CONSUMER AFFAIRS VICTORIA
***Associations Incorporation Reform Act 2012* (Vic)**
and the
Associations Incorporation Reform Regulations 2023 (Vic)

CONSTITUTION OF ATHLETICS ESSENDON INCORPORATED

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AMENDMENTS REGISTER

Version	Date Adopted	Rules Amended	Reason
2025/08		See accompanying explanation note	

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PART 1—PRELIMINARY

1. Name

The name of the incorporated association is "*Athletics Essendon Incorporated*".

Note

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

2. Purposes

The Purposes of the ~~Association~~ Club is to promote healthier lifestyles by providing opportunities for people to ~~jog,~~ run, participate, train and compete in a variety of running, walking and technical activities, known as athletics.

3. Financial year

The Financial Year of the ~~Association~~Club is each period of 12 months ending on 30 June.

4. Definitions

In this Constitution—

~~***Absolute Majority***, of the Committee, means a majority of the Committee Members currently holding office and entitled to vote at the time an urgent Committee Meeting is convened (as distinct from a majority of Committee Members present at a Committee Meeting);~~

Act means the *Associations Incorporation Reform Act 2012* (Vic) and includes any regulations made under the Act, and any amendments made to the Act and those regulations from time to time;

Annual General Meeting means a General Meeting of the Members of the ~~Association~~Club convened in accordance with rule 31~~32~~;

Annual Subscription Fee means the annual subscription amount payable by a Member of the ~~Association~~Club, as determined by the Committee from time to time;

Associate Member means a Member referred to in rule 18;

~~***Association*** means Athletics Essendon Incorporated;~~

Athletics Victoria means Athletics Victoria Incorporated, which is the governing body for the sport of athletics in the state of Victoria, or its successor;

Athletics Victoria Membership means the membership sought by, or granted to, an individual with Athletics Victoria;

Chairperson, of a General Meeting or Committee Meeting, means the person chairing the meeting as required under rules 49~~50~~ and 61(d)~~63(d)~~;

~~***Association***~~***Club*** means Athletics Essendon Incorporated;

Committee means the committee having management of the business of the ~~Association~~Club;

Committee Charter means a charter approved by the Committee in accordance with rule 46~~47~~ which provides for and describes, amongst other things, how the Committee must fulfil its duties, powers and responsibilities;

Committee Meeting means a meeting of the Committee held in accordance with Part Division 4 of Part 5;

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

Constitution means this Rules of the Club, based on the CONSUMER AFFAIRS VICTORIA, Associations Incorporation Reform Act 2012, MODEL RULES, For an INCORPORATED ASSOCIATION. Associations Incorporation Reform Regulations 2023, Part 3 and commonly known as Athletics Essendon inc Constitution

constitution of the ~~Association~~Club, as amended from time to time;

Direct Vote means a vote of a Member delivered to the ~~Company~~ Club by post, fax or other electronic means before a General Meeting in accordance with rule 42~~43~~;

Financial Year means the 12-month period specified in rule 3;

General Meeting means a general meeting of the Members of the ~~Association~~Club convened in accordance with Part 4 and includes an Annual General Meeting and a Special General Meeting;

Guardian means the legal parent or guardian of a Junior Member;

Intellectual Property means all rights subsisting in copyright, names, trade marks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the ~~Association~~Club or any activity of or conducted, promoted or administered by the ~~Association~~Club;

Junior Member means a Member referred to in rule 19;

Life Member means a person who is granted a life membership by the ~~Association~~Club, in accordance with the ~~Association~~Club's selection process as determined by the Committee from time to time;

Member means a member of the ~~Association~~Club who comes within one of the membership categories as determined by the Committee from time to time, including an Associate Member, Junior Member, Parent Member and Life Member;

Model Rules means the Model Rules referred to under the Act, as amended from time to time;

Office Bearer means a Member elected to the position of President, Vice-President, Secretary or Treasurer from time to time, in accordance with Division 3 of Part 5;

~~***Parent Member*** means a Member referred to in rule 20;~~

Policies and Procedures means the guidance documents endorsed by the Committee from time to time, in collaboration with these Rules, allows the Club to perform its business.

President means the Member appointed to the position of president from time to time, in accordance with Division 3 of Part 5;

Purposes means the purposes of the ~~Association~~Club as set out in rule 2;

Quorum means:

(a) in the case of a General Meeting, the requirements set out in rule 37(b)~~38(b)~~; and

(b) in the case of a Committee Meeting, the requirements set out in rule 66(b)~~68(b)~~;

Registrar means the Registrar of Incorporated ~~Association~~Club~~s~~;

Secretary means the Member appointed to the position of secretary from time to time, in accordance with Division 3 of Part 5;

Special General Meeting means a General Meeting of the Members of the ~~Association~~Club convened in accordance with rule 32~~33~~;

Special Resolution means a resolution that requires not less than three-quarters of votes cast at a General Meeting to vote in favour of the resolution;

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Treasurer means the Member appointed to the position of treasurer from time to time, in accordance with Division 3 of Part 5; and

Vice-President means the Member appointed to the position of vice-president from time to time, in accordance with Division 3 of Part 5.

5. Interpretation

In this Constitution:

(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 the 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 any gender include the other genders;

(e) references to persons include corporations and bodies politic;

(f) references to a person include the legal personal representatives, successors and permitted assigns of that person;

(g) 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

(h) a reference 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 transmission.

6. Severability

If any rule of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or rule shall be read down, if possible, so that it is valid and enforceable. If it cannot be read down, the provision shall be severed to the extent of the invalidity or unenforceability. The remaining provisions of this Constitution and its validity or enforceability shall not be affected by the severance in any other jurisdiction.

7. Expressions in the Act

Except where the contrary intention appears, in this Constitution, an expression that deals with a matter dealing with a particular provision of the Act, has the same meaning as that provision of the Act.

8. Model Rules

Unless otherwise stated within this Constitution, the Model Rules under the Act are expressly displaced by this Constitution.

PART 2—POWERS OF THE ~~ASSOCIATION~~CLUB

9. Powers of the ~~Association~~Club

(a) Subject to the Act, the ~~Association~~Club has power to do all things incidental or conducive to achieve its Purposes.

(b) Without limiting rule 9(a), the ~~Association~~Club may—

(i) acquire and deal with property;

(ii) open and operate bank accounts;

(iii) raise and borrow money on any terms and in any manner as it thinks fit;

(iv) appoint agents to act on its behalf; and

(v) enter into any other contract it considers necessary or desirable.

(c) The ~~Association~~Club may only exercise its powers and use its income and assets (including any surplus) for its Purposes.

10. Not for profit organisation

(a) The ~~Association~~Club must not distribute any surplus, income or assets directly or indirectly to its Members.

(b) Rule 10(a) does not prevent the ~~Association~~Club from paying a Member—

(i) reimbursement for expenses properly incurred by the Member; or

(ii) 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.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

11. Minimum number of Members

The ~~Association~~Club must have at least 5 Members.

12. Who is eligible to be a Member

Any person who supports the Purposes of the ~~Association~~Club is eligible for membership.

13. Application for membership

(a) To apply to become a Member ~~(other than a Parent Member)~~ of the ~~Association~~Club, a person must apply online via the ~~Association~~Club's website (available at www.athleticsessendon.org.au) or via the Athletics Victoria website (available at athsvic.org.au).

(b) The application—

(i) must include the true and correct personal details of the person applying to be a Member;

(ii) must be signed or authorised electronically by the person applying to be a Member;

(iii) must be accompanied by the applicable Annual Subscription Fee and any other applicable fees or levies; and

(iv) if applicable, must be accompanied by the requisite annual subscription fee and any other applicable fees and levies payable to Athletics Victoria or others as agreed by the Committee ~~.~~

Notes

A requirement for a signature of a person may be met by electronic signature. See section 9 of the *Electronic Transactions (Victoria) Act 2000* (Vic).

~~(c) For the purposes of this Division 1, a Parent Member is taken to have applied for membership at the time in which:~~

~~(i) their affiliated Junior Member makes an application for membership with the AssociationClub; or~~

~~(ii) the AssociationClub is otherwise advised of the Parent Member being the Guardian of the Junior Member.~~

14. Consideration of application

(a) As soon as practicable after an application for membership is received, the Secretary, or their designated representative must—

~~(i) decide whether to accept or reject the application~~circulate the application in a manner that ~~; and~~

~~(ii)~~(i) inform the Committee and seeks a ~~of the Secretary's decision~~decision to accept or reject the application.

(b) Subject to rules 14(e)~~14(f)~~ and 15(b), if the Secretary provisionally accepts an application for membership, until approved by the Committee, when the applicant shall be confirmed as ~~come~~ a Member.

(c) If the ~~Secretary~~ Committee rejects the application, they must arrange for the return of any money accompanying the application to the applicant.

~~(d) The Secretary is not required to give a reason for the rejection of an application.~~

~~(e)~~(d) Athletics Victoria may, in its discretion, determine whether to accept or reject an Athletics Victoria Membership application made by a person seeking membership with the ~~Association~~Club.

~~(f)~~(e) In circumstances where an applicant's membership has been accepted by the ~~Secretary~~Committee, but that applicant's application for an Athletics Victoria Membership is rejected by Athletics Victoria, the Committee has the power to rescind acceptance of that applicant's membership with the ~~Association~~Club and must return any money accompanying that application to the applicant.

Note

An association may have obligations under Division 6 of Part 4 of the *Equal Opportunity Act 2010* (Vic).

15. New membership

(a) If an application for membership is approved by the ~~Secretary~~Committee, the Secretary or delegated responsible person must, as soon as practicable, ensure the name and address of the new Member, and the date on which they became a Member, is recorded in the register of Members.

(b) A person becomes a Member of the ~~Association~~Club from the date on which both of the following have occurred—

(i) the ~~Secretary~~ Committee approves the person's membership; and

(ii) the person pays the applicable Annual Subscription Fee and any other applicable joining fees or levies required to be paid upon making an application for membership.

(c) Subject to rule 17(b), a person is entitled to exercise their rights of membership from the date referred to in rule 15(b).

(d) By making the application for membership and subsequently having their membership application approved, a new Member acknowledges that this Constitution forms a contract between them and the ~~Association~~Club, and they agree to be bound by, and comply with—

(i) this Constitution;

(ii) any policies, by-laws or charters developed by the Committee in respect of the ~~Association~~Club; and

(iii) any determination or resolution which may be made or passed by the Committee or any duly authorised sub-committee.

16. Membership fees and levies

(a) The Committee may, from time to time, meet to determine—

(i) the process for setting the amount of the Annual Subscription Fee and any other fees and levies; and

(ii) the date for payment of the Annual Subscription Fee and any other fees and levies,

in respect of the ~~Association~~Club.

(b) The Committee may determine that a different Annual Subscription Fee, or other fee or levy (if any), apply to different categories of membership.

(c) The Committee may determine that a lower Annual Subscription Fee, or other fee or levy (if any), is payable by Associate Members.

(d) The Committee 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—

(i) the full amount of the Annual Subscription Fee and other applicable fees or levies (if any);

(ii) a pro rata amount of the Annual Subscription Fee and other applicable fees or levies (if any), based on the remaining part of the Financial Year; or

(iii) a fixed amount determined from time to time by the Committee.

(e) The rights of a Member (including the right to vote) who has not paid the Annual Subscription Fee by the due date are suspended until the Annual Subscription Fee is paid.

(f) For the avoidance of doubt, any fees or levies payable to Athletics Victoria, including but not limited to those fees payable pursuant to rule 13(b)(iv), are determined by Athletics Victoria from time to time independently and are not determined by the Committee or the ~~Association~~Club.

17. General rights of Members

(a) A Member of the ~~Association~~Club who is entitled to vote has the right to—

(i) receive notice of General Meetings and of proposed Special Resolutions in the manner and time prescribed by this Constitution;

(ii) to submit items of business for consideration at a General Meeting;

(iii) to attend and be heard at General Meetings;

(iv) to vote at a General Meeting;

(v) to have access to the minutes of General Meetings and other documents of the ~~Association~~Club as provided under rule 78~~80~~; and

(vi) to inspect the register of Members in accordance with the Act.

(b) A Member is entitled to vote if—

(i) the Member is a Member other than:

(A) a Junior Member; and

(B) an Associate Member;

(ii) more than 10 business days have passed since the Member became a Member of the ~~Association~~Club;

(iii) the Member has paid the applicable Annual Subscription Fee and other applicable fees and levies (if any) in full; and

(iv) the Member's membership rights are not suspended for any reason.

18. Associate Members

(a) The Committee has the right and power to determine membership categories and membership criteria for Associate Members from time to time, in accordance with rule 21~~22~~.

(b) An Associate Member is not entitled to vote at a General Meeting, but may have other rights as determined by the Committee or by resolution at a General Meeting.

(c) For the avoidance of doubt, at the time this Constitution is adopted, the Associate Members of the ~~Association~~Club shall be those persons currently recognised by the ~~Association~~Club as Associate Members.

19. Junior Members

(a) A Junior Member is a Member of the ~~Association~~Club who is:

(i) not an Associate Member; and

(ii) under the age of 18 years.

(b) A Junior Member is not entitled to vote at a General Meeting, but is entitled to:

(i) be represented by one Parent (or Guardian) Vote ~~Member~~ at a General Meeting; and

(ii) any other rights as determined by the Committee or by resolution at a General Meeting.

~~**20. Parent Members**~~

~~(a) A Member will be a Parent Member of the AssociationClub if they are:~~

~~(i) over the age of 18 years; and~~

~~(ii) a Guardian of a Junior Member.~~

~~(b) A Parent Member is entitled to exercise the rights granted to a Member of the AssociationClub as set out in rule 17 for the benefit of, and in the best interests of, a Junior Member which they are a Guardian of, including the right to vote (including by Direct Vote) at a General Meeting for the benefit of, and in the best interests of, a Junior Member which they represent in accordance with rule 19(b)(i).~~

~~(c) For the avoidance of doubt:~~

~~(i) a Parent Member cannot represent a Junior Member at a General Meeting (either in person or by Direct Vote) if another Parent Member is already representing that Junior Member;~~

~~(ii) where two or more Parent Members attempt to represent a single Junior Member at a General Meeting (either in person or by Direct Vote), the Chairperson, at their sole discretion, will decide which Parent Member will~~

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~~be regarded as the representative of the Junior Member for the purposes of the General Meeting.~~

~~(d) Nothing in this clause 2020(c) shall restrict a Parent Member from receiving notice of, attending and participating in a General Meeting despite not representing a Junior Member at that General Meeting, however:~~

~~(i) they will be unable to exercise a vote (whether in person or by Direct Vote) at the General Meeting; and~~

~~(ii) their involvement will be limited to that of an observer of the General Meeting, and they will not be included for the purposes of quorum requirements.~~

~~(e) Nothing in this clause 20 shall prevent a Parent Member exercising any and all other rights they have as a Member of the AssociationClub in their personal capacity, as well as their rights as a Parent Member.~~

~~(f) Nothing in this clause 20 shall prevent a Parent Member exercising more than one vote in circumstances where:~~

~~(i) the Parent Member makes a Direct Vote for:~~

~~(A) two or more of their Junior Members; or~~

~~(B) themselves as a Member of the AssociationClub in their personal capacity and one or more Junior Members; or~~

~~(ii) the Parent Member attends a General Meeting in person and a count for a resolution is demanded in accordance with rule 42, or a secret ballot for an election is required in accordance with clause 58 and the Parent Member:~~

~~(A) represents two or more Junior Members at a General Meeting; or~~

~~(B) is attending as a Member voting on their own behalf, and as a Parent Member representing one or more Junior Members at a General Meeting,~~

~~however, for the purpose of quorum requirements and resolutions conducted on a show of hands, they will be deemed to be present at the General Meeting as a single Member.~~

~~21.~~20. Life Members

(a) The Committee has the right and power to determine the selection process for granting an individual membership with the ~~Association~~Club as a Life Member, with such selection processes to be set out in a policy, by-law or charter developed by the Committee that clearly identifies the parameters that a person has to achieve to become a Life Member. ~~.~~To be eligible, a member must have given long and outstanding contributions to the affairs of the Club - either on or off the track and meet the criteria of the Life Member Policy.

~~(a)~~

(b) A Life Member is entitled to exercise all the rights granted to a Member of the ~~Association~~Club as set out in rule 17, and any other rights as determined by the Committee or by resolution at a General Meeting.

(c) For the avoidance of doubt, at the time this Constitution is adopted, the Life Members of the ~~Association~~Club shall be those persons currently recognised by the ~~Association~~Club as Life Members.

~~22.~~21. Creation of new categories of Membership

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(a) The Committee has the right and power to create new categories of membership from time to time and, subject to rule 21(b)~~22(b)~~, may determine the rights, privileges and obligations attaching to those new categories of memberships.

(b) In exercising the right and power under rule 21(a)~~22(a)~~, the Committee cannot determine a new category of membership which grants voting rights unless it is incorporated within this Constitution in accordance with rule 81~~83~~.

(c) The Committee shall advise the Members of any new categories of membership it creates and the rights associated with those categories within 30 days of determining such new category.

~~23.~~22. Rights not transferable

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

~~24.~~23. Expulsion or suspension of membership

(a) The Committee may, by resolution at a Committee Meeting held in accordance with Division 4 of Part 5—

(i) expel a Member from the ~~Association~~Club;

(ii) suspend a Member from the ~~Association~~Club for a specified period of time; or

(iii) impose such other disciplinary action or penalty as it sees fit in respect of a Member,

if the Committee is of the opinion that the Member—

(iv) has breached, or has failed or refused to comply with:

(A) this Constitution;

(B) any policies, by-laws or charters developed by the Committee in respect to the ~~Association~~Club; or

(C) any determination or resolution which may be made or passed by the Committee or any duly authorised sub-committee;

~~(C)~~(D) Any such determination or resolution has to have the majority approval by the Committee

(v) has acted in a manner prejudicial to the Purposes and / or the interests of the ~~Association~~Club or another Member; or

(vi) has brought themselves, the ~~Association~~Club or another Member into disrepute.

(b) Before passing a resolution relating to the matters set out in rule 23(a)~~24(a)~~ above, the Committee and the ~~Association~~Club must first adhere to the disciplinary procedures established in respect to the ~~Association~~Club under Division 2 of this Part 3.

~~25.~~24. Ceasing membership

(a) The membership of a person ceases on:

(i) resignation;

(ii) expulsion ~~(in accordance with rule 24)~~;

(iii) death; or

(iv) in the case of a Parent Vote Member, the date in which their affiliated Junior Member:

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(A) ceases to be a Junior Member on the basis that they reach the age of 18 years; or

(B) ceases to be a Junior Member for any other reason.

(b) If a person ceases to be a Member of the ~~Association~~Club, the Secretary must, as soon as practicable, enter the date the person ceased to be a Member in the register of Members.

(c) A Member who ceases to be a Member of the ~~Association~~Club shall—

(i) forfeit any and all rights in, and claims to, any property of the ~~Association~~Club, including Intellectual Property; and

(ii) return to the ~~Association~~Club any official document, record or property of the ~~Association~~Club within the possession, custody or control of that Member.

~~26.~~25. Resigning as a Member

(a) A Member may resign by notice in writing given to the ~~Association~~Club.

Note

Rule 77(c)~~79(c)~~ sets out how notice may be given to the ~~Association~~Club. It includes by post or by handing the notice to a ~~Member of the~~ Committee Member.

(b) A Member is taken to have resigned if—

(i) the Member's Annual Subscription Fee and / or other applicable fees or levies (if any) are more than 12 months in arrears; or

(ii) where no fees or levies are payable—

(A) the Secretary has made a written request to the Member to confirm that the Member wishes to remain a Member; and

(B) the Member has not, within 3 months after receiving that request, confirmed in writing that the Member wishes to remain a Member.

~~27.~~26. Register of Members

(a) The Secretary must keep and maintain a register of Members that includes—

(i) for each current Member—

(A) the Member's name;

(B) the address for notice last given by the Member;

(C) the date of becoming a Member;

(D) the class of the Member (e.g. Life Member, Associate Member, Junior Member, Parent Vote Member); and

(E) any other information determined by the Committee; and

(ii) for each former Member, the name of the person and the date on which the person ceased to be a Member of the ~~Association~~Club.

(b) 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.

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Division 2—Disciplinary Action

~~28.~~27. Disciplinary Procedures

(a) The Committee has the right and power to determine the disciplinary procedures which the ~~Association~~Club must follow in respect to disciplinary action taken against a Member.

(b) The disciplinary procedures developed by the Committee are to be set out in a policy, by-law or charter, and must be consistent with this Constitution and the Act.

(c) The policy, by-law or charter developed by the Committee with respect to disciplinary procedures will be consistent with the following principles and procedures:

(i) disciplinary action against a Member will be heard and determined by an ~~unbiased~~ decision-maker (e.g. the Committee, a delegated sub-committee or some other person) at a disciplinary meeting;

(ii) prior to the disciplinary meeting, the Committee (or a Committee Member) will notify the Member in writing of:

(A) the proposed disciplinary action against them;

(B) the grounds for taking the proposed disciplinary action;

(C) the date, place and time of the disciplinary meeting, which will be held no earlier than 28 days, and no later than 14 days, from the time the notice is given to the Member; and

(D) the Member's right to:

(1) attend the meeting and be heard; or

(2) submit a written statement to be considered at the disciplinary meeting;

(3) Appeal process for the Member following the decision making process

(iii) at the disciplinary meeting, the unbiased decision-maker may decide to:

(A) expel the Member from the Club;

(B) suspend the Member from the Club for a specified period of time; or

(C) impose such other disciplinary action or penalty as it sees fit in respect of a Member, and

(iv) the decision made at the disciplinary meeting will take immediate effect.

(v) The Committee will provide an Appeals Process to the Member on the decision which can be enacted within 28 days from the Committee decision

[~~***MO NOTE: This rule 28(c) has been introduced to give members some comfort as to what the disciplinary procedures will entail. This procedure largely follows the Model Rules, however we have not made provision for an appeals process as the Model Rules are simply a guide, and associations developing their own rules are free to put in place their own disciplinary procedures provided they align with section 54 of the Act, i.e.***~~

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members are notified of the proposed disciplinary action against them and the grounds for that proposed action;

members are given an opportunity to be heard at a disciplinary meeting;

an unbiased decision-maker makes a decision at the disciplinary meeting; and

the process must be completed as soon as is reasonably practicable.

Nonetheless, the Club may introduce the appeals process into the policies which set out the disciplinary procedures. Please advise whether the Club would like these guidelines refined, or whether there are additional processes the Club would like reflected within rule 28(c). Alternatively, the Club may want to revert back to the original drafting if they do not see any benefit in incorporating these amendments.]

~~(c)~~(d) The disciplinary procedures developed by the Committee must be made accessible to all Members via the ~~Association~~Club's website (available at www.athleticsessendon.org.au).

~~(d)~~(e) If the Committee—

(i) abstains from developing a disciplinary procedure in accordance with its rights and power set out in this rule 27~~28~~; or

(ii) develops disciplinary procedures which are inconsistent with this Constitution and the Act,

the disciplinary procedures set out in Division 2 of Part 3 of the Model Rules shall be deemed to apply to the ~~Association~~Club.

~~29.~~28. Grounds for taking disciplinary action

The ~~Association~~Club may take disciplinary action against a Member if it is determined that the Member—

(a) has breached, or has failed or refused to comply with —

(i) this Constitution;

(ii) any policies, by-laws or charters developed by the Committee in respect to the ~~Association~~Club; or

(iii) any determination or resolution which may be made or passed by the Committee or any duly authorised sub-committee;

(b) has acted in a manner prejudicial to the Purposes and / or the interests of the ~~Association~~Club or another Member; or

(c) has brought themselves, the ~~Association~~Club or another Member into disrepute.

Division 3—Grievance Procedure

~~30.~~29. Application

(a) The grievance procedure set out in this Division applies to disputes under this Constitution between—

(i) a Member and another Member;

(ii) a Member and the Committee; and

(iii) a Member and the ~~Association~~Club.

(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 has been completed.

~~31.~~30. Grievance Procedures

(a) The Committee has the right and power to determine the grievance procedures which the ~~Association~~Club must follow in respect to resolving disputes of the kind contemplated by rule 29~~30~~.

(b) The grievance procedures developed by the Committee are to be set out in a policy, by-law or charter, and must be consistent with this Constitution and the Act.

(c) The policy, by-law or charter developed by the Committee with respect to grievance procedures will be consistent with the following principles and procedures:

(i) 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;

(ii) if the parties are unable to resolve the dispute within 14 days, the parties must within14 days:

(A) notify the Club of the dispute; and

(B) refer the dispute to an unbiased mediator which is:

(1) agreed between the parties in dispute; or

(2) failing agreement by the parties, appointed by the Committee;

(iii) the mediator shall listen to the parties and aid the dispute resolution process, but will not determine the dispute; and

~~(b)~~(iv) if the parties fail to resolve the dispute within 14 days of the matter being referred to a mediator, or such longer period as agreed by the parties and the mediator, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

~~[~~***MO NOTE: This rule 31(c) has been introduced to give members some comfort as to what the grievance procedures will entail. This procedure largely follows the Model Rules. Please advise whether the Club would like these guidelines refined, or whether there are additional processes the Club would like reflected within rule 28(c). Alternatively, the Club may want to revert back to the original drafting, noting that Athletics Victoria has not taken a transparent approach to its grievance procedures within their Constitution – https://athsvic.wpenginepowered.com/wp-content/uploads/2020/03/Rules-of-Athletics-Victoria-Approved-26th-July-2017.pdf***~~]~~]~~

~~(c)~~(d) The grievance procedures developed by the Committee must be made accessible to all Members via the ~~Association~~Club's website (available at www.athleticsessendon.org.au).

~~(d)~~(e) If the Committee—

(i) abstains from developing a grievance procedure in accordance with its rights and power set out in this rule 30~~31~~; or

(ii) develops grievance procedures which are inconsistent with this Constitution and the Act,

the grievance procedures set out in Division 3 of Part 3 of the Model Rules shall be deemed to apply to the ~~Association~~Club.

PART 4—GENERAL MEETINGS OF THE ~~ASSOCIATION~~CLUB

~~32.~~31. Annual General Meetings

(a) The Committee must convene an Annual General Meeting of the ~~Association~~Club within 5 months after the end of each Financial Year.

(b) Despite rule 31(a)~~32(a)~~, the ~~Association~~Club may hold its first Annual General Meeting at any time within 18 months after its incorporation.

(c) The Committee may determine the date, time and place of the Annual General Meeting.

(d) The ordinary business of the Annual General Meeting is as follows—

(i) to confirm the minutes of the previous Annual General Meeting and of any Special General Meeting held since then;

(ii) to receive and consider—

(A) the annual report of the Committee on the activities of the ~~Association~~Club during the preceding Financial Year; and

(B) the financial statements of the ~~Association~~Club for the preceding Financial Year submitted by the Committee in accordance with Part 7 of the Act; and

(iii) to elect the Members of the Committee.

(e) The Annual General Meeting may also conduct any other business of which notice has been given in accordance with this Constitution.

~~33.~~32. Special General Meetings

(a) Any General Meeting of the ~~Association~~Club, other than an Annual General Meeting or a meeting convened under a policy, by-law or charter, is a Special General Meeting.

(b) The Committee may convene a Special General Meeting whenever it thinks fit.

(c) A Special General Meeting may be convened at the request of Members of the ~~Association~~Club in accordance with rule 33~~34~~.

(d) No business other than that set out in the notice under rule 34~~35~~ may be conducted at the Special General Meeting.

Note

General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 34~~35~~ and the majority of Members at the Special General Meeting agree.

~~34.~~33. Special General Meeting held at request of Members

(a) The Committee must convene a Special General Meeting if a request to do so is made in accordance with rule 33(b)~~34(b)~~ by at least 10% of the total number of Members entitled to vote.

(b) A request for a Special General Meeting must—

(i) be in writing;

(ii) state the business to be considered at the Special General Meeting and any resolutions to be proposed;

(iii) include the names and signatures of the Members entitled to vote requesting the Special General Meeting; and

(iv) be given to the Secretary.

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

(d) A Special General Meeting convened by Members under rule 33(c)~~34(c)~~—

(i) must be held within 3 months after the date on which the original request was made;

(ii) may only consider the business stated in that request; and

(iii) if required, appoint a Chairperson to chair the Special General Meeting in accordance with rule 49(b)~~50(c)~~.

(e) The ~~Association~~Club must reimburse all reasonable expenses incurred by the Members convening a Special General Meeting under rule 33(c)~~34(c)~~.

~~35.~~34. Notice of General Meetings

(a) The Secretary (or, in the case of a Special General Meeting convened under rule 33(c)~~34(c)~~, the Members convening the Special General Meeting) must give to each Member of the ~~Association~~Club—

(i) at least 21 days' notice of a General Meeting if a Special Resolution is to be proposed at the General Meeting; or

(ii) at least 14 days' notice of a General Meeting in any other case.

(b) The notice must—

(i) specify the date, time and place of the General Meeting;

(ii) indicate the nature of each item of business to be considered at the General Meeting; and

(iii) if a Special Resolution is to be proposed—

(A) state in full the proposed Special Resolution; and

(B) state the intention to propose the resolution as a Special Resolution.

~~36.~~35. P~~No p~~roxies & Direct Voting

The Club recognises that not all Members are able to attend the AGM or other defined meetings and will provide Direct Voting options where Members can vote for each individual item or matters raised directly, prior to the meeting. A Member is ~~not~~ permitted to appoint another Member or person as their proxy to attend and~~,~~ speak ~~and vote~~ on their behalf at a General Meeting.

A parent (or Guardian) Vote can be cast on behalf of a Junior Member under the following conditions:

Parent Vote

(a) The Parent Vote must be:

(i) over the age of 18 years; and

(ii) a Guardian of a Junior Member.

(b) A Parent Vote is entitled to exercise the rights granted to a Member of the Club as set out in rule 17 for the benefit of, and in the best interests of, a Junior Member

which they are a Guardian of, including the right to vote (including by Direct Vote) at a General Meeting for the benefit of, and in the best interests of, a Junior Member which they represent in accordance with rule 19(b)(i).

(c) For the avoidance of doubt:

(i) a Parent Vote cannot represent a Junior Member at a General Meeting (either in person or by Direct Vote) if another Parent Vote is already representing that Junior Member;

(ii) where two or more Parents (guardians) attempt to represent a single Junior Member at a General Meeting (either in person or by Direct Vote), the Chairperson, at their sole discretion, will decide which Parent Vote will be regarded as the representative of the Junior Member for the purposes of the General Meeting.

(d) Nothing in this clause 1~~20~~ shall restrict a Parent Vote from receiving notice of, attending and participating in a General Meeting despite not representing a Junior Member at that General Meeting, however:

(i) they will be unable to exercise a vote (whether in person or by Direct Vote) at the General Meeting; and

(ii) their involvement will be limited to that of an observer of the General Meeting, and they will not be included for the purposes of quorum requirements.

(e) Nothing in this clause 1~~20~~ shall prevent a Parent Vote exercising any and all other rights they have as a Member of the Club in their personal capacity, as well as their rights as a Parent Vote.

(f) Nothing in this clause 1~~20~~ shall prevent a Parent Vote exercising more than one vote in circumstances where:

(i) the Parent Vote makes a Direct Vote for:

(A) two or more of their Junior Members; or

(B) themselves as a Member of the Club in their personal capacity and one or more Junior Members; or

(ii) the Parent Vote attends a General Meeting in person and a count for a resolution is demanded in accordance with rule 41~~42~~, or a secret ballot for an election is required in accordance with clause 57~~58~~ and the Parent Vote:

(A) represents two or more Junior Members at a General Meeting; or

(B) is attending as a Member voting on their own behalf, and as a Parent Vote representing one or more Junior Members at a General Meeting,

however, for the purpose of quorum requirements and resolutions conducted on a show of hands, they will be deemed to be present at the General Meeting as a single Member.

(g) Members who exercise a Direct Vote must nominate their voting for each Agenda item.

~~37.~~36. Use of technology

(a) A General Meeting may be held and Members may take part via the use of technology that allows Members to clearly and simultaneously communicate with each other participating Member.

(b) For the purposes of this Part, a Member participating in a General Meeting as permitted under rule 36(a)~~37(a)~~ is taken to be present at the General Meeting and, if the Member votes at the General Meeting, is taken to have voted in person.

~~38.~~37. Quorum at General Meetings

(a) No business may be conducted at a General Meeting unless a Quorum of Members is present.

(b) The Quorum for a General Meeting is the presence (physically or as allowed under rule 36~~37~~) of 10 Members entitled to vote.

(c) If a Quorum is not present within 30 minutes after the notified commencement time of a General Meeting—

(i) in the case of a Special General Meeting convened by, or at the request of, Members under rule 33~~34~~—the meeting must be dissolved; or

Note

If a meeting convened by, or at the request of, Members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If Members wish to have the business reconsidered at another Special General Meeting, the Members must make a new request under rule 33~~34~~.

(ii) in any other case—

(A) the General Meeting must be adjourned to a date not more than 21 days after the adjournment; and

(B) notice of the date, time and place to which the General Meeting is adjourned must be given at the meeting and confirmed by written notice given to all Members as soon as practicable after the General Meeting.

(d) If a Quorum is not present within 30 minutes after the time to which a General Meeting has been adjourned under rule 37(c)(ii)~~38(c)(ii)~~, the Members present at the General Meeting (if not fewer than 3) may proceed with the business of the General Meeting as if a Quorum were present.

~~39.~~38. Adjournment of General Meeting

(a) The Chairperson of a General Meeting at which a Quorum is present may, with the consent of a majority of Members present at the General Meeting, adjourn the General Meeting to another time at the same place or at another place.

(b) Without limiting rule 38(a)~~39(a)~~, a meeting may be adjourned—

(i) if there is insufficient time to deal with the business at hand; or

(ii) 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.

(c) No business may be conducted on the resumption of an adjourned General Meeting other than the business that remained unfinished when the General Meeting was adjourned.

(d) Notice of the adjournment of a General Meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the General Meeting must be given in accordance with rule 34~~35~~.

~~40.~~39. Voting at General Meeting

(a) On any question arising at a General Meeting—

(i) subject to rules 1~~20~~ and 39(c)~~40(c)~~, each Member in attendance (physically, by Direct Vote or as allowed under rule 36~~37~~) who is entitled to vote has one vote; and

(ii) except in the case of a Special Resolution, the question must be decided on a majority of votes.

(b) If votes are divided equally on a question, the Chairperson of the General Meeting has a second or casting vote.

(c) If the question is whether or not to confirm the minutes of a previous General Meeting, only Members who were present at that General Meeting may vote.

(d) For the avoidance of doubt, this rule does not apply to a vote at any meeting conducted under any policy, by-law or charter of the ~~Association~~Club.

~~41.~~40. Special Resolutions

A Special Resolution is passed if no less than three-quarters of the Members voting and entitled to vote at a General Meeting vote in favour of the Special 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 this Constitution, including changing the name or any of the Purposes of the ~~Association~~Club.

~~42.~~41. Determining whether resolution carried

(a) Subject to rule 41(b)~~42(b)~~, the Chairperson of a General Meeting may, on the basis of a show of hands and including all Direct Votes, declare that a resolution has been—

(i) carried;

(ii) carried unanimously;

(iii) carried by a particular majority; or

(iv) lost,

and an entry to that effect in the minutes of the General Meeting is conclusive proof of that fact.

(b) If a count is demanded by 3 or more Members on any question—

(i) the count must be taken at the General Meeting in the manner determined by the Chairperson of the meeting;

(ii) the count must include all Direct Votes; and

(iii) the Chairperson must declare the result of the resolution on the basis of the count.

(c) A count demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.

(d) A count demanded on any other question must be taken before the close of the General Meeting at a time determined by the Chairperson.

(e) Each Member entitled to vote may do so by lodging a Direct Vote in accordance with rule 42~~43~~ and any policies, by-laws or charters prepared by the Committee.

~~43.~~42. Direct Vote

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(a) Members entitled to vote at a General Meeting are entitled to a Direct Vote in respect of a resolution determined at the General Meeting, or the election of a Committee Member in accordance with rule 5758.

(b) A Member who has cast a Direct Vote is entitled to attend a General Meeting, however they are not able to:

(i) vote on a resolution at the General Meeting in person, whether on a show of hands in accordance with rule 41(a)42(a) or on a count in accordance with rule 41(b)42(b); or

(ii) participate in a ballot in person in accordance with rule 5758.

(c) If a Member who has made a Direct Vote attempts to cast more than one vote on a particular resolution or in a ballot, the Direct Vote cast by the Member will prevail.

(d) A Direct Vote must be:

(i) in any form decided or accepted by the Committee;

(ii) signed by the Member; and

(iii) provided to the Secretary no later than 24 hours before the General Meeting.

(e) Where it is not possible for a Direct Vote on a ballot in accordance with rule 5758 to be conducted secretly, the Member acknowledges that, by making their Direct Vote, their vote may not be secret. Notwithstanding this, the Committee agrees to keep the Direct Vote on a ballot conducted in accordance with rule 5758 confidential.

(f) A valid Direct Vote cast by a Member has the same effect as if the member had cast the vote in person at the General Meeting, and the Chairperson of that General Meeting must:

(i) where the votes are conducted on a show of hands, count each Member who has submitted a Direct Vote for or against the resolution in accordance with their Direct Vote as well as the votes cast at the General Meeting; and

(ii) where the votes are conducted via a count or a ballot, count the votes cast by each Member who has submitted a Direct Vote directly for or against the resolution as well as the votes cast at the General Meeting.

(g) The Committee may set out in a policy, by-law or charter the process for making Direct Votes from time to time, consistent with this Constitution and the Act.

44.43. Minutes of General Meeting

(a) The Committee must ensure that minutes are taken and kept of each General Meeting.

(b) The minutes must record the business considered at the General Meeting, any resolution on which a vote is taken and the result of the vote.

(c) In addition, the minutes of each Annual General Meeting must include—

(i) the names of the Members attending the Annual General Meeting;

(ii) the financial statements submitted to the Members in accordance with rule 31(d)(ii)(B)32(d)(ii)(B);

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(iii) the certificate signed by 2 Committee Members certifying that the financial statements give a true and fair view of the financial position and performance of the ~~Association~~Club; and

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

PART 5—COMMITTEE

Division 1—Powers of Committee

~~45.~~44. Role and powers

(a) The Committee may exercise all the powers of the ~~Association~~Club except those powers that this Constitution or the Act require to be exercised by General Meetings of the Members of the ~~Association~~Club.

(b) The business of the ~~Association~~Club is to be managed by, or decided under the direction of, the Committee in accordance with any Committee Charter enacted by the Committee.

(c) The Committee may—

(i) appoint and remove staff;

(ii) enact policies, by-laws and charters in accordance with rule 46~~47~~; and

(iii) establish subcommittees consisting of Members with terms of reference it considers appropriate.

~~46.~~45. Delegation

(a) The Committee may delegate to a Committee Member ~~of the Committee~~, a subcommittee or staff, any of its powers and functions other than—

(i) this power of delegation; or

(ii) a duty imposed on the Committee by the Act or any other law.

(b) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.

(c) The Committee may in writing set out any delegated authority, or outline the conditions and limitations of such delegation, within policies, by-laws or charters developed by the Committee from time to time.

(d) The Committee may, in writing, revoke a delegation wholly or in part.

~~47.~~46. Policies, by-laws and charters

(a) The Committee may formulate, approve, issue, adopt, interpret and amend such policies, by-laws and charters for the proper advancement, management and administration of the ~~Association~~Club and the advancement of the Purposes of the ~~Association~~Club as it thinks necessary or desirable.

(b) Any policies, by-laws and charters developed by the Committee must be—

(i) consistent with this Constitution and the Act; and

(ii) approved at a Committee Meeting held in accordance with Division 4 of this Part 5.

(iii) Provided as Draft Policy and Procedures for a time of 21 days for all members to review, unless a procedure issue is deemed to need acting

upon quicker, and this shall be explained in the publication of the said Policy or Procedure.

~~(ii)~~(iv) All Policies and Procedures have to have a process of Review and allow members to have input if they wish.

(c) All policies, by-laws and charters made under this rule 4647 shall be binding on the ~~Association~~Club, the Committee and Members.

Division 2—Composition of Committee and duties of Members

~~48.~~47. Composition of Committee

Subject to rules 5253, 5556 and 5758, the Committee shall consist of—

(a) a President;

(b) a Vice-President;

(c) a Secretary;

(d) a Treasurer; and

(e) a maximum of 8 ordinary Members (if any) elected under rule 5657.

~~49.~~48. General duties

(a) As soon as practicable after being elected or appointed to the Committee, each Committee Member must become familiar with this Constitution, the Act, the Committee Charter and any other policies, by-laws or charters developed by the Committee in respect to the ~~Association~~Club.

(b) The Committee is collectively responsible for ensuring that the ~~Association~~Club complies with the Act and that individual Members of the Committee comply with this Constitution, the Committee Charter and the policies, by-laws and charters developed by the Committee in respect to the ~~Association~~Club.

(c) Committee Members must observe their roles and responsibilities as set out in the Committee Charter and any other policies, by-laws or charters developed by the Committee in respect to the ~~Association~~Club.

(d) Committee Members must exercise their powers and discharge their duties with reasonable care and diligence.

(e) Committee Members must exercise their powers and discharge their duties—

(i) in good faith in the best interests of the ~~Association~~Club; and

(ii) for a proper purpose.

(f) Committee Members and former Committee Members must not make improper use of—

(i) their position; or

(ii) 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~~Club.

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.

(f) In addition to any duties imposed by this Constitution, a Committee Member must perform any other duties imposed from time to time by resolution at a General Meeting.

~~50.~~49. Chairperson

(a) Subject to rules 1.1.1(a)~~50(b)~~ and 49(b)~~50(c)~~, the President is the Chairperson for any General Meetings and for any Committee Meetings.

~~(b) In circumstances where 2 Members assume the position of President pursuant to rules 53(c)(i) or 58(l)(i)~~

~~(i) the two Presidents must alternate chairing any General Meetings and Committee Meetings; and~~

~~(ii) if the President whose turn it is to chair a General Meeting or Committee Meeting (as the case may be) is absent, or is unable to preside, then the other acting President shall act as Chairperson for that General Meeting or Committee Meeting.~~

~~(c)~~(b) If the President is absent, or is unable to preside, the Chairperson of the meeting must be—

(i) in the case of a General Meeting, a Member entitled to vote elected by the other Members present and entitled to vote; or

(ii) in the case of a Committee Meeting, a Committee Member elected by the other Committee Members present.

~~51.~~50. Secretary

(a) 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~~Club with the Registrar.

(b) The Secretary must—

(i) maintain the register of Members in accordance with rule 26~~27~~;

(ii) keep custody of the common seal (if any) of the ~~Association~~Club and, except for the financial records referred to in rule 73(c)~~75(c)~~, all books, documents and securities of the ~~Association~~Club in accordance with rules 75~~77~~ and 78~~80~~;

(iii) subject to the Act and this Constitution, provide Members with access to the register of Members, the minutes of General Meetings and other books and documents; and

(iv) perform any other duty or function imposed on the Secretary by this Constitution or the Committee Charter.

(c) The Secretary must give to the Registrar notice of their appointment within 14 days after the appointment.

~~52.~~51. Treasurer

(a) The Treasurer must—

(i) receive all moneys paid to or received by the ~~Association~~Club and issue receipts for those moneys in the name of the ~~Association~~Club;

(ii) ensure that all moneys received are paid into the account of the ~~Association~~Club within 5 working days after receipt;

(iii) make any payments authorised by the Committee or by a General Meeting of the ~~Association~~Club from the ~~Association~~Club's funds; and

(iv) ensure cheques are signed by at least 2 Committee Members.

(b) The Treasurer must—

(i) ensure that the financial records of the ~~Association~~Club are kept in accordance with the Act; and

(ii) coordinate the preparation of the financial statements of the ~~Association~~Club and the ~~Association~~Club's certification by the Committee prior to the ~~Association~~Club's submission to the Annual General Meeting of the ~~Association~~Club.

(c) The Treasurer must ensure that at least one other Committee Member has access to the accounts and financial records of the ~~Association~~Club.

Division 3—Election of Committee Members and tenure of office

~~53.~~52. Who is eligible to be a Committee Member

A Member is eligible to be elected or appointed as a Committee Member if the Member—

(a) is 18 years or over; and

(b) is entitled to vote at a General Meeting.

~~54.~~53. Positions to be declared vacant

(a) This rule applies to—

(i) the first Annual General Meeting of the ~~Association~~Club after its incorporation; or

(ii) any subsequent Annual General Meeting of the ~~Association~~Club, after the annual report and financial statements of the ~~Association~~Club have been received and any Special Resolutions for which notice has been given to the Members.

(b) The Chairperson of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with rules 54~~55~~ to 57~~58~~.

~~55.~~54. Nominations

(a) The President shall call upon the Members for nominations to fill the positions of the Committee, with nominations to be submitted no later than 21~~8~~ days before the Annual General Meeting

(b) An eligible Member of the ~~Association~~Club may—

(i) nominate himself or herself; or

(ii) with the Member's consent, be nominated by another Member.

(c) Nominations made prior to the Annual General Meeting must be—

(i) in writing;

(ii) on the prescribed form (if any) provided for that purpose; and

(iii) either:

(A) signed by the eligible Member wishing to nominate his or herself to fill the position of the Committee; or

(B) where a Member has been nominated by another Member, signed by both the nominating Member and the nominated eligible Member.

(d) If no nominations are received for a position of the Committee prior to the Annual General Meeting being convened, the Chairperson of the Annual General Meeting must call for nominations to fill that position at the Annual General Meeting.

(e) 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.

~~56.~~55. Election of office holders

(a) At the Annual General Meeting, separate elections must be held for each of the following positions—

(i) President;

(ii) Vice-President;

(iii) Secretary;

(iv) Treasurer; and

(v) a maximum of 8 ordinary Committee Members elected pursuant to rule 56~~57~~.

(b) If only one Member is nominated for the position, the Chairperson of the Annual General Meeting must declare the Member elected to the position.

(c) If, with respect to an election for an Office Bearer position—

(i) 2 Members are nominated for an Office Bearer position, the Chairperson may, at the request of the nominated Members, propose to Members a resolution conducted in accordance with rules 39(a)~~40(a)~~ and 41~~42~~ to approve the appointment of both Members to that Office Bearer position; or

(ii) if 2 or more Members are nominated for an Office Bearer position and a resolution contemplated by rule 55(c)(i)~~56(c)(i)~~ is not passed by the majority of votes, a ballot must be held in accordance with rule 57~~58~~.

(d) For the avoidance of doubt, rule 55(c)~~56(c)~~ does not apply to the election of an ordinary Committee Member.

(e) Subject to rule 1.1.1(a)~~50(b)~~, on the President's election, the new President may take over as Chairperson of the Annual General Meeting.

~~57.~~56. Election of ordinary Members to the Committee

(a) A single election may be held to fill all positions of ordinary Committee Members.

(b) If the number of Members nominated for the position of ordinary Committee 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.

(c) If the number of Members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 57~~58~~.

~~58.~~57. Ballot

(a) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a Member to act as returning officer to conduct the ballot.

(b) The returning officer must not be a Member nominated for the position.

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(c) Before the ballot is taken, each candidate may make a short speech in support of their election.

(d) The election must be by secret ballot or Direct Vote and may be conducted—

(i) electronically via an online anonymous polling platform, or similar technology or software; and

(ii) on the papers.

(e) The returning officer must count each Direct Vote and, for each Member present who as not submitted a Direct Vote, give to the Member either—

(i) an online link to an anonymous polling platform (or access to similar technology or software); or

(ii) a blank piece of paper.

(f) If conducting the secret ballot electronically—

(i) the voting platform must not allow or enable a voter to vote more than once;

(ii) if the ballot is for a single position, the voter must select the candidate whom they wish to vote for on the voting platform; and

(iii) if the ballot is for more than one position, the voter must select the candidate whom they wish to vote for each respective position on the voting platform.

(g) If conducting the secret ballot on the papers—

(i) 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; and

(ii) if the ballot is for more than one position—

(A) the voter must write on the ballot paper:

(1) the name of each candidate for whom they wish to vote; and

(2) the respective position of each candidate whom they wish to vote for; and

(B) the voter must not write the names of more candidates than the number to be elected.

(h) If a secret ballot is conducted electronically in a manner that does not comply with rule 57(f)~~58(f)~~:

(i) those votes which do not comply with rule 57(f)~~58(f)~~ will not be counted; and

(ii) the returning officer may require that the secret ballot be conducted again in a manner that complies with this rule 57~~58~~, in which case all votes will be considered illegitimate and will not be counted.

(i) Ballot papers that do not comply with rule 57(g)~~58(g)~~ are not to be counted.

(j) Each ballot paper, online poll, or Direct Vote on which the name of a candidate has been written or chosen counts as one vote for that candidate.

(k) 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.

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(l) If the returning officer is unable to declare the result of an election under rule 57(k)~~58(k)~~ because 2 or more candidates received the same number of votes, the returning officer must—

(i) in circumstances where 2 candidates for an Office Bearer position receive the same number of votes, and at the request of the 2 candidates, propose to Members a resolution conducted in accordance with rules 39(a)~~40(a)~~ and 41~~42~~ to approve the appointment of both Members to that Office Bearer position; or

(ii) in circumstances where—

(A) 2 or more candidates for an Office Bearer position received the same number of votes, and a resolution contemplated by rule 57(l)(i)~~58(l)(i)~~ is not passed by the majority of votes; or

(B) 2 or more candidates seeking appointment as ordinary Committee Members received the same number of votes,

the returning officer must—

(C) conduct a further election for the position in accordance with rules 57(d)~~58(d)~~ to 57(k)~~58(k)~~ to decide which of those candidates is to be elected; or

(D) 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.

(m) For the avoidance of doubt, rule 57(l)(i)~~58(l)(i)~~ does not apply to the election of an ordinary Committee Member.

(n) The decision of the returning officer on any matter relating to the election of Committee Members is final and no appeal shall be made in respect of that decision.

~~**59. Effect of 2 Member appointments**~~

~~(a) If 2 Members are elected to an Office Bearer position pursuant to rules 56(c)(i) or 58(l)(i), then both Members are granted the right to exercise the powers of, and are required to fulfil the obligations of, that position as determined by these rules and may do so jointly and severally.~~

~~(b) For the avoidance of doubt, the appointment of 2 Members to an Office Bearer position pursuant to rules 56(c)(i) or 58(l)(i) will—~~

~~(i) result in both appointed Members being considered an individual Committee Member for the purposes of satisfying the Quorum requirements for Committee Meetings in accordance with rule 68; and~~

~~(ii) confer upon both appointed Members separate and distinct voting rights, such that each Member has the right to exercise their own vote at Committee Meetings.~~

~~60.~~58. Term of office

(a) Subject to rule 58(c)~~60(c)~~ and rule 59~~61~~, a Committee Member holds office until the positions of the Committee are declared vacant at the next Annual General Meeting.

(b) A Committee Member may be re-elected.

(c) A General Meeting of the ~~Association~~Club may—

(i) by Special Resolution remove a Committee Member from office; and

(ii) elect an eligible Member of the ~~Association~~Club to fill the vacant position in accordance with this Division.

(d) A Member who is the subject of a proposed Special Resolution under rule 58(c)(i)~~60(c)(i)~~ may make representations in writing to the Secretary or President of the ~~Association~~Club (not exceeding a reasonable length) and may request that the representations be provided to the Members of the ~~Association~~Club.

(e) The Secretary or the President may give a copy of the representations to each Member of the ~~Association~~Club or, if they are not so given, the Member may require that they be read out at the General Meeting at which the Special Resolution is to be proposed.

~~61.~~59. Vacation of office

(a) A Committee Member may resign from the Committee by written notice addressed to the Committee.

(b) A person ceases to be a Committee Member if the person—

(i) ceases to be a Member of the ~~Association~~Club; or

(ii) fails to attend 3 consecutive Committee Meetings (other than special or urgent Committee Meetings) without leave of absence under rule 70~~72~~ or without reasonable excuse for such absence; or

(iii) otherwise ceases to be a Committee Member by operation of section 78 of the Act.

Note

A Committee Member may not hold the office of Secretary if they do not reside in Australia.

~~62.~~60. Filling casual vacancies

(a) The Committee may appoint an eligible Member of the ~~Association~~Club to fill a position on the Committee that—

(i) has become vacant under rule 59~~61~~; or

(ii) was not filled by election at the last Annual General Meeting.

(b) If the position of Secretary becomes vacant, the Committee must appoint a Member to the position within 14 days after the vacancy arises.

(c) Rule 58~~60~~ applies to any Committee Member appointed by the Committee under rules 60(a)~~62(a)~~ and 60(b)~~62(b)~~.

(d) The Committee may continue to act despite any vacancy in its membership.

Division 4—Meetings of Committee

~~63.~~61. Meetings of Committee

(a) The Committee must meet at least 4 times in each year at the dates, times and places determined by the Committee.

(b) The date, time and place of the first Committee Meeting must be determined by the Members of the Committee as soon as practicable after the Annual General Meeting of the ~~Association~~Club at which the Members of the Committee were elected.

(c) Special Committee Meetings may be convened by the President or by any 4 Members of the Committee.

(d) The Chairperson of meetings of the Committee shall be determined in accordance with rule 4950.

64.62. Notice of Committee Meetings

(a) Notice of each Committee Meeting must be given to each Committee Member no later than 7 days before the date of the Committee Meeting.

(b) Notice may be given of more than one Committee Meeting at the same time.

(c) The notice must state the date, time and place of the Committee Meeting.

(d) If a special Committee Meeting is convened, the notice must include the general nature of the business to be conducted.

(e) The only business that may be conducted at the Committee Meeting is the business for which the meeting is convened.

65.63. Urgent Committee Meetings

(a) In cases of urgency, a Committee Meeting can be held without notice being given in accordance with rule 6264 provided that as much notice as practicable is given to each Committee Member by the quickest means practicable.

(b) Any resolution made at the urgent Committee Meeting must be passed by an Absolute Majority of the Committee.

(c) The only business that may be conducted at an urgent Committee Meeting is the business for which the urgent Committee Meeting is convened.

66.64. Procedure and order of business

(a) The procedure to be followed at a Committee Meeting must be determined from time to time by the Committee.

(b) The order of business may be determined by the Committee Members present at the Committee Meeting.

67.65. Use of technology

(a) A Committee Meeting may be held by the use of technology that allows Committee Members to clearly and simultaneously communicate with each other participating Committee Member.

(b) For the purposes of this Part, a Committee Member participating in a Committee Meeting as permitted under rule 65(a)67(a) is taken to be present at the Committee Meeting and, if the Committee Member votes at the Committee Meeting, is taken to have voted in person.

68.66. Quorum

(a) No business may be conducted at a Committee Meeting unless a Quorum is present.

(b) The Quorum for a Committee Meeting is the presence (in person or as allowed under rule 6567) of a majority of the Committee Members holding office.

(c) If a Quorum is not present within 30 minutes after the notified commencement time of a Committee Meeting—

(i) in the case of an urgent Committee Meeting, the urgent Committee Meeting lapses; or

(ii) in any other case, the Committee Meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the date, time and place to which the Committee Meeting is adjourned must be given in accordance with rule 62~~64~~.

~~69.~~67. Voting

(a) On any question arising at a Committee Meeting, each Committee Member present at the meeting has one vote.

(b) A motion is carried if a majority of Committee Members present and voting at the Committee Meeting vote in favour of the motion.

(c) Rule 67(b)~~69(b)~~ does not apply to any motion or question which is required by this Constitution to be passed by an Absolute Majority of the Committee.

(d) If votes are divided equally on a question, the Chairperson of the Committee Meeting has a second or casting vote.

(e) Voting by proxy is not permitted.

~~70.~~68. Conflict of interest

(a) A Committee Member who has a material personal interest in a matter being considered at a Committee Meeting must disclose the Committee Member's position and 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 Committee Meeting; and

(ii) must not vote on the matter.

Note

Under section 81(3) of the Act, if there are insufficient Committee Members to form a quorum because a Member who has a material personal interest is disqualified from voting on a matter, a General Meeting may be called to deal with the matter.

(c) This rule does not apply to a material personal interest—

(i) that exists only because the Committee Member belongs to a class of persons for whose benefit the ~~Association~~Club is established; or

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

~~71.~~69. Minutes of Committee Meeting

(a) The Committee must ensure that minutes are taken and kept of each Committee Meeting.

(b) The minutes must record the following—

(i) the names of the Committee Members in attendance at the Committee Meeting;

(ii) the business considered at the Committee Meeting;

(iii) any resolution on which a vote is taken and the result of the vote; and

(iv) any material personal interest disclosed under rule 68~~70~~.

~~72.~~70. Leave of absence

(a) The Committee may grant a Committee Member leave of absence from Committee Meetings for a period not exceeding 3 months.

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(b) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Committee Member to seek the leave in advance.

PART 6—FINANCIAL MATTERS

~~73.~~71. Source of funds

The funds of the ~~Association~~Club may be derived from joining fees, annual subscriptions, applicable levies, donations, fundraising activities, grants, interest and any other sources approved by the Committee.

~~74.~~72. Management of funds

(a) The ~~Association~~Club must open an account with a financial institution from which all expenditure of the ~~Association~~Club is made and into which all of the ~~Association~~Club's revenue is deposited.

(b) Subject to any restrictions imposed by a General Meeting of the ~~Association~~Club, the Committee may approve expenditure on behalf of the ~~Association~~Club.

(c) The Committee may authorise the Treasurer to expend funds on behalf of the ~~Association~~Club (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.

(d) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 Committee Members.

(e) All funds of the ~~Association~~Club must be deposited into the financial account of the ~~Association~~Club no later than 5 working days after receipt.

(f) Despite rule 72(a)~~74(a)~~, the Committee may authorise the Treasurer to maintain a petty cash fund for minor and incidental expenses of the ~~Association~~Club.

(g) The Treasurer must record the withdrawal or deposit of an amount from the petty cash fund at the time of the transaction.

~~75.~~73. Financial records

(a) The ~~Association~~Club must keep financial records that—

(i) correctly record and explain its transactions, financial position and performance; and

(ii) enable financial statements to be prepared as required by the Act.

(b) The ~~Association~~Club must retain the financial records for 7 years after the transactions covered by the records are completed.

(c) The Treasurer must keep in the Treasurer's custody, or under the Treasurer's control—

(i) the financial records for the current Financial Year; and

(ii) any other financial records as authorised by the Committee.

~~76.~~74. Financial statements

(a) For each Financial Year, the Committee must ensure that the requirements under the Act relating to the financial statements of the ~~Association~~Club are met.

(b) Without limiting rule 74(a)~~76(a)~~, those requirements include—

(i) the preparation of the financial statements;

(ii) if required, the review or auditing of the financial statements;

(iii) the certification of the financial statements by the Committee;

(iv) the submission of the financial statements to the Annual General Meeting of the ~~Association~~Club; and

(v) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS

~~77.~~75. Common seal

(a) The ~~Association~~Club may have a common seal.

(b) If the ~~Association~~Club has a common seal—

(i) the name of the ~~Association~~Club must appear in legible characters on the common seal;

(ii) a document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of 2 Committee Members; and

(iii) the common seal must be kept in the custody of the Secretary.

~~78.~~76. Registered address

The registered address of the ~~Association~~Club is—

(a) the address determined from time to time by resolution of the Committee; or

(b) if the Committee has not determined an address to be the registered address—the postal address of the Secretary.

~~79.~~77. Notice requirements

(a) Any notice required to be given to a Member or a Committee Member under this Constitution may be given—

(i) by handing the notice to the Member personally;

(ii) by sending it by post to the Member at the address recorded for the Member on the register of Members; or

(iii) by email or facsimile transmission.

(b) Rule 77(a)~~79(a)~~ does not apply to notice given under rule 63~~65~~.

(c) Any notice required to be given to the ~~Association~~Club or the Committee may be given—

(i) by handing the notice to a ~~Member of the~~ Committee Member;

(ii) by sending the notice by post to the registered address;

(iii) by leaving the notice at the registered address; or

(iv) if the Committee determines that it is appropriate in the circumstances—

(A) by email to the email address of the ~~Association~~Club or the Secretary; or

(B) by facsimile transmission to the facsimile number of the ~~Association~~Club.

~~80.~~78. Custody and inspection of books and records

(a) Members may, on request, inspect free of charge any of the following—

(i) the register of Members;

(ii) the minutes of General Meetings; and

(iii) the minutes of Committee Meetings

Note

See note following rule 17 for details of access to the register of Members.

(b) The Committee may refuse to permit a Member to inspect records of the ~~Association~~Club that relate to confidential, personal, employment, commercial or legal matters, or where to do so may be prejudicial to the interests of the ~~Association~~Club.

(c) Where any of the documents described at rule 78(a)~~7880(a)~~ contains confidential, personal, employment, commercial or commercially sensitive information, or information regarding legal matters, the Committee is authorised to, and has the power to, redact the documents to the extent necessary to protect the confidential, personal, employment, commercial or commercially sensitive information, or information regarding legal matters.

(d) The Committee must, on request, make available, or provide copies of, this Constitution to Members and applicants for membership free of charge.

(e) Subject to rule 78(b)~~7880(b)~~, a Member has the right to view the minutes of the committee meetings which will be made available to all member via the Membership Portal on the Club website. ~~may make a copy of any minutes of General Meetings and the AssociationClub may charge a reasonable fee for provision of these records.~~

~~81.~~79. Indemnity

(a) Pursuant to section 87 of the Act, all Committee Members of the ~~Association~~Club, shall be indemnified out of the property and assets of the ~~Association~~Club against any liability incurred in good faith by the Committee Member in the course of performing his or her duties.

~~82.~~80. Winding up and cancellation

(a) The ~~Association~~Club may be wound up voluntarily by Special Resolution.

(b) Subject to the Act and any court order made under section 133 of the Act, the surplus assets of the ~~Association~~Club must not be distributed to any Members or former Members of the ~~Association~~Club. and instead shall be given to a body that has similar Purposes to the ~~Association~~Club and which is not carried on for the profit or gain of its individual Members.

(c) The body to which the surplus assets are to be given must be decided by Special Resolution.

~~83.~~81. Alteration of Constitution

This Constitution may only be altered by Special Resolution of a General Meeting of the ~~Association~~Club.

Note

An alteration of this Constitution does not take effect unless or until it is approved by the Registrar.

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