

# **INDOOR SPORTS VICTORIA**

## **RULES & REGULATIONS**

Reviewed 2020



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# MODEL RULES FOR INDOOR SPORTS VICTORIA

## Note

The persons who from time to time are members of the Association are an incorporated association by the name given in rule 1 of these Rules.

Under section 46 of the Associations Incorporation Reform Act 2012, these Rules are taken to constitute the terms of a contract between the Association and its members.

## 1. PRELIMINARY

### 1. NAME

The name of the incorporated association is Indoor Sports Victoria Incorporated "ISV".

#### Note

Under section 23 of the Act, the name of the association and its registration number must appear on all its business documents.

### 2. PURPOSES

The purposes of the association are:

- a)** provide for the representation, promotion, and support of indoor sport, throughout Victoria and elsewhere.
- b)** promoting participation in indoor sports and to encourage social intercourse between members of the Association;
- c)** conducting orderly, consistent and sportsmanlike indoor sports competitions which allow participants to play in well managed indoor sports venues which provide adequate facilities and equipment;
- d)** promoting and holding either alone or jointly with any other association, club or person, meetings, educative exercises and other activities of the Association generally;
- e)** promoting, encouraging and providing facilities and material for education relating to indoor sport, the practice and play of indoor sport and to raise levels and standards of indoor sport in Victoria and elsewhere;
- f)** facilitating and encouraging excellence in indoor sport and indoor sporting administration and improving the standards of sportsmanship generally;
- g)** representing the interests of indoor sport and participants in indoor sports within the State of Victoria at all levels;
- h)** co-operating with and assisting any organisation having objects and purposes similar to those of the Association and in any manner, which may further the interests of indoor sport, recreation or the Association generally;
- i)** pursuing, supporting, promoting, and conducting such programs and projects that relate to indoor sport and to the other activities of the Association generally; and
- j)** assisting in the resolution of any matters affecting the interest of indoor sport or of the Association.
- k)** affiliate and / or otherwise liaise with such bodies as have similar (in whole or in part) purposes;
- l)** use and protect the Intellectual Property of the Association;
- m)** undertake and foster such commercial alliances as will or may further facilitate achievement of the Association's purposes, and otherwise engage in such commercial activities as are conducive to achievement of the Association's purposes;

- n) collect, distribute and publish information in connection with indoor sports and related issues;
- o) Co-operate with and advise all levels of government and the private sector of the needs of indoor sport and to initiate the means of meeting those needs;
- p) lobby, strive for and maintain government, media, commercial and public recognition and support of the Association and indoor sport generally;
- q) further develop the Association (or any substitute or other entity) into an organised institution and having regard to these purposes, to foster, lobby on behalf of, and otherwise assist indoor sport in Victoria and elsewhere;
- r) encourage and raise the levels and standards of fitness, indoor sport and recreation in Victoria and to encourage general participation in indoor sport in the interests of health and quality of life;
- s) promote, protect and represent the interests of the members of the Association that relate directly or indirectly to indoor sport;
- t) have regard to the public interest in pursuing these purposes;
- u) utilise and promote such technological advances as will or may further facilitate the achievement of the Association's purposes including multimedia technologies;
- v) encourage and promote safe, healthy, enjoyable, equitable, performance enhancing drug free competition and involvement in indoor sport; and
- x) undertake or do all such things or activities which are necessary, incidental or conducive to the advancement of these purposes.

### 3. FINANCIAL YEAR

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

### 4. DEFINITIONS

In these Rules:

**Absolute Majority**, of the Board, means a majority of the Board members currently holding office and entitled to vote at the time (as distinct from a majority of Board members present at a Board meeting);

**Associate Member** means a member referred to in Rule 14(1);

**Chairperson**, of a general meeting or Board meeting, means the person chairing the meeting as required under Rule 42;

**Board** means the Board having management of the business of the Association;

**Board Meeting** means a meeting of the Board held in accordance with these Rules;

**Board Member** means a member of the Board elected or appointed under Division 3 of Part 5;

**Disciplinary Appeal Meeting** means a meeting of the members of the Association convened under Rule 23(3);

**Disciplinary Meeting** means a meeting of the Board convened for the purposes of Rule 20;

**Disciplinary Committee** means the Committee appointed under Rule 20(2);

Financial Year means the 12 month period specified in Rule 3;

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

**Indoor Sports** means Indoor Cricket and Indoor Netball.

**Member** means a member of the Association;

**Member Entitled to Vote** means a member who under Rule 13(2) is entitled to vote at a general

meeting;

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

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

**The Registrar** means the Registrar of Incorporated Associations.

## 2. POWERS OF ASSOCIATION

### 5. POWERS OF ASSOCIATION

1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.

2) Without limiting Sub Rule 1:

**a)** The Association shall be recognized as the peak representative body for indoor sports staged by its members in Victoria and solely for furthering the purposes set out above, the Association has power to;

**b)** 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;

**c)** purchase, take on lease or in exchange or otherwise acquire any real or personal estate which may be deemed necessary or convenient by the Board 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;

**d)** construct, maintain and alter any buildings, grounds, structure or works necessary or convenient for the purposes of the Association;

**e)** 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 Association's premises;

**f)** 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 Board considers desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;

**g)** borrow and raise money in such manner as the Association may determine;

**h)** raise or borrow money on bonds or mortgages or other security of any property held for or on behalf of the Association or without any such security and upon such terms as the Board shall determine;

**i)** receive money on deposit with or without allowance of interest thereon;

**j)** 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;

**k)** borrow or raise money either alone or jointly with any other person or legal entity in such a manner as may be determined by the Board 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 demerit stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the Association's property or assets present or future

and to purchase, redeem or pay off any such securities;

**l)** 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 to assist any person or body corporate;

**m)** do all or any of the matters authorised either alone or in conjunction with any person, company or incorporated body or by or through any factors, trustees or agents;

**n)** take any gift of property, whether subject to any special trust or not, for any one or more of the purposes of the Association;

**o)** take any steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purposes of procuring contributions to the funds of the Association in the shape of donations, annual subscriptions or otherwise;

**p)** apply the income and assets of the Association to the promotion of the purposes of the Association;

**q)** print and publish any newsletters, periodicals, books or leaflets that the Association may think desirable for the promotion of its purposes;

**r)** appoint, hire, employ, remove, replace or reinstate secretaries, managers, servants, employees and other persons in, and for carrying out the purposes of, the Association and to pay them, in return for services rendered to the Association, salaries, wages and gratuities;

**s)** subscribe to any charities and to grant donations for any public purpose;

**t)** produce, develop, create, license 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;

**u)** establish and maintain corporate entities to carry on and conduct the business affairs and undertakings, or any aspect thereof, of the Association and for that purpose, utilise any of the assets of or held on behalf of the Association;

**v)** promote any other person or company for any purpose calculated to benefit the Association;

**w)** purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements or any one or more of the companies, institutions, societies or associations whose activities or purposes are similar to those of the Association or generally for any purpose calculated to benefit the Association;

**x)** take legal proceedings of any nature;

**y)** take and affect insurance;

**z)** to do all such acts and things as are incidental, conducive, or subsidiary to all or any of the purposes of the Association; and

**aa)** to subscribe to, become a member of and co-operate with any other Association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to support with its funds any club, Association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of the Rules.

**3)** The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

## 6. NOT FOR PROFIT ORGANISATION

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

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

Note

Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

## 3. MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

### DIVISION 1: MEMBERSHIP

#### 7. MINIMUM NUMBER OF MEMBERS

The Association must have at least 5 members.

#### 8. WHO IS ELIGIBLE TO BE A MEMBER

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

##### 8.1. CLASSES OF MEMBERS

The members shall comprise, and be divided into the following classes:

- a)** Full Members;
- b)** Associate Members;
- c)** Player Members;
- d)** Honorary Members; and
- e)** Life Members

##### 8.2. LIFE MEMBERS

- a)** The Board may recommend (of itself, or following application by a Member) to the Annual General Meeting that any person who has rendered distinguished service to the Association over a period of at least 15 years, be appointed as a Life Member.
- b)** A resolution of the Annual General Meeting to confer life membership on the recommendation of the Board must be passed by a Special Resolution.
- c)** The resolution of the Annual General Meeting shall take effect on acceptance of the Association's written invitation to become a Life Member, which invitation shall lapse if not accepted within one month.
- d)** No more than 2 Life Members may be appointed in any one year. Any appointment shall be for the life of the Member.

##### 8.3. HONORARY MEMBERS

The Board may, in its discretion, in accordance with any guidelines in place from time to time, determine that a person whether a Member of the Association at the time or not (Associate members cannot be granted Honorary membership) shall be granted membership as an Honorary Membership with full voting rights. The resolution of the Board shall take effect on acceptance of the Association's invitation to become an Honorary Member, which invitation shall lapse if not accepted within one month. The length of the Honorary Membership will be determined by the

Board. E.g., Election to the Board grants honorary membership, the membership may last 2 years, or as long as he/she remains a Board member.

#### 8.4. FULL MEMBERS

- a)** An organisation may apply for membership as a Full Member in accordance with Rule 9.
- b)** The Full Member will be the legal entity which owns and operates the indoor sports facility.
- c)** Where an organisation is not incorporated, the Delegate or other nominated person of any unincorporated organisation 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 Full Members, to the extent that is possible.
- d)** To be a member of Indoor Sports Victoria, you must be a member of Cricket Victoria and Cricket Australia.
- e)** Any dispute as to the application of these Rules to an unincorporated Full Member shall be resolved by the Board in its sole discretion.

#### 8.5. ASSOCIATE MEMBERS

The same rules will apply for Associate Members as apply to Full Members under 8.4 above. But do not have voting rights.

#### 8.6. PLAYER MEMBERS

Participants in the Association's club level and state level tournaments will automatically become members of the Association.

### 9. APPLICATION FOR MEMBERSHIP

- a)** Subject to these rules, an application for membership as a full member must be:
  - i)** in writing in the form set out in appendix 1 which may be varied by the board from time to time;
  - ii)** accompanied by the appropriate fee or fees, if any; and
  - iii)** lodged with the Executive Officer.
- b)** Initial applications for full membership can be lodged with the Executive Officer at any time during the year but applicants wanting to participate in a particular league tournament are to lodge their form 90 days prior the commencement of the relevant tournament to ensure they can participate in that tournament.

*The joining fee is the fee (if any) determined by the Association under Rule 12(3).*

### 10. CONSIDERATION OF APPLICATION

- 10.1 a)** The Executive Officer will notify all full members that the application has been lodged and the date of the board meeting which will review the application.
- b)** A full member may object to an application for any or all of the following reasons:
  - i)** The venue is not operating as a viable business and/or does not service the type of indoor sports associated with ISV.
  - ii)** The directors/management of the applicant have a poor financial record and/or their business methods are considered incompatible for a partnership with ISV.
  - iii)** Their level of representative teams may be reduced due to the acceptance of the new member whose centre they are geographically closest to.
- c)** Objections must be lodged in writing to the Executive Officer within 14 days of being notified of the application. Objections received after this period will be invalid.
- d)** Upon receipt of an objection, the applicant will be notified and asked to attend the board meeting at which their application is to be reviewed.



- e)** At the board meeting, the hearing will proceed as follows:
- i)** The applicant and objecting party will each be given the opportunity to state their case.
  - ii)** The parties will then be subject to questioning by the board.
  - iii)** When question time is complete, the objecting party and applicant are to retire from the meeting (including delegates of the objecting party). The applicant will take no further part in the meeting.
  - iv)** The remaining board members will discuss the merits of the application further.
  - v)** Once the board decides to vote on the application, the objecting member will be invited to re-join the meeting and participate in the vote.
  - vi)** Voting will be by closed ballot and scrutinized by the Executive Officer or similarly neutral person.
  - vii)** A new member will be accepted if 60% of the board members present at the meeting (including proxy votes) approve the application for membership.
- f)** If the application for membership is approved and the relevant subscriptions and fees paid, the Executive Officer shall, as soon as practicable:
- i)** notify the applicant in writing that it is approved for membership, which shall commence on entry into the Register of Members.
  - ii)** enter the applicant's name, class of membership and other required details in the Register, and, upon the name of the applicant being so entered, the applicant becomes a member.
- g)** If no objections are received, the application will be assumed to be acceptable to the members and the applicant will be invited to attend the board meeting at which their application will be formally ratified by the members.
- h)** If the board does not approve an application, the Executive Officer shall, as soon as practicable, notify the applicant in writing that it is not approved as a member. The board shall not be required to give reasons for its decisions.
- i)** An applicant who is rejected for full membership can reapply 12 months after the date their original application was lodged with the Executive Officer. Applications will not be reheard until this period has passed.
- j)** There is no appeal against decisions taken by the board on this matter.

## 10.2. DELEGATE OF A FULL MEMBER

- a)** A Full Member may appoint one of its members, principals or employees (as appropriate) as a Delegate to represent the Full Member at General Meetings and Board Meetings of the Association and such person shall be notified to the Association no later than 7 days prior to the relevant meeting.
- b)** Each Delegate shall comply with the directions given by a resolution of the Full Member (if any), including in respect of voting, and if required by the Board, shall provide to the Board evidence of such compliance.
- c)** A Full Member or their Delegate may represent two or more Full Members where the directors of the legal entities are the same people. From the point of view of calculating a quorum, it will be considered that each relevant Full Member is present.
- d)** Each Full Member is entitled to have a maximum of 2 Delegates attend General Meetings or Board Meetings.

## 10.3. EFFECT OF MEMBERSHIP

- a)** Subject to Rules 10.1( b) and (c), all parties who or which were financial 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, but shall be

required to renew membership under these Rules.

**b)** Existing representatives of existing members shall not be Members but shall be Delegates under these Rules. Full Members previously represented by representatives shall be Full Members and the Register shall be amended to reflect any consequential changes. Existing player members shall be Player Members under these Rules.

**c)** Members acknowledge and agree that:

**i)** these Rules constitute a contract between each of them and the Association and that they are bound by the Act, Rules and Regulations

**ii)** they shall comply with and observe these Rules, the Regulations and any policy, determination or resolution which may be made or passed by the Board or the Association;

**iii)** by submitting to the Act and these Rules and the Regulations they are subject to the jurisdiction of the Association;

**iv)** the Rules and Regulations are necessary and reasonable for promoting the purposes of the Association; and

**v)** they are entitled to all benefits, advantages, privileges and services of membership.

**d)** Members have the following privileges by virtue of membership of the Association:

**i)** 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;

**ii)** to make proposals or submissions to the Board;

**iii)** to conduct any activity approved by the Association; and

**iv)** subject to these Rules, to exercise rights in General Meeting as set out in Rule 10.1 (f).

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

**i)** is not capable of being transferred or transmitted to another person; and

**ii)** terminates upon the cessation of their membership whether by death or resignation or otherwise.

**f)** Members shall have the following rights in General Meetings and Board Meetings:

**i)** Full 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 their Full Member;

**ii)** Associate Members shall be entitled to make written submissions to the meeting but are not entitled to vote or attend unless invited.

**iii)** Player Members shall be entitled to make written submissions to the meeting but are not entitled to vote or attend unless invited.

**iv)** Life Members shall be entitled to make written submissions to the meeting but are not entitled to vote or attend unless invited.

**v)** Honorary Members shall be entitled to make written submissions to the meeting but are not entitled to vote or attend unless invited.

#### 10.4. MEMBERSHIP PERIOD

Full Members and Associate Members will sign membership agreements for a period to be determined by the Board from time to time.

#### 11. NEW MEMBERSHIP

**1)** If an application for membership is approved by the Board:

a) the resolution to accept the membership must be recorded in the minutes of the Board meeting; and

b) the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.

- 2)** A person becomes a member of the Association and, subject to Rule 13(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which:
- a)** the Board approves the person's membership; or
  - b)** the person pays the joining fee.

## 12. ANNUAL SUBSCRIPTION AND FEE ON JOINING

- 1)** The annual membership subscriptions and fees payable by any class, or group within such class, of Members to the Association, the time for and manner of payment and penalties (if any) for late payment shall be as determined by the Board from time to time.
- 2)** The Association may determine that a lower annual subscription is payable by associate members.
- 3)** The Association may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to:
- a)** the full annual subscription; or
  - b)** a pro rata annual subscription based on the remaining part of the financial year; or
  - c)** a fixed amount determined from time to time by the Association.
- 4)** The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

## 13. GENERAL RIGHTS OF MEMBERS

- 1)** A member of the Association who is entitled to vote has the right:
- a)** to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
  - b)** to submit items of business for consideration at a general meeting; and
  - c)** to attend and be heard at general meetings; and
  - d)** to vote at a general meeting; and
  - e)** to have access to the minutes of general meetings and other documents of the Association as provided under Rule 71; and
  - f)** to inspect the register of members.
- 2)** A member is entitled to vote if:
- a)** the member is a member other than an associate member, player member; and
  - b)** more than 10 business days have passed since he or she became a member of the Association; and
  - c)** the member's membership rights are not suspended for any reason.

## 14. ASSOCIATE MEMBERS

- 1)** Associate members of the Association include:
- a)** any members under the age of 15 years; and
  - b)** any other category of member as determined by special resolution at a general meeting.
- 2)** An associate member must not vote but may have other rights as determined by the Board or by resolution at a general meeting.

## 15. RIGHTS NOT TRANSFERABLE

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

## 16. CEASING MEMBERSHIP

- 1)** The membership of a person ceases on resignation, expulsion or death.

**2)** If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

## 17. RESIGNING AS A MEMBER

**1)** A member may resign by notice in writing given to the Association.

Note

Rule 78 sets out how notice may be given to the association. It includes by post or by handing the notice to a member of the Board.

**2)** A member is taken to have resigned if:

**a)** the member's annual subscription is more than 12 months in arrears; or

**b)** where no annual subscription is payable:

**i)** the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and

**ii)** the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

**c)** 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.

**d)** A resignation fee as determined by the Board from time to time will apply to Full Members and Associate Members who resign before their membership period has been completed.

**e)** A member ceases to be a Member if the party fails to renew its membership of the Association in accordance with the procedure set down from time to time within 3 months of being required to do so, unless otherwise determined in the Board's discretion.

**f)** 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.

**g)** The right to have and appoint a Delegate shall lapse immediately on cessation of membership of the relevant Affiliated Member.

## 18. REGISTER OF MEMBERS

**1)** The Secretary must keep and maintain a register of members that includes:

**a)** for each current member:

**i)** the member's name;

**ii)** the address for notice last given by the member;

**iii)** the date of becoming a member;

**iv)** if the member is an associate member, a note to that effect;

**v)** any other information determined by the Board; and

**b)** for each former member, the date of ceasing to be a member.

**2)** Any member may, at a reasonable time and free of charge, inspect the register of members.

Note

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

## DIVISION 2: DISCIPLINARY ACTION

### 19. GROUNDS FOR TAKING DISCIPLINARY ACTION

The Association may take disciplinary action against a member in accordance with this Division if it is determined that the member:

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

### 20. DISCIPLINARY SUBCOMMITTEE

**20.1** Any Member or Board member (in this Rule "complainant") may give written notice of a complaint relating to the conduct or otherwise of a Member to the Chairman, or if the complaint relates to the conduct of the Chairman, to the Executive Officer.

The Chairman or Executive Officer shall as soon as practicable, but within 7 days, forward written details of the complaint to at least one member of the Disciplinary Committee.

**2)** If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a Disciplinary Sub Committee to hear the matter and determine what action, if any, to take against the member.

**3)** The members of the Disciplinary Sub Committee:

- a) may be Board members, members of the Association or anyone else; but
- b) must not be biased against, or in favour of, the member concerned.

### 21. NOTICE TO MEMBER

**1)** Before disciplinary action is taken against a member, the Secretary must as soon as practicable after receiving a notice under Rule 20.1(1) (ii), consider the matter, and shall within 14 days of receiving such notice, determine whether:

- i)** the matter should be dismissed, because there has been no relevant breach of discipline in accordance with Rule 19; or
- ii)** there are reasonable grounds to believe there may have been a breach of Rule 19, and accordingly the matter warrants review and determination in accordance with the principles of natural justice.

**2)** If the Disciplinary Sub Committee determines the complaint should be dismissed under Rule 21

**i)** it shall, as soon as practicable, give written notice of such dismissal to the complainant.

If the disciplinary sub Committee determines the matter warrants further review under Rule

**ii)** it shall as soon as practicable, give written notice to the member:

- a)** stating that the Association proposes to take disciplinary action against the member; and
- b)** stating the grounds for the proposed disciplinary action; and
- c)** specifying the date, place and time of the meeting at which the Disciplinary Sub Committee intends to consider the disciplinary action (the disciplinary meeting); and
- d)** advising the member that he or she may do one or both of the following:
  - i)** either personally, by his her or its delegate or by his or her adult representative attend the disciplinary meeting and address the Disciplinary Sub Committee at that meeting, which meeting is to be held not earlier than 21 and not later than 35 days after service of the notice
  - ii)** give a written statement to the Disciplinary Sub Committee at any time before the disciplinary meeting; and

**e)** setting out the member's appeal rights under Rule 23.

**3)** The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

## 22. DECISION OF SUB COMMITTEE

**1)** At the disciplinary meeting, the Disciplinary Sub Committee may conduct the meeting in such manner as it sees fit, but must:

**a)** give the member an opportunity to be heard; and

**b)** consider any written statement submitted by the member

**c)** allow the member, if necessary, to have an adult representative;

**d)** by resolution determine whether to dismiss or uphold the complaint; and may

**e)** request and/or require the complainant or any other witness to attend the hearing and/or provide wherever practicable, in writing) such evidence as is available.

**2)** After complying with Sub Rule 1, the Disciplinary Sub Committee may:

**a)** take no further action against the member; or

**b)** subject to Sub Rule 3.

**i)** reprimand the member; or

**ii)** suspend the membership rights of the member for a specified period; or

**iii)** expel the member from the Association.

**iv)** fine a Member an amount not exceeding that prescribed by the Act;

**v)** give such warning or reprimand as is appropriate;

**vi)** suspend any penalty; or

**vii)** take such other action as it deems reasonable in all the circumstances, If the Disciplinary Sub Committee determines that the Member has committed a breach of discipline contrary to Rule 19 above, and shall notify the Member in writing at the address set out in

the register within 7 days of the resolution of the Disciplinary Committee.

**3)** The suspension of membership rights or the expulsion of a member by the Disciplinary Sub Committee under this rule takes effect immediately after the vote is passed.

**4)** If the Member exercises a right of appeal to the Board, a resolution of the Disciplinary sub Committee takes effect until and unless the Board revokes the determination

## 23. APPEAL RIGHTS

**1)** A person whose membership rights have been suspended or who has been expelled from the Association under Rule 22 may give notice to the effect that he she, or it wishes to appeal against the suspension or expulsion.

**2)** The notice must be in writing and given:

**a)** to the Board within 7 days after the vote to suspend or expel the person is taken; or

**b)** to the Secretary not later than 7 days after the vote.

**3)** If a person has given notice under Sub Rule 2, a disciplinary appeal meeting must be convened by the Board as soon as practicable, but in any event not later than 28 days, after the notice is received.

**4)** Notice of the disciplinary appeal meeting must be given to each member of the Board as soon as practicable and must:

**a)** specify the date, time and place of the meeting; and

**b)** state:



- i)** the name of the person against whom the disciplinary action has been taken; and
- ii)** the grounds for taking that action; and
- iii)** that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

#### 24.1. CONDUCT OF DISCIPLINARY APPEAL MEETING

- 1)** At a Meeting convened under Rule 23 (3):
  - a)** no business other than the question of the appeal shall be transacted;
  - b)** the Disciplinary Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
  - c)** the Member, personally, or by its Delegate, or through his or its representative shall be given every opportunity to be heard; and,
  - d)** the Members present shall, following consideration of the matter, vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 2)** At a Meeting convened under Rule 23 (3), the Board shall either:
  - i)** pass a resolution confirming the resolution of the Disciplinary Committee under Rule 22; or
  - ii)** pass a resolution that the resolution of the Disciplinary subcommittee be revoked immediately.
- 3)** Decisions of the Board shall be binding on the Association and the member.

#### 24.2. BREACH OF DISCIPLINE BY PLAYERS AND OFFICIALS

An independent Tribunal will be established and authorised to investigate misconduct by club level and State team level players and officials and will be empowered to apply penalties where appropriate.

### DIVISION 3: GRIEVANCE PROCEDURE

#### 25.1. NOTICE OF DISPUTE

- 1) a)** Any Member may give written notice to the Chairman of a dispute under these Rules (not being a disciplinary matter within the meaning of Rule 19 between:
  - i)** Members; or
  - ii)** A Member or Members and the Association,
- b)** The Chairman shall as soon as practicable, but within 7 days, forward written details of the dispute to all parties to the dispute, requiring the parties to meet to discuss and attempt to resolve the dispute in good faith, within 14 days of the notice of dispute being forwarded to all parties or such other time as the parties agree.
- c)** If requested by any one or more parties to the dispute, the Chairman shall act to facilitate the arrangement of the meeting referred to in Rule 25.1 (b).

#### 25.2. DISPUTE REFERRED TO MEDIATION

If the parties are unable to resolve the dispute at the meeting referred to in Rule 25.1(b), or if any party fails to attend the meeting, or the meeting does not occur, then, unless all parties agree to continue attempts to resolve the dispute in good faith, the parties shall proceed to mediate the dispute in accordance with this Rule.

#### 25.3. APPOINTMENT OF MEDIATOR

If the matter proceeds to mediation in accordance with Rule 25.2, an independent mediator (who

may be a Member or associated with a Member) shall be appointed to mediate the dispute within 14 days of the meeting (or the time for the meeting) referred to in Rule 25.1(b), which mediator shall be:

- a)** a person having knowledge and expertise in relation to sport and the subject matter of the dispute; and
- b)** a person agreed by the parties, or
- c)** in the absence of agreement:
  - i)** in case of a dispute between Members, a director appointed by the Chairman; or
  - ii)** in the case of a dispute between a Member and the Association, a mediator appointed by such independent mediation service as is determined appropriate by the Chairman.

#### 25.4. MEDIATION PROCEDURE

- a)** The mediation shall be administered by the mediator. In particular, the mediator shall have control of the timetable for the undertaking of the mediation, but in any event the mediation shall be completed within 30 days of the appointment of the mediator.
- b)** The mediator shall conduct the mediation in accordance with current and established principles of mediation, but shall:
  - i)** give to the parties every opportunity to be heard;
  - ii)** allow due consideration by all parties of any written statement submitted by any party;
  - iii)** allow each of the parties to appoint any person to act on their behalf in respect of the mediation; and
  - iv)** otherwise ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
- c)** The costs of the mediation shall be equally borne by the parties.
- d)** The parties of the dispute shall, in good faith, attempt to settle the dispute by mediation. No determination of the dispute shall be made by the mediator.
- e)** If the dispute referred to mediation in accordance with Rule 8.2 is not resolved, there shall be no further right of complaint or appeal under these Rules, but the parties may seek other means of resolving the dispute in accordance with the Act and otherwise at law.

## 4. GENERAL MEETINGS OF THE ASSOCIATION

### 26. ANNUAL GENERAL MEETINGS

- 1)** The Board shall convene an annual general meeting of the Association to be held each financial year.
- 2)** The Board may determine the date, time and place of the annual general meeting.
- 3)** The ordinary business of the annual general meeting is as follows:
  - a)** to confirm the minutes of the previous annual general meeting and of any Special General Meeting held since then;
  - b)** to receive and consider:
    - i)** the annual report of the Board on the activities of the Association during the preceding financial year; and
    - ii)** the financial statements of the Association for the preceding financial year submitted by the Board in accordance with Part 7 of the Act;
  - c)** to elect the members of the Board
  - d)** to confirm or vary the amounts (if any) of the annual subscription and joining fee.



**4)** The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

#### Special Business

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

#### Additional Meetings

The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year. All General Meetings other than the Annual General Meeting shall be Special General Meetings or Board of Management Meetings and shall be held in accordance with the provisions of these Rules.

#### Entitlement to Attend Meeting

The only persons entitled to be present at Annual General Meetings of the Association shall be the Full Members (personally, or represented by their Delegates) and the auditor, except those other classes of Members invited by the Board of Management in its discretion.

## 27. SPECIAL GENERAL MEETINGS

**1)** Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a Special General Meeting.

**2)** The Board may convene a Special General Meeting whenever it thinks fit, 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.

**3)** No business other than that set out in the notice under Rule 29 may be conducted at the meeting.

#### Note

General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 33 and the majority of members at the meeting agree.

## 28. SPECIAL GENERAL MEETING HELD AT REQUEST OF MEMBERS

**1)** The Board must convene a Special General Meeting if a request to do so is made in accordance with Sub Rule 2 by at least 35% of the total number of members.

**2)** A request for a Special General Meeting must:

**a)** be in writing; and

**b)** state the business to be considered at the meeting and any resolutions to be proposed; and

**c)** include the names and signatures of the members requesting the meeting; and

**d)** be given to the Secretary.

**3)** If the Board does not convene a Special General Meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the Special General Meeting.

**4)** A Special General Meeting convened by members under Sub Rule 3:

**a)** must be held within 3 months after the date on which the original request was made; and

**b)** may only consider the business stated in that request.

**5)** A Special General Meeting convened by Full 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 Board.

## 29. NOTICE OF GENERAL MEETINGS

- 1)** The Secretary (or, in the case of a Special General Meeting convened under Rule 27, the members convening the meeting) must give to each member of the Association:
  - a)** at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
  - b)** at least 14 days' notice of a general meeting in any other case.
- 2)** The notice must:
  - a)** specify the date, time and place of the meeting; and
  - b)** indicate the general nature of each item of business to be considered at the meeting; and
  - c)** if a special resolution is to be proposed:
    - i)** state in full the proposed resolution; and
    - ii)** state the intention to propose the resolution as a special resolution; and
  - d)** comply with Rule 30.
  - e)** No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
  - f)** 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.

### 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.

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

### Note

Rule 23(4) sets out the requirements for notice of a disciplinary appeal meeting.

## 30. PROXIES

- 1)** A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- 2)** The appointment of a proxy must be in writing and signed by the member making the appointment.
- 3)** The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- 4)** If the Committee has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- 5)** Notice of a general meeting given to a member under Rule 29 must:
  - a)** state that the member may appoint another member as a proxy for the meeting; and
  - b)** include a copy of any form that the Committee has approved for the appointment of a proxy.
- 6)** A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- 7)** A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

### 31. USE OF TECHNOLOGY

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

### 32. QUORUM AT GENERAL MEETINGS

- 1)** No business may be conducted at a general meeting unless a quorum of members is present.
- 2)** The quorum for a general meeting is the presence (physically, by proxy or as allowed under Rule 29 of 10% of the members entitled to vote.
- 3)** If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:
  - a)** in the case of a meeting convened by, or at the request of, members under Rule 28: the meeting must be dissolved;

#### Note

If a meeting convened by, or at the request of, members is dissolved under this Sub Rule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under Rule 28.

- b)** in any other case:
  - i)** the meeting must be adjourned to a date not more than 21 days after the adjournment; and
  - ii)** notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- 4)** If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under Sub Rule 3 (b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

### 33. ADJOURNMENT OF GENERAL MEETING

- 1)** The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- 2)** Without limiting Sub Rule 1, a meeting may be adjourned:
  - a) if there is insufficient time to deal with the business at hand; or
  - b) to give the members more time to consider an item of business.

#### Example

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

- 3)** No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- 4)** Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with Rule 29.

### 34. VOTING AT GENERAL MEETING

- 1) On any question arising at a general meeting:
  - a) subject to Sub Rule 3, each member who is entitled to vote has one vote; and
  - b) members may vote personally or by proxy; and
  - c) except in the case of a special resolution, the question must be decided on a majority of votes.
- 2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- 3) If the question is whether to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- 4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under Rule 24.

### 35. SPECIAL RESOLUTIONS

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

Note

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

- a) to remove a committee member from office;
- b) to alter these Rules, including changing the name or any of the purposes of the Association.

### 36. DETERMINING WHETHER RESOLUTION CARRIED

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

### 37. MINUTES OF GENERAL MEETING

- 1) The Board must ensure that minutes are taken and kept of each general meeting.
- 2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 3) In addition, the minutes of each annual general meeting must include:
  - a) the names of the members attending the meeting; and
  - b) proxy forms given to the Chairperson of the meeting under Rule 30(6); and
  - c) the financial statements submitted to the members in accordance with Rule 26(3)(b)(ii); and
  - d) the certificate signed by two committee members certifying that the financial statements

give a true and fair view of the financial position and performance of the Association; and  
**e)** any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

## 5. BOARD OF MANAGEMENT

### DIVISION 1: POWERS OF BOARD OF MANAGEMENT

#### 38. ROLE AND POWERS

- 1)** The business of the Association must be managed by or under the direction of a Committee hereinafter referred to as the Board of Management or simply the Board.
- 2)** The Board may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- 3)** The Board may:
  - a)** appoint and remove staff;
  - b)** establish subcommittees consisting of members with terms of reference it considers appropriate.
  - c)** shall control and manage the business and affairs of the Association
  - d)** may exercise all such powers and functions as may be exercised by the association other than those powers and functions that are require by these Rules to be exercised by the Members in General Meeting; and
  - e)** has power to perform all such acts and things as appear to the Board to be essential or appropriate for the proper management of the business and affairs of the Association
- 4)** The Board shall comprise of five (5) elected members of which a minimum of 2 shall be non-indoor centre operators.

#### 39. DELEGATION

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

### DIVISION 2: COMPOSITION OF BOARD AND DUTIES OF MEMBERS

#### 40. COMPOSITION OF BOARD

The Board consists of:

- a)** a President;/ Chairman and
- b)** a Vice-President; and
- c)** a Secretary; and
- d)** a Treasurer; and
- e)** ordinary members (if any) elected under Rule 49.

#### 41. GENERAL DUTIES

- 1)** As soon as practicable after being elected or appointed to the Board, each Board member must become familiar with these Rules and the Act.
- 2)** The Board is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Board comply with these Rules.
- 3)** Board members must exercise their powers and discharge their duties with reasonable care and diligence.
- 4)** Board members must exercise their powers and discharge their duties:
  - a)** in good faith in the best interests of the Association; and
  - b)** for a proper purpose.
- 5)** Board members and former Board members must not make improper use of:
  - a)** their position; or
  - b)** information acquired by virtue of holding their position: So as to gain an advantage for themselves or any other person or to cause detriment to the Association.

Note

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

- 6)** In addition to any duties imposed by these Rules, a Board member must perform any other duties imposed from time to time by resolution at a general meeting.

#### 42. PRESIDENT AND VICE-PRESIDENT

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

#### 43. SECRETARY

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

Example

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

- 2)** The Secretary must:
  - a)** maintain the register of members in accordance with Rule 18; and
  - b)** keep custody of the common seal (if any) of the Association and, except for the financial records referred to in Rule 66(3), all books, documents, and securities of the Association in accordance with Rules 68 and 71; and
  - c)** subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
  - d)** perform any other duty or function imposed on the Secretary by these Rules.
- 3)** The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

#### 44. TREASURER

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

#### DIVISION 3: ELECTION OF BOARD MEMBERS AND TENURE OF OFFICE

#### 45. WHO IS ELIGIBLE TO BE A BOARD MEMBER

- A member is eligible to be elected or appointed as a Board member if the member:
- a) is 18 years or over; and
  - b) is entitled to vote at a general meeting.

#### 46. POSITIONS TO BE DECLARED VACANT

- 1) This rule applies to:
  - a) the first annual general meeting of the Association after its incorporation; or
  - b) biannual general meeting of the Association, after the annual report and financial statements of the Association have been received.
- 2) The Chairperson of the meeting must declare all positions on the Board vacant and hold elections for those positions in accordance with Rules 47 to 50.

#### 47. NOMINATIONS

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



#### 48. ELECTION OF PRESIDENT ETC.

- 1) At the annual general meeting, separate elections must be held for each of the following positions:
  - a) President/ Chairman;
  - b) Vice-President;
  - c) Secretary;
  - d) Treasurer.
- 2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- 3) If more than one member is nominated, a ballot must be held in accordance with Rule 50.
- 4) On his or her election, the new President may take over as Chairperson of the meeting.

#### 49. ELECTION OF ORDINARY MEMBERS

- 1) The annual general meeting must by resolution decide the number of ordinary members of the Board (if any) it wishes to hold office for the next year.
- 2) A single election may be held to fill all those positions.
- 3) If the number of members nominated for the position of ordinary Board member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- 4) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with Rule 50.

#### 50. BALLOT

- 1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- 2) The returning officer must not be a member nominated for the position.
- 3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- 4) The election must be by secret ballot.
- 5) The returning officer must give a blank piece of paper to:
  - a) each member present in person; and
  - b) each proxy appointed by a member.

##### Example

If a member has been appointed the proxy of 5 other members, the member must be given 6 ballot papers—one for the member and one each for the other members.

- 6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- 7) If the ballot is for more than one position:
  - a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
  - b) the voter must not write the names of more candidates than the number to be elected.
- 8) Ballot papers that do not comply with Sub Rule 7 (b) are not to be counted.
- 9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- 10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.



**11)** If the returning officer is unable to declare the result of an election under Sub Rule 10 because 2 or more candidates received the same number of votes, the returning officer must:

- a)** conduct a further election for the position in accordance with Sub Rules 4 to 10 to decide which of those candidates is to be elected; or
- b)** with the agreement of those candidates, decide by lot which of them is to be elected.

Examples

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

## 51. TERM OF OFFICE

**1)** Subject to Sub Rule 3 and Rule 52, a Board member holds office until the positions of the Board are declared vacant at the biannual general meeting after election.

**2)** A Board member may be re-elected.

**3)** A general meeting of the Association may:

- a) by special resolution remove a Board member from office; and
- b) elect an eligible member of the Association to fill the vacant position in accordance with this Division.

**4)** A member who is the subject of a proposed special resolution under Sub Rule 3 (a) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.

**5)** The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

## 52. VACATION OF OFFICE

**1)** A Board member may resign from the Board by written notice addressed to the Board.

**2)** A person ceases to be a Board member if he or she:

- a)** ceases to be a member of the Association; or
- b)** fails to attend 3 consecutive Board meetings (other than special or urgent Board meetings) without leave of absence under Rule 63; or
- c)** otherwise ceases to be a Board member by operation of section 78 of the Act.

Note

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

## 53. FILLING CASUAL VACANCIES

**1)** The Board may appoint an eligible member of the Association to fill a position on the Committee that:

- a)** has become vacant under Rule 52; or
- b)** was not filled by election at the last annual general meeting.

**2)** If the position of Secretary becomes vacant, the Board must appoint a member to the position within 14 days after the vacancy arises.

**3)** Rule 51 applies to any Board member appointed by the Board under Sub Rule 1 or 2.

**4)** The Board may continue to act despite any vacancy in its membership.

## DIVISION 4: MEETINGS OF BOARD

### 54. MEETINGS OF BOARD

- 1)** The Board will meet regularly as determined by the Board but must meet on at least 6 times in each financial year at the dates, times and places determined by the Board.
- 2)** The date, time and place of the first Board meeting must be determined by the members of the Board as soon as practicable after the annual general meeting of the Association at which the members of the Board were elected.
- 3)** Special Board meetings may be convened by the President or by any 4 members of the Board.

#### 55.1. NOTICE OF MEETINGS

- 1)** Notice of each Board meeting must be given to each Board member no later than 7 days before the date of the meeting.
- 2)** Notice may be given of more than one Board meeting at the same time.
- 3)** The notice must state the date, time and place of the meeting.
- 4)** If a special Board meeting is convened, the notice must include the general nature of the business to be conducted.
- 5)** The only business that may be conducted at the meeting is the business for which the meeting is convened.

#### 55.2. BUSINESS OF MEETING

- a)** The business of the meeting will be notified 2 days prior the meeting by the Executive Officer.
- b)** A Member desiring to bring any business before a meeting shall give at least 4 days' notice in writing of that business to the Executive Officer who shall include that business in the agenda notified to the Members.

### 56. URGENT MEETINGS

- 1)** In cases of urgency, a meeting can be held without notice being given in accordance with Rule 55.1 provided that as much notice as practicable is given to each Board member by the quickest means practicable.
- 2)** Any resolution made at the meeting must be passed by an absolute majority of the Board.
- 3)** The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

### 57. PROCEDURE AND ORDER OF BUSINESS

- 1)** The procedure to be followed at a meeting of a Board must be determined from time to time by the Board.
- 2)** The order of business may be determined by the members present at the meeting.

### 58. USE OF TECHNOLOGY

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

### 59. QUORUM

- 1)** No business may be conducted at a Board meeting unless a quorum is present.

- 2)** The quorum for a Board meeting is the presence (in person or as allowed under Rule 58) of a majority of the Board members holding office.
- 3)** If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting:
  - a)** in the case of a special meeting—the meeting lapses;
  - b)** in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with Rule 55.1.

## 60. VOTING

- a)** A Full Member shall be entitled to one vote only.
- b)** All votes shall be given personally by the Full Member or the Delegate of a Full Member.
- c)** A question arising at a meeting shall be determined on a show of hands.
- d)** A motion is passed if it is supported by 60% of Members present (to the nearest highest number).
- e)** A Chairman elected from outside the Full Members of the Association will be granted honorary membership and have full voting rights.
- f)** A Member is not entitled to vote at any meeting unless all monies due and payable to the Association, up to the end of the month prior the meeting, have been paid.
- g)** A resolution in writing signed or assented to by telegram, cablegram, radiogram, facsimile, telex or other form of visible or other electronic communication by a majority of the Full Members for the time being present in Australia and New Zealand shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Full members.
- h)** Any Full Member may participate in any meeting of the Board and vote on any proposed resolution at a meeting of the Board without being physically present by means of telephone, through video conferencing facilities or by any other means of electronic communication provided that notice of the meeting is given to all Full Members in accordance with these Rules and all persons participating in the meeting are able to hear each other effectively, simultaneously and instantaneously. Participation by a Full Member in a meeting by telephone, through video conferencing facilities or by any other means of electronic communication shall constitute the presence of that Full Member at the meeting.
  - i)** For the purpose of:
    - i)** the approval of a resolution under Rule 60(g); or
    - ii)** a meeting of the Board in which a member of the Board participates by means described in Rule 60(h) the person presiding at the meeting (subject to Rule 60(e)) and each other member of the Board have the same voting rights as they would have under Rules 60(a) and (c) at a meeting of the Board duly convened and held at which they were present.

## 61. CONFLICT OF INTEREST

- 1)** A Board member who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board.
- 2)** The member:
  - a)** must not be present while the matter is being considered at the meeting; and
  - b)** must not vote on the matter.

### Note

Under section 81(3) of the Act, if there are insufficient Board members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general

meeting may be called to deal with the matter.

**3)** This rule does not apply to a material personal interest:

- a)** that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
- b)** that the member has in common with all, or a substantial proportion of, the members of the Association.

## 62. MINUTES OF MEETING

- 1)** The Board must ensure that minutes are taken and kept of each Board meeting.
- 2)** The minutes must record the following:
  - a)** the names of the members in attendance at the meeting;
  - b)** the business considered at the meeting;
  - c)** any resolution on which a vote is taken and the result of the vote;
  - d)** any material personal interest disclosed under Rule 61.

## 63. LEAVE OF ABSENCE

- 1)** The Board may grant a Board member leave of absence from Board meetings for a period not exceeding 3 months.
- 2)** The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Board member to seek the leave in advance.

# 6. FINANCIAL MATTERS

## 64. SOURCE OF FUNDS

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

## 65. MANAGEMENT OF FUNDS

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

## 66. FINANCIAL RECORDS

- 1) The Association must keep financial records that:
  - a) correctly record and explain its transactions, financial position and performance; and
  - b) enable financial statements to be prepared as required by the Act.
- 2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- 3) The Treasurer must keep in his or her custody, or under his or her control:
  - a) the financial records for the current financial year; and
  - b) any other financial records as authorised by the Board;
- 4) All cheques, drafts, bill of exchange, promissory notes and other negotiable instruments shall be signed by any one authorised Board member and the office administrator.

## 67. FINANCIAL STATEMENTS

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

# 7. GENERAL MATTERS

## 68. COMMON SEAL

- 1) The Association may have a common seal.
- 2) If the Association has a common seal:
  - a) the name of the Association must appear in legible characters on the common seal;
  - b) a document may only be sealed with the common seal by the authority of the Board and the sealing must be witnessed by the signatures of two Board members or of one Board member and the Chief Executive Officer;
  - c) the common seal must be kept in the custody of the Secretary.

## 69. REGISTERED ADDRESS

The registered address of the Association is:

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

## 70. NOTICE REQUIREMENTS

- 1) Any notice required to be given to a member or a Board member under these Rules may be given:
  - a) by handing the notice to the member personally; or
  - b) by sending it by post to the member at the address recorded for the member on the register of members; or
  - c) by email or facsimile transmission.
- 2) **Sub rule 1** does not apply to notice given under Rule 56.

- 3)** Any notice required to be given to the Association or the Board may be given:
  - a)** by handing the notice to a member of the Board; or
  - b)** by sending the notice by post to the registered address; or
  - c)** by leaving the notice at the registered address; or
  - d)** if the Board determines that it is appropriate in the circumstances:
    - i)** by email to the email address of the Association or the Secretary; or
    - ii)** by facsimile transmission to the facsimile number of the Association.

## 71. CUSTODY AND INSPECTION OF BOOKS AND RECORDS

- 1)** Members may on request inspect free of charge:
  - a)** the register of members;
  - b)** the minutes of general meetings;
  - c)** subject to Sub Rule 2, the financial records, books, securities, and any other relevant document of the Association, including minutes of Board meetings.

Note

See note following Rule 18 for details of access to the register of members.

- 2)** The Board may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- 3)** The Board must on request make copies of these rules available to members and applicants for membership free of charge.
- 4)** Subject to Sub Rule 2, a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- 5)** For purposes of this rule: relevant documents mean the records and other documents, however compiled, recorded, or stored, that relate to the incorporation and management of the Association and includes the following:
  - a)** its membership records;
  - b)** its financial statements;
  - c)** its financial records;
  - d)** records and documents relating to transactions, dealings, business, or property of the Association.

## 72. WINDING UP AND CANCELLATION

- 1)** The Association may be wound up voluntarily by special resolution.
- 2)** In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- 3)** 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 one 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 \$200.00.
- 4)** If upon winding up or dissolution of the Association, there remains, after satisfaction of all debts and liabilities, any property, the same shall not be paid to or distributed amongst the Full 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 which is or is entitled to be similarly exempt from income tax. Such body or bodies 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.

**5)** The body to which the surplus assets are to be given must be decided by special resolution.

### 73. ALTERATION OF RULES

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

Note

An alteration of these Rules does not take effect unless or until it is approved by the Registrar. If these Rules (other than Rule 1, 2 or 3) are altered, the Association is taken to have adopted its own rules, not the model rules.

### 74.1. DELEGATED POWERS AND DUTIES BY THE BOARD

Indoor Sports Victoria Representatives

The Board shall have the power to appoint representatives of the Association, including but not limited to regional representatives.

### 74.2. COMMITTEES

**a)** There shall be a number of committees formed from time to time under this Rule, to support the activities of the Association. These committees shall include:

- i)** Tournament and Rules
- ii)** State Team Co-ordination
- iii)** Marketing Support
- iv)** Junior Development

**b)** The members of any committee shall be co-opted as required.

**c)** The Board may delegate any of its functions, powers or duties (except this power to delegate) to such committee 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.

**d)** The Board shall determine in writing the duties and powers afforded to any committee appointed in accordance with Rule 74.2(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 Board.

**e)** The proceedings for any committee shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the Board in Rule 60 above.

**f)** Within 7 days of any meeting of any committee, the committee shall send a copy of the minutes and any supporting documents to the Executive Officer, which records shall be duly kept.

### 74.3. DISCIPLINARY COMMITTEE AND TRIBUNAL

**a)** The Board shall delegate its functions, powers, or duties in relation to discipline of Members in accordance with Rule 74.2 to a Disciplinary Committee, comprised of 3 persons appointed by the Board as required or to an independent Tribunal.

**b)** If any matter to be determined by the Disciplinary Committee under Division 2 Rule 19 gives rise to conflict of interest on the part of any member of the Disciplinary Committee, the Board may appoint another independent person in his stead for the determination of that matter only.

**c)** The Disciplinary Committee and Tribunal may sit jointly.



#### 74.4. EXECUTIVE OFFICER

- a)** The Executive Officer, if any, by whatever name called, shall be responsible to the Board to:
  - i)** execute tasks relating to the day to day management of the Association as required in accordance with the relevant job description; and
  - ii)** regularly report on the ongoing activities of, and issues relating to, the Association.
- b)** If there is no Executive Office appointed at any time, the Board may appoint one or more of its members or such other appropriate person to carry out the responsibilities of the Executive Officer under these Rules.

#### 75. AUTHORITY TO TRADE

The Association is authorised to trade in accordance with section 51 of the Act.

#### 76. INDEMNITY

- a)** Every Board member, officer, employee or agent of the Association shall be indemnified out of the property and assets of the Association against any liability incurred by him in his capacity as Director, officer, employee or agent of the Association in defending any proceeding, 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 Board members, officers and employees against all damages and costs (including legal costs) for which any such Director, officer or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:
  - i)** in the case of a Board 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, employment by the Association.

#### 77. 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, or in the event of failure to appoint, may be determined by the Board and later ratified by the General Meeting.
- 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 in every year.

#### 78. SERVICE OF NOTICES

- a)** A notice may be served by or on behalf of the Association upon any Member either personally or by sending it by post to the Member at his address shown in the register, or if previously agreed by the Members, by fax, e-mail or other form of visible or electronic communication in accordance with details provided by the Member.
- 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. Service of notices by any other method shall be deemed to have been given to the person within reasonable time, having regard to the method of service, unless the contrary is proved.

#### 79. CUSTODY OF RELEVANT DOCUMENTS

- a)** Except as otherwise provided in these Rules, the Executive Officer shall keep in his custody or under his control all relevant documents of the Association.
- b)** Any Member may inspect relevant documents of the Association at the registered office of



the Association, at a reasonable time, on reasonable notice to the Executive Officer, subject always to relevant confidentiality considerations. This is to be read in conjunction with **Rule 71**.

## 80. SOURCES OF FUNDS

The funds of the Association shall be derived from nomination fees, annual fees, donations, levies, sponsorships, grants, trade rebates and such other sources as the Board determines.

## 81. REGULATIONS

**a)** The Board may make Regulations and/or By-laws and policies and alter, amend, or rescind the same as occasions may require, and enforce penalties for their breach. Such Regulations, By-laws and policies 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, By-laws and policies shall be available for inspection in the Association premises and where requested or appropriate duly circulated to Members.

**b)** Regulations and/or By-rules and policies will be developed for all the sports and tournaments controlled by the Association.

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