**Affiliated Member**" means a member under **Rule 5.3**.

"**Annual General Meeting**" means the annual general meeting of the Association held in accordance with the Act.

"**Chief Executive Officer**" means the person appointed to the position of Chief Executive Officer or similar or substitute person from time to time, by whatever name called, in accordance with **Rule 23.2**.

"**Club**" means a Club or body of persons being an incorporated or unincorporated body organised for the purpose of conducting athletics sports meetings and who are duly registered with the league.

"**Committee**" means the Committee of the Association, comprising Committee Members appointed in accordance with **Rule 18.2**.

"**Committee Member**" shall be any of those persons appointed in accordance with **Rule 18.2**, and where appropriate shall include any person appointed to fill a casual vacancy under **Rule 18.6**.

"**Committee Special Resolution**" means a resolution passed by at least three quarters of the Committee Members present and entitled to vote, at any duly convened meeting of the Committee.

"**Corporations Law**" means the *Corporations Act 2001 (Cth)* and any modified or replacement Act.

"**Delegate**" means a representative of an Affiliated Member, approved by the Committee or otherwise appointed or approved in accordance with **Rule 5.7**.

"**Disciplinary Committee**" means the Disciplinary Committee appointed in accordance with **Rule 9.3**.

"**Financial Year**" means the year commencing 1st May and concluding 30th April.

"**General Meeting**" means a meeting of members convened in accordance with **Rules 11 and 12**.

"**Intellectual Property**" means all rights subsisting in copyright, trade names, trademarks, logs, designs, equipment, images(including photographs, videos or films) or service marks relating to the Association or any sport or event, competition or activity conducted, promoted, underwritten, sponsored or administered by the Association.

"**League**" shall refer to the Victorian Athletic League Incorporated.

"**Life Member**" means an individual appointed as a Life Member of the Association under **Rule 5.3**.

"**Member**" means a member of the Association for the time being under **Rule 5**.

"**Month**" shall mean calendar month.

"**Paid Up**" shall include credited as paid up.

"**Purposes**" means the purposes of the Association as set out in **Rule 3**.

"**Register**" means the Register of Members kept in accordance with **Rule 7**.

"**Regulations**" means any Regulations made by the Committee under **Rule 33**.

"**Registered Athletes and Trainers**" means the athletes and trainers registered with the League.

"**Rules**" means these Rules of the Association.

"**Seal**" means the common seal of the Association and includes any official seal of the Association.

"**Secretary**" means that person appointed by the Committee as Chief Executive Officer or similar or substitute person from time to time, by whatever name called, in accordance with **Rule 23.2**.

"**Special General Meeting**" means a general meeting convened in accordance with **Rule 12**.

"**Special Resolution**" means a resolution passed by at least three quarters of the Members present and entitled to vote, at a Special General Meeting called for that purpose of which 21 days' notice has been given, or such other majority or procedure as is required by the Act from time to time.

1.2. Interpretation

In these Rules:

- (a) A reference to a function includes a reference to a power, authority and duty;
- (b) A reference to the exercise of a function includes where a function is a power, authority or duty a reference to the exercise of the power or authority of the performance of the duty;
- (c) Words importing the singular include the plural and vice versa;
- (d) Words importing gender include the other genders;
- (e) Words or expressions shall be interpreted in accordance with the provisions of the Acts Interpretations Act 1958(Vic) and the Act as they vary from time to time;
- (f) References to persons include corporations and bodies politic;

- (g) References to a person include the legal personal representatives, successors and permitted assigns of that person;
- (h) A reference to a statute, ordinance code or other law, includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (i) Expressions referring to "writing" shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

1.3. Enforceability

If any provision of these Rules or any phrase contained in them is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of these Rules or affecting the validity or enforceability of that provision in any other jurisdiction.

PART II- THE ASSOCIATION

2. NAME OF THE ASSOCIATION

The name of the incorporated Association is The Victorian Athletic League Incorporated.

3. PURPOSES OF THE ASSOCIATION

3.1. Purposes

The purposes for which the Association is established are:

- (a) To acquire all assets and assume all responsibility for the payment of all financial liabilities of the incorporated association known as the Victorian Athletic League Inc.
- (b) To promote a greater community awareness of professional foot running and its contribution to the community generally.
- (c) To undertake and assume the control and conduct of athletic events conducted at meetings sanctioned by the Association, and to affiliate and/or likewise liaise with such bodies as have similar (in whole or in part) purposes.
- (d) On behalf of its Members to ensure that all athletic meetings held under the auspices of the Association are conducted in accordance with the rules and Regulations of the Association, and to appoint officials to supervise athletic meetings and to order examinations of any person involved in such meetings as to their performance, conduct or identity.
- (e) On behalf of its members to deal with any breach of the rules and Regulations set down by the Association for participation in athletic meetings by clubs, societies, managing bodies

or individuals, and to endorse or remove any disqualifications or suspensions which result from any breach of the rules by Clubs, societies, managing bodies or individuals.

- (f) To reciprocate with any recognised athletic, cycling, running, swimming or other association promoting the pursuit of athletic activities, provided always that any such activities must not be conducted for the purpose of profit or gain to the a associations individual members.

3.2. Interpretation of Purposes

The specification of the Purposes and the powers in Rule 4 are not in any particular order and are not to be construed so as to lead to the construction that any object or power is more important than any other object or power nor is any purpose or power which is specified in detail any more important than any purpose or power which has not been specified in detail, and no particular purpose or power will be limited by reference to any other and the rule of construction known as the *ejusdem generis* rule shall not apply.

3.3. Application of income

The income and the property of the Association shall be applied solely towards the promotion of the purposes of the Association as set out in these Rules. No portion of the income or property of the Association shall be transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member, but this shall not preclude payment to a Member or Committee Member in good faith for expenses incurred or services rendered.

3.4. Liability of Members

The liability of the Members of the Association is limited.

4. POWERS OF THE ASSOCIATION

For the purpose of carrying out the Purposes, the Association has the power to:

- (a) Acquire by purchase, exchange or otherwise, whether for an estate in fee simple or for any less estate, lands, tenements or hereditaments of any tenure whether subject or not to any charges or encumbrances and to erect, replace, maintain, reconstruct, adapt and furnish any offices or other buildings thereon and to sell, let, alienate, mortgage, charge or deal with all or any such lands, tenements or hereditaments or any part of them;
- (b) Purchase, take on lease or in exchange or otherwise acquire any real or personal estate which may be deemed necessary or convenient by the Committee for any of the purposes of the Association and to sell, manage, lease, mortgage, give in exchange, dispose of or otherwise deal with the same or any part thereof;
- (c) Construct, maintain and alter any buildings, grounds, structure or works necessary or convenient for the purposes of the Association;
- (d) Buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Associations premises;
- (e) Enter into any arrangements with any government or authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association, and to obtain from any such government or authority any rights, privileges and concessions which the

Committee considers desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;

- (f) To borrow and raise money in such manner as the Association may determine;
- (g) To raise or borrow money on bonds or mortgage or any other security of any property held for or on behalf of the Association or without any such security and upon such terms as the Committee may determine;
- (h) To receive money on deposit with or without allowance of interest thereon;
- (i) To invest any monies of the Association, not immediately required for the purposes of the Association, in such manner as may from time to time be determined by the Association;
- (j) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be determined by the Committee and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any monies and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debentures stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the Associations property or assets present or future and to purchase, redeem or pay off any such securities;
- (k) To lend and advance money or give credit to any person or body corporate, and to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise assist any person or body corporate;
- (l) To take any gift of property whether subject to any special trust or not for any one or more of the purposes of the Association;
- (m) To apply the income and assets of the Association to the promotion of the purposes of the Association;
- (n) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its purposes;
- (o) To produce, create develop, licence and otherwise exploit, use and protect such intellectual property, including but not limited to logos, trademarks, copyright and names in any product, publication or event of the Association;
- (p) To take legal proceedings of any nature;
- (q) To take and effect insurance;
- (r) To do all acts and things as are incidental, conducive or subsidiary to all or any of the Purposes;
- (s) To remunerate any person or company for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of any securities of the Association or in or about the organisation, formation, or promotion of the Association or the conduct of its business; and

- (t) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of lading, bills of exchange, and other negotiable or transferable instruments.

PART III- MEMBERS OF THE ASSOCIATION

5. MEMBERSHIP

5.1. Classes of Member

The Members shall be, and shall be divided into, the following classes:

- (a) Affiliated Members:
- (b) Life Members;
- (c) Registered Athletes and Trainers; and
- (d) Such other class or classes of members in accordance with **Rule 5.2** below.

5.2. Creation of New Classes

The Committee shall, by a Committee Special Resolution, have the right to create from time to time, new classes of membership with such rights, privileges and obligations as are determined applicable, even if the effect of creating a new class creates, alters or extinguishes rights, privileges or obligations of any existing class of Members.

5.3. Affiliated Members

- (a) To be eligible for membership as an Affiliated Member, a Club must have applied for registration and paid the then current registration fee or fees to the League.
- (b) Where a Club is unincorporated, the secretary of the unincorporated association shall be deemed to be the member, and shall be entitled to the same voting and other rights and shall follow such procedures as incorporated Affiliated Members, to the extent that this is possible.
- (c) Any dispute as to the application of these Rules to an unincorporated Affiliated Member shall be resolved by the Committee in its sole discretion.

5.4. Life Members

- (a) The Committee may recommend (of itself, or following application by an Affiliated Member) to the Annual General Meeting that any person who has rendered distinguished service to the League, where such service is deemed to have assisted the advancement of the sport, as a competitor, administrator or otherwise, be appointed as a Life Member.
- (b) A resolution of the Annual General Meeting to confer life membership on the recommendation of the Committee must be passed by a special resolution.
- (c) Life Membership is restricted to two in any one year.

5.5. Registered Runners and Trainers

- (a) To be eligible for membership in the class of Registered Athletes and Trainers, the athlete or trainer must have applied for registration and paid then then current registration fee or fees to the League.
- (b) Membership within the class of Registered Athletes and Trainers does not confer on those Members any right to vote at any meeting of the Association's Members, but those Members shall be entitled to notice of and to attend any meeting of the Association's Members.

5.6. Application for Membership

- (a) Subject to these Rules, an application for membership as a Member must be:
 - (i) In writing in the form set out by the Committee which may vary from time to time;
 - (ii) Accompanied by the name of an individual and the individual's signature signifying consent to nomination, being a member of that Club, who has been nominated to represent that Club as a Delegate on the Club becoming a Member;
 - (iii) Accompanied by the appropriate fee or fees, and;
 - (iv) Lodged with the Chief Executive Officer.
- (b) As soon as is practicable after the receipt of an application under **Rule 5.6 (a)** above, the Chief Executive Officer shall refer the application to the Committee.
- (c) Upon an application being referred to the Committee, the Committee shall, as soon as practicable, determine whether to approve or reject the application.
- (d) If the Committee does not approve an application for membership, the Chief Executive Officer shall, as soon as practicable, notify the applicant in writing that it is not approved as a Member. The Committee shall not be required to give reasons for its decision.
- (e) If the application is approved, the Chief Executive Officer shall enter the applicant's name and other details in the Register, whereupon the name of the applicant being so entered, the applicant becomes a Member. The Chief Executive Officer shall also enter the class of membership afforded a Member and the name and other required details of the Delegate (where appropriate).
- (f) A person shall not represent that any eligible association is a Member unless the association so represented has been registered as a Member under these Rules.

5.7. Delegate of Affiliated Member

- (a) The Affiliated Member may appoint one of its members as a Delegate, to represent the interests of the Affiliated Member at General meetings of the Association, and such person shall be notified to the Association within one month of its appointment.

- (b) The Committee may in its discretion determine that a person appointed to be a Delegate shall not represent an Affiliated Member as a Delegate, and shall notify the Member accordingly.
- (c) Any appointment or change in the appointment of a Delegate shall require the approval of the Committee in its discretion. The Chief Executive Officer shall record any change in Delegate in the Register.
- (d) Each Delegate shall comply with the directions given by a resolution of the Affiliated Member, including in respect of voting, and if required by the Committee, shall provide to the Committee evidence of such compliance.

5.8. Existing Membership

- (a) Subject to **Rules 5.8(b)** and **Rule 5.9**, all parties who or which were members of the Association prior to the approval of these Rules under the Act shall continue as members, and shall not be required to apply for membership as provided for under these Rules.
- (b) Existing Delegates or representatives shall not be Members, but shall be Delegates under these Rules. Where any existing Delegate represented more than one Affiliated Member prior to the operation of these Rules, additional persons shall be nominated to act as Delegates in the manner described in **Rule 5.7**. Affiliated Members previously represented by Delegates shall be Members, and the Register shall be amended to reflect these changes.

5.9. Effect of Membership

Members acknowledge and agree that:

- (a) These Rules constitute a contract between each of them and the Association and that they are bound by the Act, Rules and Regulations;
- (b) They shall comply with and observe these Rules, the Regulations and any policy, determination or resolution which may be made or passed by the Committee or any duly authorised sub-committee;
- (c) By submitting to the Act and these Rules and Regulations they are subject to the jurisdiction of the Association;
- (d) These Rules and Regulations are necessary and reasonable for promoting the purposes of the Association; and
- (e) They are entitled to all benefits, advantages, privileges and services of membership.

5.10. Rights of Members

Members have the following privileges by virtue of membership of the Association:

- (a) To express in writing or otherwise their views and opinions in any meeting in respect of which they are entitled to participate in accordance with these Rules;

- (b) To make proposals or submissions to the Committee;
- (c) To engage and participate in any activity approved, sponsored or recognised by the Association; and
- (d) To conduct any activity approved by the Association.

5.11. Rights of Members entitled to vote

A member of the Association who is entitled to vote has the right:

- (a) to receive notice of General Meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
- (b) to submit items of business for consideration at a General Meeting; and
- (c) to attend and be heard at General Meetings; and
- (d) to vote at a General Meeting; and
- (e) to have access to the minutes of general meetings and other documents of the Association; and
- (f) to inspect the register of members.

5.12. Rights, privileges or obligations unable to be transferred

A right, privilege or obligation of a person by reason of their membership of the Association:

- (a) Is not capable of being transferred or transmitted to another person; and
- (b) Terminates upon the cessation of membership whether by death or resignation or otherwise.

6. AFFILIATION FEES

The annual affiliation fees payable by Members to the Association, the time for and manner of payment and penalties (if any) for late payment shall be determined by the Committee from time to time.

7. REGISTER OF MEMBERS

7.1. Chief Executive Officer to Keep Register

The Chief Executive Officer shall keep and maintain a Register of Members in which shall be entered, as soon as practicable after approval of membership or receipt of the relevant information by the Chief Executive Officer (as the case may be):

- (a) Full name, address, class of membership and date of entry of the name of each Member; and

- (b) The full name, address and date of entry of the name of each Delegate associated with each Member.

7.2. Inspection of Register

Having regard to confidentiality considerations, an extract of the Register, detailing names of Members entitled to vote at a General Meeting may be available for inspection by Members at the premises of the Association, upon reasonable request, at the discretion of the Chief Executive Officer.

8. CESSATION OF MEMBERSHIP

8.1. Notice of Resignation

Any Member who has paid all monies due and payable to the Association may resign from the Association by giving one month's notice in writing to the Association of such intention to resign and upon the expiration of that period of notice, the Member shall cease to be a Member.

8.2. Expiration of Notice Period

Upon the expiration of a notice given under **Rule 8.1**, an entry, recording the date on which the Member who or which gave notice ceased to be a Member, shall be recorded in the Register.

8.3. Failure to Re-Affiliate

A Member ceases to be a Member if it fails to re-affiliate with or re-join the Association in accordance with the procedure set down from time to time within three (3) months of being required to do so, unless otherwise determined in the Committee's discretion.

8.4. Forfeiture of Rights

A member which ceases to be a Member, for whatever reason, shall forfeit all right in and claim upon the Association and its property including intellectual property.

8.5. Delegate Position Lapses

The position of Delegate shall lapse immediately on cessation of membership of the Affiliated Member.

9. DISCIPLINE OF MEMBERS

9.1. Breach of Discipline by Member

A Member shall not:

- (a) Breach, fail, refuse or neglect to comply with a provision of these Rules, the Regulations or any policy, resolution or determination of the Committee;
- (b) Act in a manner unbecoming of a Member or prejudicial to the objects and interests of the Association or sport generally;

- (c) Refuse to support the purposes of the Association; or
- (d) Bring the Association or sport generally into disrepute.

9.2. Report of Disciplinary Matter

- (a) Any Member, Committee Member, or other interested person may give notice of the complaint relating to the conduct or otherwise of a Member to the Chief Executive Officer.
- (b) The Chief Executive Officer must within 7 days refer to the complaint to a member of the Disciplinary Committee.

9.3. Disciplinary Committee

The Disciplinary Committee shall be comprised of 3 persons appointed by the Committee from time to time, which persons shall not be Committee Members. The members of the Disciplinary Committee must not be biased against, or in favour of, the Member concerned.

9.4. Consideration of Matter

- (a) The Disciplinary Committee shall, as soon as practicable, after receiving a notice under **Rule 9.2(a)**, investigate and consider the matter, and shall within 14 days of receiving such notice, determine whether:
 - (i) The matter should be dismissed, because, in its determination, there has been no relevant breach of discipline; or
 - (ii) The matter warrants further review and determination in accordance with the principles of natural justice (in this Rule "preliminary determination").
- (b) If the Disciplinary Committee determines the complaint should be dismissed under **Rule 9.4(a)(i)**, it shall as soon as practicable, give written notice to the complainant of its determination.
- (c) If the Disciplinary Committee determines the matter warrants further review under **Rule 9.4(a)(ii)** it shall, as soon as practicable, serve a notice in writing on the Member:
 - (i) Setting out its preliminary determination, and including the grounds on which this preliminary determination has been reached;
 - (ii) Stating that the Member (personally or by its Delegate, or its adult representative (not being legally trained or qualified)) may address the Disciplinary Committee at a meeting to be held not earlier than 14 and not less than 28 days after the service of the notice;
 - (iii) Stating the date, time and place of that meeting;
 - (iv) Informing the Member that it may do one or more of the following:
 - A. Attend that meeting;

- B. Give to the Association, before the date of that meeting a written statement setting out relevant information surrounding the complaint, and (if appropriate) seeking dismissal of the complaint; or
- C. (in the case of a person not being a Committee Member) not less than 24 hours before the date of that meeting, lodge with the Association a notice that he or it wishes to appeal to the Committee.

9.5. Meeting of Disciplinary Committee

The Disciplinary Committee may conduct the meeting convened in accordance with **Rule 9.3** in such manner as it sees fit, but shall:

- (a) Give to the Member every opportunity to be heard;
- (b) Give due consideration to any written statement submitted by the Member;
- (c) Allow the member to have an adult representative, which representative shall not be legally trained or qualified;
- (d) By resolution determine whether to uphold or dismiss the complaint; and
- (e) Request and/or require the complainant or any other witness to attend the meeting and/or provide (wherever possible, in writing) such evidence as is available.

9.6. Disciplinary Committee Resolution

The Disciplinary Committee, having had regard to any submission or evidence of the member, may by resolution:

- (a) Expel a member from the Association;
- (b) Suspend a Member from membership of the Association for a specified period; or
- (c) Fine a Member;

if the Disciplinary Committee considers that the Member has committed a breach of discipline contrary to **Rule 9.1** above.

9.7. Effect of Resolution

Where a Member exercises a right of appeal to the Committee under **Rule 9.4(c)(iv)(C)**, a resolution of the Disciplinary Committee under **Rule 9.6** does not take effect unless the Committee confirms the resolution in accordance with this Rule.

9.8. Notice of Appeal to Committee

Where the Association receives a notice under **Rule 9.4(c)(iv)(C)** indicating the Member wishes to appeal to the Committee, the Committee shall convene a meeting in accordance with these Rules, to be held within 28 days of the date on which the Association received the notice.

9.9. Proceedings at Meetings

At a Committee meeting convened under **Rule 9.8**;

- (a) No business other than the question of the appeal shall be heard;
- (b) The Disciplinary Committee may place before the meeting details of the grounds for the resolution and the reasons for passing the resolution;
- (c) The Member, personally, or by its Delegate, or through an adult representative (not being legally trained or qualified) shall be given every opportunity to be heard; and
- (d) The Committee Members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

9.10. Decision of the Committee

If at the Committee meeting a Committee Special Resolution is:

- (a) passed confirming the resolution under **Rule 9.6**, the resolution is confirmed; and
- (b) In any other case the resolution is revoked.

9.11. Decisions Binding

Decisions of the Committee will be binding upon the Committee and the Member.

9.12. Continuation of Rights

Until such time as the procedures set down until this **Rule 9 and Rule 10** are exhausted and/or a final determination is made, the Members shall be entitled to exercise all the usual rights of membership under these Rules.

10. GRIEVANCE PROCEDURE

10.1. Application of Grievance Procedure

- (a) The grievance procedure set out in this **Rule 10** applies to disputes under these Rules between—
 - (i) a Member and another Member;
 - (ii) a Member and the Committee; or
 - (iii) a Member and the Association.
- (b) 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 set out in Rule 9 has been completed.

10.2. 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.

10.3. Appointment of mediator

- (a) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by **Rule 10.2**, the parties must within 10 days:
 - (i) notify the Committee of the dispute (in the event that the Committee is not subject to the dispute); and
 - (ii) agree to or request the appointment of a mediator; and
 - (iii) attempt in good faith to settle the dispute by mediation.
- (b) The mediator must be:
 - (i) a person chosen by agreement between the parties; or
 - (ii) in the absence of agreement:
 - (A) if the dispute is between a member and another member—a person appointed by the Committee; or
 - (B) if the dispute is between a member and the Committee or the Association, a person appointed by Athletics Victoria.
- (c) A mediator appointed by the Committee may be a Member or former Member of the Association but in any case must not be a person who:
 - (i) has a personal interest in the dispute; or
 - (ii) is biased in favour of or against any party.

10.4. Mediation process

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.

The mediator must not determine the dispute.

10.5. 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 IV- GENERAL MEETINGS

11. ANNUAL GENERAL MEETINGS

11.1. Annual General Meeting to be held

The Association shall, in each calendar year, convene and hold an Annual General Meeting of its Members in accordance with the provisions of the Act and on a date and at a venue to be determined by the Committee.

11.2. Ordinary Business

The ordinary business of the Annual General Meeting shall be to;

- (a) Confirm the minutes of the last preceding Annual General Meeting and of any General Meetings held since that meeting;
- (b) Receive from the Committee, reports upon the transactions of the Association during the last preceding year; and
- (c) Elect officers of the Association and Members of the Committee.

11.3. Special Business

The Annual General Meeting may transact special business of which notice is given in accordance with these Rules.

11.4. Additional Meetings

The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.

11.5. Entitlement to Attend Meeting

The only persons entitled to be present at Annual General Meetings of the Association shall be the Members and Committee Members (personally, or by their Delegates), except with the prior consent of the Committee in its discretion.

11.6. Other General Meetings

All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with the provisions of these Rules.

12. SPECIAL GENERAL MEETINGS

12.1. Special General Meetings may be Held

The Committee may, whenever it thinks fit convene a Special General Meeting of the Association and, where, but for this Rule more than 15 months would elapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.

12.2. Requisition of Special General Meetings

- (a) The Committee shall on the requisition in writing of 10 affiliated Members convene a Special General Meeting.
- (b) The requisition for a Special General Meeting shall state the object(s) of the meeting and shall be signed by the Members making the requisition and be sent to the Association and may consist of several documents in a like form, each signed by one or more of the Members making the requisition.
- (c) If the Committee does not cause a Special General Meeting to be held within one month after the date on which the requisition is sent to the Association, the members making the requisition, or any of them, may convene a Special General Meeting to be held not later than three months after that date.
- (d) A Special General Meeting convened by members under these Rules shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Committee.

13. NOTICE OF MEETINGS

13.1. Notice to Be Given

The Chief Executive Officer shall, at least 21 days before the date fixed for holding a General Meeting, send to each Member, a notice by pre-paid post stating the place, date and time and nature of the proposed business to be transacted at the meeting.

13.2. Business of Meeting

- (a) No business other than that set out in the notice convening the meeting shall be transacted at that meeting.
- (b) A Member desiring to bring any business before a meeting shall give at least 28 days notice in writing of that business to the Association which shall include that business in a notice calling the next General meeting after the receipt of the notice from the Member desiring to bring any business before the meeting.

14. PROCEEDINGS AT MEETINGS

14.1. Special Business

All business that is transacted at a Special General Meeting or the Annual General Meeting with the exception of that referred to in these Rules as the ordinary business of the Annual General Meeting shall be special business.

14.2. Quorum

- (a) No item of business shall be transacted at a General Meeting unless a quorum of Members entitled under these Rules to vote is present during the time when the meeting is considering that item.
- (b) Seven Members entitled to vote personally present (by way of Delegate or otherwise) constitute a quorum for the transaction of the business at a General Meeting.
- (c) If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting:
 - (i) If convened upon the requisition of Members, shall be dissolved; and
 - (ii) In any other case, shall stand adjourned to the same day in the next week at the same time and (unless members are notified of an alternate venue) at the same place and if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being not less than five) shall be a quorum.

15. CHAIRMAN AT MEETINGS

15.1. President to Chair

The President shall preside as Chairman at each General meeting of the Association.

15.2. Where President is Absent

If the President is absent from a General Meeting, or is unable or unwilling to preside, the Committee Members present shall elect one of their number to preside as Chairman at the meeting.

16. ADJOURNMENT OF MEETINGS

16.1. Chairman May Adjourn Meeting

The Chairman of a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

16.2. Further Notice

- (a) Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of a General Meeting.
- (b) Except as provided in **Rule 13.2(a)**, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

17. VOTING AT GENERAL MEETINGS

17.1. Voting Rights

Unless and until otherwise determined by the Members in general meeting, members shall have the following voting rights in General Meeting;

- (a) Affiliated Members shall be entitled to appoint one Delegate, each of whom shall be entitled to participate in debate and exercise one vote on behalf of his Affiliated Member at General Meetings of the Association;
- (b) Registered Athletes and Trainers shall not be entitled to vote, but shall be entitled to participate in debate, at general meetings of the Association; and
- (c) Life Members shall not be entitled to vote, but shall be entitled to participate in debate, at general meetings of the Association.

17.2. Voting Procedure

- (a) All votes shall be given personally, or by proxy.
- (b) A question arising at a General Meeting of the Association shall be determined by a show of hands, unless a Member requests a poll.
- (c) In the case of an equality of voting on a question, the Chairman of the meeting may exercise a second or casting vote.
- (d) A Member is not entitled to vote at any General Meeting unless all monies due and payable to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

17.3. Recording of Determinations

If before, or on, the declaration of the show of hands a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried, carried unanimously, carried by a particular majority or lost, an entry to that effect in the minute book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

17.4. Proxies

- (a) Each Member (individually or by its Delegate) shall be entitled to appoint another Member as his or its proxy by notice given to the Chief Executive Officer no later than seven (7) days before the date of the meeting in respect of which the proxy is appointed.
- (b) The notice appointing the proxy shall be in the form set out in Appendix 2, or as otherwise determined by the Committee from time to time.
- (c) A Member may be represented by another Member or by proxy at such meeting provided that a person must not act as a proxy for more than ten (10) Members.

17.5. Poll at Meetings

- (a) If at a meeting a poll on any question is demanded by a Member, it shall be taken at the meeting in such manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (b) A poll that is demanded on the election of a Chairman or on a question of an adjournment shall be taken immediately and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairman may direct.

PART V- COMMITTEE OF MANAGEMENT

18. COMMITTEE OF MANAGEMENT

18.1. Powers of the Committee

- (a) The affairs of the Association shall be managed by a committee of management constituted under **Rule 18.2**.
- (b) Subject to these Rules and the Act, the Committee:
 - (i) Shall control and manage the business and affairs of the Association;
 - (ii) May 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 by the Members in General Meeting; and
 - (iii) Has the power to perform all such acts and things that appear to the Committee to be essential for the proper management of the business and affairs of the Association.

18.2. Committee Constitution

- (a) Subject to **Rule 18.2(b)**, the Committee shall consist of ten members, all of whom shall be nominated by a Club.
- (b) One position on the Committee must be held by an elected representative of the Victorian Runners and Trainers Association.

- (c) In the event of a vacancy, the position may be filled by a person nominated by the Committee. This position is held until the next Annual General Meeting of the Victorian Athletic League.
- (d) Notwithstanding **Rule 18.2(c)**, each Committee Member shall have a tenure of two years.

18.3. Nomination of Committee Members

All candidates for Committee Members of the Association other than the representatives of the Victorian Runners and Trainers Association shall be nominated to the Annual General Meeting by a Member not later than 28 days before the date fixed for the holding of the Annual General Meeting. Each nomination shall be made by one of that group of Members which the nominee is intended to represent. All candidates must be nominated by a committee member of a Club which has:

- (a) Paid or satisfied all fines and penalties against it to the Association;
- (b) Conducted a sports meeting during the immediate past financial year of the Association; and
- (c) Applied for registration and paid its current registration fee to the Association.

18.4. Ineligible candidates

Any person who:

- (a) a person who is of an unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (b) Is prohibited from being a Director of a company under the Corporations Law;
- (c) has admitted to contravening or has been found to have contravened the anti-doping code of a recognised anti-doping agency; or
- (d) has previously been found by the Association or a recognised athletics governing body to have brought the Association or the sport of athletics into disrepute

shall not be eligible to be nominated as candidate for election as a Committee Member .

18.5 Vacation of Office

Each Committee Member shall hold office until the second Annual General meeting following the date of his election, but is eligible for re-election.

18.6. Casual Vacancy

- (a) In the event of a casual vacancy in the office of any Committee Member, the Committee may appoint a new Committee Member, who shall be an official or bona fide committee member of one of the group of Clubs in whose representation the vacancy has occurred.

- (b) Members of the Committee appointed as a result of either the occurrence of a casual vacancy or insufficient nominations, shall hold office only until the next Annual General Meeting. At such Annual General Meeting a Committee Member(s) shall be elected by the Members and shall hold office for the unexpired term of the Committee Member whose seat has been vacated.

19. ELECTION OF COMMITTEE MEMBERS

19.1. Nomination of Candidates

- (a) Nominations of candidates for election as Committee Members shall be:
 - (i) Made in writing, signed by a Member of the Association, and accompanied by the written consent of the nominee (which may be endorsed on the form of nomination); and
 - (ii) Delivered to the Association not less than 28 days before the date fixed for the holding of the Annual General Meeting.
- (b) If insufficient nominations are received to fill all vacancies on the Committee the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.
- (c) 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.
- (d) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in alphabetical order.

19.2. Voting Procedures

- (a) Each Member entitled to vote must vote for as many candidates as there are vacancies to be filled and no more, otherwise his ballot paper shall be declared informal.
- (b) No Member shall be entitled to receive more than one ballot paper.
- (c) No persons other than the scrutineers shall be entitled to see any voting paper and the scrutineers and returning officer shall not disclose to any person the way in which any Member voted.

20. VACANCY ON THE COMMITTEE

20.1. Grounds for Termination of Position of Committee Member

For the purposes of these Rules, the office of a Committee Member becomes vacant if the Committee Member:

- (a) Becomes an insolvent under administration within the meaning of the Corporations Law;

- (b) Resigns his or her office by notice in writing given to the Association;
- (c) Dies or becomes of unsound mind or a person whose person or estate is liable to be dealt within any way under the law relating to mental health;
- (d) Is expelled from the Association;
- (e) Is prohibited from being a Director of a company under the Corporations Law;
- (f) Fails to attend two consecutive meetings of the Committee without having previously obtained leave of absence or provided reasonable excuse for his absence at such meetings;
- (g) admits to contravening or is found to have contravened an anti-doping code of a recognised anti-doping agency; or
- (h) is found by the Association to have brought the Association or the sport of athletics into disrepute.

20.2. Removal of Committee Member By Members

- (a) The Association in a Special General Meeting may by resolution remove any Committee Member before the expiration of his term of office and appoint a new Committee Member in accordance with **Rule 18**.
- (b) Where a Committee Member to whom a proposed resolution referred to in **Rule 20.2(a)** makes representations in writing to the Chief Executive Officer or President and requests that such representations be notified to the Members, the Chief Executive Officer or the President may send a copy of the representations to each Member, if they are not so sent, the Committee Member may require that they be read out at the meeting, and the representations shall be so read.

21. LEAVE OF ABSENCE

The Committee shall grant a leave of absence to a Committee Member Committee Member for a period not exceeding 3 months, on the submission of a written application for such leave to the Chief Executive Officer.

22. QUORUM AND PROCEDURE AT COMMITTEE MEETINGS

22.1. Convening a Committee Meeting

- (a) The Committee shall meet as required, but shall meet on at least three occasions in each year.
- (b) The Committee Members shall appoint a President at the first meeting of Committee Members after the Annual General Meeting. The appointment shall be for a period of one year but it shall be automatically determined if the President ceases, from any cause, to be a Committee Member.

- (c) Additional meetings of the Committee may be convened by the President or Committee Members in accordance with **Rule 22(a)**.
- (d) Unless all Committee Members agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced in writing or by their presence) not less than five day's written notice of the meeting of the Committee shall be given to each Committee Member.
- (e) Written notice of each Committee meeting, specifying the general nature of the business to be transacted, shall be served on each Committee Member by:
 - (i) Delivering it to the Committee Member personally;
 - (ii) Sending it by pre-paid post addressed to that Committee Members; or
 - (iii) Sending it by facsimile or other means of electronic communication (subject to receiving appropriate confirmation that the notice has been effectively dispatched);

In accordance with the Committee Members' last notified contact details, and no other business shall be transacted at such meeting

22.2. Quorum

- (a) A quorum of the Committee shall be fifty percent (50%) plus one Committee Member of the current active Committee. Special meetings may be called at any time by the President and shall be called by him or her upon receipt of requisitions from fifty percent (50%) plus one of the current active Committee Members asking him or her to do so.
- (b) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week.

22.3. Procedures at Meetings

- (a) At meetings of the Committee:
 - (i) The President shall preside; and
 - (ii) If the President is absent or is unwilling or unable to preside, the Committee shall appoint one of its members to preside for the meeting.
- (b) Questions arising at a meeting of the Committee shall be determined by a show of hands or, if demanded by a member, a poll taken in such a manner as the person presiding at the meeting may determine.
- (c) Each Committee Member present at a meeting of 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 the second or casting vote.

- (d) A resolution in writing signed or assented to by facsimile or other form of visible or electronic communication by all the Committee Members for the time being present in Australia shall be valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Committee Members.
- (e) Without limiting the power of the Committee to regulate its meetings as it thinks fit, a meeting of the Committee Members may be held where one or more of the Committee Members is not physically present at the meeting, provided that:
 - (i) All persons participating in the meeting are able to communicate with each other effectively simultaneously and instantaneously whether by means of telephone or other means of communication;
 - (ii) Notice of the meeting is given to all Committee Members entitled to notice in accordance with the usual procedure laid down from time to time by the Committee and such notice specifies that Committee Members are not required to be present in person;
 - (iii) In the event that a failure in communications prevents condition (a) from being satisfied by that number of Committee Members which constitutes a quorum, and none of such Committee Members are present at the place where the meeting is deemed by virtue of the further provisions of this Rule to be held, then the meeting shall be suspended until the condition set out in Rule 22(e)(i) is satisfied again. If such condition is not satisfied within 15 minutes from the interruption the meeting shall be deemed to be terminated; and
 - (iv) Any meeting held where one or more of the Committee Members is not physically present shall be deemed to be held at the place specified in the notice of the meeting provided a Committee Member is there present and if no Committee Member is there present the meeting shall be deemed to be held at the place where the Chairman of the meeting is located.

22.4. Conflicts 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 Committee Member:
 - (i) must not be present while the matter is being considered at the meeting; and
 - (ii) must not vote on the matter.
- (c) This rule does not apply to a material personal interest:
 - (i) that exists only because the Committee Member belongs to a class of persons for whose benefit the Association is established; or

- (ii) that the Committee Member has in common with all, or a substantial proportion of, the members of the Association.

22.5. Minutes

The Chief Executive Officer shall cause to be kept minutes of the resolutions and proceedings of each Committee meeting in books provided for that purpose, together with a record of the names of persons present at the meetings. The minutes must record the following:

- (a) the names of the Committee Members in attendance at the meeting;
- (b) the business considered at the meeting;
- (c) any resolution on which a vote is taken and the result of the vote; and
- (d) any material personal interest disclosed by a Committee Member in accordance with **Rule 22.4**.

23. DELEGATED POWERS AND DUTIES

23.1. Committees

- (a) The Committee may delegate any of its functions, powers or duties (except the power to delegate) to such committees as it thinks fit and may recall or revoke any such delegation or appointment and may amend or repeal any decision made by such committee.
- (b) The Committee shall determine in writing the duties and powers afforded to any committee appointed in accordance with **Rule 23.1(a)** above, and the committee shall, in the exercise of such delegated powers, conform to any directions or Regulations that may be prescribed by the Committee.
- (c) The President and Chief executive Officer shall be ex-officio members of any committee so appointed.
- (d) The proceedings for any committee shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the Committee in **Rule 22** above.
- (e) Within 7 days of any meeting of any committee, the committee shall send a copy of the ratified minutes and any supporting documents to the Chief Executive Officer.

23.2. Chief Executive Officer

The Chief Executive Officer shall be responsible to the Committee to;

- (a) Execute tasks relating to the day to day management of the Association;
- (b) Regularly report on the ongoing activities of, and issues relating to, the Association; and
- (c) Carry out the functions of the Secretary of the Association in accordance with the Act, for the duration of his or her appointment as Chief Executive Officer.

23.3. Removal of Chief Executive Officer

The Committee may by resolution terminate or remove the Chief Executive Officer from his or her duties, in which case the Committee will appoint a replacement Chief Executive Officer as soon as reasonably practicable. If the Committee does not appoint a replacement Chief Executive Officer within 14 days, then the Committee must appoint a Committee Member as interim Secretary of the Association.

PART VI GENERAL MATTERS

24. SIGNING OF NEGOTIABLE INSTRUMENTS

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by the President or a Committee Member appointed by the Committee and the Chief Executive Officer.

25. COMMON SEAL

- (a) The common seal of the Association shall be kept in the custody of the Chief Executive Officer.
- (b) The common seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal shall be attested by the signatures either of 2 Committee Members or of 1 Committee Member and the Secretary of the Association.

26. CUSTODY AND ACCESS TO INFORMATION

26.1. Custody of documents

The Chief Executive Officer must keep custody of the relevant documents of the Association. The relevant documents of the Association are the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following:

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

26.2. Members may inspect documents

- (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 (b), the financial records, books, securities and any other relevant document of the Association.
- (b) 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.
- (c) The Committee must on request make copies of these Rules available to members and applicants for membership free of charge.
- (d) Subject to **Rule 26.2(b)**, 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.

27. ALTERATION OF STATEMENT OF PURPOSES AND RULES

- (a) These Rules of the Association shall not be altered except by Special Resolution in accordance with the Act.
- (b) In addition, there shall be no alteration or amendment to **Rules 24 or 25** without the consent of the relevant Minister under the Act.

28. DISSOLUTION

- (a) Every member of the Association undertakes to contribute to the assets of the Association in the event of it being wound up while a Member, or within 1 year after ceasing to be a Member, for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a Member, and the costs, charges and expenses of winding up and for an adjustment of the rights of contributors among themselves such amount as may be required not exceeding \$5.
- (b) If upon winding up or dissolution of the Association, there remains, after satisfaction of all its debts and liabilities, any property, the same shall not be paid to or distributed amongst the Members of the Association, but shall be given or transferred to some other organisation having purposes similar to the purposes of the Association and which prohibits the distribution of its or their income and property among its or their Members and is also not carried on for the profit or gain to its Members and which is or entitled to be similarly exempt from income tax. Such body or bodies is to be determined by the Members of the Association at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter.

29. INDEMNITY

- (a) Every Committee Member, officer, auditor, manager, employee or agent of the Association shall be indemnified out of the property and assets of the Association against any liability incurred by him or her in their capacity as Committee Member, officer, auditor or agent in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in relation to any such proceedings in which relief is granted to him by the Court.

- (b) The Association shall indemnify its Committee Members, officers, managers employees against all damages and costs (including legal costs) for which any such Committee Members, officer or employee may become liable to any third party in consequence of any act or omission except wilful misconduct:
 - (i) In the case of a Committee Member or officer performed or made whilst acting on behalf of and with the authority, express or implied of the Association; and
 - (ii) In the case of an employee, performed or made in the course of, and within the scope of his or her employment with the Association.

30. AUDIT

- (a) An auditor or auditors shall be duly appointed at the Annual General Meeting and will remain in office until the conclusion of the Annual General Meeting next.
- (b) The accounts of the Association shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor or auditors at least once every year.

31. SERVICE OF NOTICES

- (a) A notice may served by or on behalf of the Association upon any member either personally or by sending it by post to the Member at the Member's address shown in the Register.
- (b) Where a document is properly addressed prepaid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

32. SOURCES OF FUNDS

The funds of the Association shall be derived from affiliation fees, entry fees, registrations donations and other such sources as the Committee determines.

33. REGULATIONS

The Committee may make regulations and/or by-laws and alter, amend or rescind the same as occasions may require, and enforce penalties for their breach. Such regulations and by- laws shall have the same force and effect as the Rules, but shall not be in any way opposed or in conflict with the Rules. Such Regulations and by-laws shall be available for inspection in the League premises and duly circulated to Members.