

RULES

OF

Women Sport Australia Incorporated

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STATEMENT OF PURPOSE

We are the peak independent body for women and girls in sport in Australia, dedicated to making sport equitable for all.

Vision:

To create equity for girls and women in sport, until we reach the point where this is a given rather than a goal.

Mission:

- Gender pay equity and a living wage for all elite female athletes
- Equal access to sporting facilities and amenities for women and girls both on and off the field
- Equal media time and space for women and men's sports

Aims:

We aim to promote and encourage more women and girls to participate in all aspects of sport and active recreation through:

ADVOCACY & RELATIONSHIPS

- We are connected and engage with the decision makers to help influence change.
- We have a strong and connected community of members who value our programs and services.

PROGRAMS & EVENTS

- Our tailored programs and events have an enduring impact for sport and those involved.

PROFILE

- We strive to ensure women in sport are celebrated and promoted, regardless of the sport.
- We are aligned with partners who champion gender equality.

ORGANISATIONAL SUSTAINABILITY

- We are a financially sustainable organisation, underpinned by good governance.

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SECTION 1. NAME

1(1) The name of the Association is Women Sport Australia Incorporated.

SECTION 2. INTERPRETATION AND DEFINITIONS

2(1) In these Rules, a word or expression that is not defined in these rules, but is defined in the Act, has, if the context permits, the meaning given by the Act.

2(2) These Rules replace the model rules under the Act.

2(3) If any provision in these Rules or any phrase contained in them is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of these rules or affecting the validity or enforceability of that provision in any other jurisdiction.

2(4) In these Rules, any amendment hereto and in any Regulations made in accordance with the provisions hereof, unless the contrary intention appears, these words shall have the following meanings:

Act

Means the Associations Incorporation Reform Act 2012 (Vic) (and includes any regulations made under the Act) unless the contrary intention appears.

Association

Means Women Sport Australia Incorporated.

Board

Means the Board of Directors of the Association constituted in accordance with Section 7.

CEO

Means the Chief Executive Officer.

Chief Executive Officer

Means the person employed by the Association to conduct the affairs of the Association and implement its policy.

Director

Means a member of the Board in accordance with Section 6.

General Meeting

Means a general meeting of the members of the Association convened in accordance with Section 5 and includes an Annual General Meeting, a Special General Meeting and a disciplinary appeal meeting.

Intellectual Property

Means all rights or goodwill subsisting in copyright, business names, names, trade marks, logos, designs, trade secrets, knowhow, equipment, images (including photographs, videos or films), or service marks relating to the Association or any event conducted, promoted or administered by the Association, whether present or future.

Member

Means a member of the Association approved under Section 4 .

Ordinary Resolution

Means a resolution passed at a General Meeting by a simple majority of those members present and entitled to vote and includes proxies.

President

Means the President for the time being appointed as the president in accordance with Section 6.

Regulations

Means the regulations, rules and bylaws made by the Board under Section 11.

Rules

Means these Rules of the Association and includes the Statement of Purpose of the Association.

Secretary

Means the person appointed for the time being by the Board to as the secretary, in accordance with Section 7.

Special Resolution

Means a resolution passed by not less than three-quarters of those Members voting at a General Meeting, whether in person or by proxy.

SECTION 3. POWERS

3(1) The Association has the power:

- (a) To purchase or acquire in fee simple or on lease any real or personal estate or any interest in or licence in respect thereof for the purposes of the Association;
- (b) To erect or improve or alter any buildings for the purposes of the Association and to furnish and maintain the same;
- (c) To invest or otherwise deal with the moneys of the Association not immediately required upon such security and in such manner as may from time to time be determined;
- (d) To borrow or raise and give security for money by the issue of any bonds, debentures, bills of exchange, promissory notes or other obligations or securities or by the mortgage or charge over all or any part of the property of the Association and to purchase, redeem or pay off such obligations and securities or any of them;
- (e) To draw, make, accept, endorse, discount, execute and issue bills of exchange and other negotiable and transferable instruments including by electronic means;

- (f) To employ and remove staff on a full time or part time basis;
- (g) To produce, develop, create, licence and otherwise exploit, use and protect Intellectual Property;
- (h) To print and publish any material by any means the Association may think desirable for the promotion of its purposes;
- (i) To enter into arrangements with any government or authority that are incidental or conducive to the attainment of its purposes and the exercise of powers of the Association;
- (j) To take such steps in person or in writing, by public meeting or otherwise as may from time to time be deemed appropriate in meeting the Association's purposes;
- (k) To make charges for services and facilities provided by the Association;
- (l) To take and effect insurance or seek, obtain and in its discretion act on, any professional advice necessary or appropriate;
- (m) Subscribe to, become a member of, or cooperate with any other organisation whose objects are similar to those of the Association;
- (n) To do all such things as are incidental or conducive to the attainment of the Association's purposes.

3(2) The powers contained in 3(1)(a) - (n) shall be vested in the Board unless otherwise specified within these Rules.

SECTION 4. MEMBERSHIP

4(1) Members

The Members shall comprise:

- (a) Individual Members;
- (b) Organisation Members;
- (c) Life Members; and
- (d) Honorary Members.

4(2) Unlimited membership

Membership shall be unlimited in number.

4(3) Individual Members

Individual Members means any individual over the age of 18 years, who is approved as a member of the Association pursuant to this Section.

4(4) Organisation Members

Organisation Members means any organisation which is approved as member of the Association pursuant to this Section.

4(5) Life Members

Life Member means any person who:

- (a) is nominated to the Board by two Members, with support, by way of rationale, service and other factors influencing the nomination, in writing from the nominators (neither of whom may be the nominee) not less than two calendar months prior to the General Meeting at which the nomination will be considered.
- (b) Is recommended by the Board to be approved as a Life Member, being someone who has rendered distinguished service to the Association, and the principles for which it stands, where such service is deemed to have assisted the advancement of women and girls in sport, as a player, administrator or otherwise;
- (c) Is approved as a Life Member by a Special Resolution at a General Meeting; and
- (d) Accepts the life membership in writing.

4(6) Honorary Members

Honorary Member means any person, organisation or institution who:

- (a) Is deemed by the Board to provide benefit to the Association and is approved by the Board as an Honorary Member; and
- (b) accepts the honorary membership in writing.

The membership shall expire at the end of the financial year for which the membership is granted.

4(7) New Membership

- (a) An individual or organisation becomes an Individual Member or an Organisation Member respectively if the individual or organisation:
 - i. supports the purposes of the Association;
 - ii. takes the Association Pledge as available from time to time on the Association website;
 - iii. agrees to comply with these Rules; and
 - iv. the Board approves the Member.

4(8) Process

- (a) An individual or organisation who applies to be an Individual Member or Organisation Member shall be considered and voted on by the Board. If the majority of Directors present vote to accept the applicant as a Member, the applicant must be accepted.
- (b) The Secretary will advise the applicant in writing of the outcome of their application.
- (c) A person becomes a Member of the Association and is entitled to exercise the rights of membership from the date that the Board approves the membership. Membership continues until the Member resigns or is taken to have resigned or has their membership terminated in accordance with this clause 4.

4(9) Ceasing membership

The membership of a person ceases on resignation, termination or death.

4(10) A Member may resign by notice in writing to the Association. A Member is taken to have resigned if:

- (a) The Member's membership fees (if any) are in arrears for at least four months; or
- (b) The Secretary has made a written request to the Member to confirm that he or she wishes to remain a Member and the Member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a Member.

4(11) Membership Termination by Board

The Board may terminate a Member's membership if the Member:

- (a) Is convicted of an indictable offence; or
- (b) Does not comply with any of the provisions of these Rules; or
- (c) Conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association.

4(12) Voting Rights of Members

Each Member shall be entitled to one (1) vote at each General Meeting.

4(13) Registered Address

Every Member shall inform the Association of an address, which must be an electronic address, to which notices intended for such Member may be addressed. Such address shall be known as the registered address of the Member.

4(14) Register of Members

The Secretary shall keep and maintain a register in which shall be entered (as a minimum):

- (a) The name and address for service given by the Member and class of membership of each Member;
- (b) The date of becoming a Member; and
- (c) For each former Member, the date of ceasing to be a Member;

Having regard to confidentiality considerations and privacy laws, the Register shall be open for inspection (but not copying) at all reasonable times by any Member who previously applies to the Secretary for such inspection.

4(15) Fees

- (a) Any annual membership fees payable by Members of the Association (which may be different for different classes of membership), and the time for and manner of payment, shall be determined by the Board from time to time.
- (b) The Board 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 annual subscription; or
 - ii. a pro rata annual subscription based on the remaining part of the financial year; or
 - iii. a fixed amount determined from time to time by the Association.

- (c) The rights of a Member (including the right to vote) who has not paid any applicable annual subscription upon joining are suspended until the subscription is paid.

4(16) Creation of New Classes

The Board has the right and power to create new classes of membership with such rights, privileges and obligations as are determined applicable, even if the effect of creating the new class is to alter the rights, privileges and obligations of an existing class of membership.

SECTION 5. GENERAL MEETINGS

5(1) Annual General Meetings

The Board must convene an Annual General Meeting of the Members which shall be held within five months after the end of the Association's previous financial year. The business at such meeting shall include:

- (a) consideration of the minutes of the last Annual General Meeting and of any Special General Meeting held since then;
- (b) consideration of the Board's Annual Report on the activities of the Association during the preceding financial year;
- (c) the Financial Statements covering the affairs of the Association for the preceding financial year submitted by the Board in accordance with the Act;
- (d) election of Directors of the Association; and
- (e) any other business of which notice has been given in accordance with these Rules.

5(2) Notice

At least fourteen (14) days written notice of any General Meeting shall be given to each Member.

5(3) Special General Meetings

- (a) Any General Meeting of the Association, other than an Annual General Meeting or a disciplinary appeal meeting, is a Special General Meeting.
- (b) The Board may convene a Special General Meeting whenever it thinks fit.
- (c) No business other than that set out in the notice under rule 5 (5) may be conducted at the meeting.

5(4) Special General Meeting held at request of Members

- (a) The Board must convene a Special General Meeting if a request to do so is made in accordance with 5 (4) (b) by at least 20 Members.
- (b) A request for a Special General Meeting must:
 - (i) be in writing; and
 - (ii) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (ii) include the names and signatures of the Members requesting the meeting; and
 - (iv) be given to the Secretary.

- (c) 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.
- (d) A Special General meeting convened by Members under rule 5 (4) (c):
 - (i) must be held within 3 months after the date on which the original request was made; and
 - (ii) may only consider the business stated in that request.
- (e) The Association must reimburse all reasonable expenses incurred by the Members convening a Special General Meeting under 5 (4) (c).

5(5) Notice of General Meetings

- (a) The Secretary (or, in the case of a Special General Meeting convened under rule 5 (4) (c), the Members convening the meeting) must give to each Member:
 - (i) at least 21 days notice of a General Meeting if a Special Resolution is to be proposed at the 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 meeting; and
 - (ii) indicate the general nature of each item of business to be considered at the meeting; and
 - (iii) if a Special Resolution is to be proposed—
 - (a) state in full the proposed resolution; and
 - (b) state the intention to propose the resolution as a Special Resolution; and
 - (iv) comply with **rule 5(12) (f)**.

5(6) Casting Vote

In the event of a tied vote the Chairperson of the meeting may exercise a casting vote.

5(7) Chief Executive Officer

In the event that the Association appoints a Chief Executive Officer, she/he shall not be entitled to vote at a meeting of the Members, even if she/he is a Member.

5(8) Use of technology

- (a) 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.
- (b) For the purposes of this Rule, a Member participating in a General Meeting as permitted under this Rule is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

5(9) Quorum and adjournment

- (a) Quorum for a General Meeting shall be the presence of 10 Members entitled to vote.
- (b) If a quorum is not present within 30 minutes after the time fixed for a General Meeting called other than on request of the members of the Board, the meeting is to be adjourned to a day, time and place decided by the Board. 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.
- (c) If, at an adjourned meeting, a quorum under (a) is not present within 30 minutes after the time fixed for the meeting, the Members present form a quorum.
- (d) Any General Meeting may be adjourned by Ordinary Resolution of the meeting.
- (e) In this rule, 'Member' includes a person attending as a proxy.

5(10) Chair

At all General Meetings the chair shall be taken by the President, or if not available by the Deputy President . In the event of the absence or refusal to act of the President and Deputy President, the Members present in person (but not including proxies) shall elect a chairperson.

5 (11) Voting Procedure at General Meeting

Subject to these rules, at each General Meeting

- (a) Each question, matter or resolution must be decided by a majority of votes (except in the case of a Special Resolution);
- (b) Each Member who is entitled to vote has one vote only and in the event the votes are equal, the chairperson has a casting vote as well as a primary vote.
- (c) A Member is not entitled to vote at a General Meeting if the Member's annual subscription, if any, is in arrears at the date of the meeting;
- (d) Voting may be by show of hands unless at least 20% of the Members present and entitled to vote demand a secret ballot, in which case the voting on the original motion shall be by secret ballot;
- (e) If a secret ballot is held, the Chairperson must appoint two persons to conduct the secret ballot in the way the Chairperson decides (which may include that only these members physically present or present by proxy may vote in the secret ballot).

5 (12) Proxies

- (a) A Member may appoint another Member as his or her proxy to vote and speak on his or her behalf at a General Meeting.
- (b) the member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- (c) A Member attending the meeting may hold a maximum of three (3) proxy votes, apart from the Chairperson, Deputy Chairman and Secretary who may hold as many as directed.

- (d) An instrument appointing a proxy must be in writing, in the form approved by the Board, and signed by the Individual member or an authorised office bearer of an Organisation member.
- (e) A completed proxy must be given to the Secretary prior to the commencement of the meeting or adjourned meeting.
- (f) Notice of a general meeting given to a Member must:
 - (i) state that the Member may appoint another Member as a proxy for the meeting; and
 - (ii) include a copy of any form that the Board has approved for the appointment of a proxy.
- (g) 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.

5 (13) Minutes of General Meeting

- (a) The Board must ensure that minutes are taken and kept of each General Meeting.
- (b) The minutes must record the business considered at the 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 meeting;
 - (ii) proxy forms given to the Chairperson of the meeting;
 - (iii) the financial statements submitted to the Members);
 - (iv) the certificate signed by two Directors certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (v) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

SECTION 6. APPOINTMENT & ELECTION OF DIRECTORS

6 (1) Composition of Board

The composition of the Board shall be:

- (a) 8 Directors who shall be elected under 6(4); and
- (b) Up to 3 independent Directors who may be invited onto the Board by reason of their demonstrated expertise in a relevant area, in accordance with 6(3).

The Secretary shall be entitled to notice of, attend, participate in and debate at, all meetings of the Board. The Secretary may be a Director and be entitled to vote unless she/he is an employee of the Association, in which case she/he shall not be a Director and shall not be entitled to vote.

Qualifications

Each Director must provide details of the skills they bring to the Board when nominating as a Director. Subject to the nominees having the appropriate qualification, nominations shall be open to any Individual member.

6 (2) President

- (a) The President shall be the nominal head of the Association and will act as Chairperson of any Board meeting at which she/he is present, except in relation to any matter for which the President is a nominee, or where a conflict of interest exists. If the President is not present, or is unwilling or unable to preside, the Deputy President shall preside. In the event that the Deputy President is unwilling or unable to preside, the remaining Board members shall appoint one of their number to preside as Chairperson for that meeting only.
- (b) The President shall be appointed in accordance with these rules for a term of 2 years, with a maximum 6 consecutive years or three terms in office.
- (c) Subject to these Rules, the Board is entitled to fill a casual vacancy in the office of President (whether caused by the President's resignation or otherwise) with another person from within the Board. The Board position consequently vacated shall be treated as another casual vacancy. A casual vacancy in the President's role can only be filled until the next AGM.

6 (3) Independent Directors

- (a) The Board may by resolution, immediately on commencement of their term and having regard to the needs and requirements of the Association at that time, invite up to 3 independent Directors, with demonstrated expertise in a relevant area to serve as Independent Directors.
- (b) If any invitee accepts, their term shall commence on appointment. If any invitee rejects the invitation, such further invitations may be issued as are appropriate to fill the available positions.
- (c) The term of appointment will be at least until the next Annual General Meeting and up to a maximum of 2 years and is at the discretion of the Board.
- (d) No Independent Director shall serve more than 3 consecutive terms of office.
- (e) Rule 6(4) is not applicable to Independent Directors.

6 (4) Directors

- (a) This rule does not apply to Independent Directors.
- (b) The Directors shall be elected in accordance with these rules for a term of 2 years, with a maximum of six consecutive years or three terms in office.
- (c) Nominations for the positions of Director shall be called for by the Secretary no later than 45 days prior to the AGM. When calling for nominations, the Secretary shall provide details of the necessary qualifications and job description as determined by the Board from time to time.
- (d) Nominations must be in writing, on the prescribed form if provided, signed by a nominator and seconder who shall be Individual or Organisation Members of the

Association, and certified by the nominee expressing her/his willingness to accept the position for which she/he is nominated.

- (e) Nominations must be received by the Secretary at least 21 days prior to the AGM and shall be advised to Members entitled to receive notice of the AGM, under Section 5, with the agenda for that meeting.
- (f) The elections shall be by preferential ballot and shall be by secret ballot on papers prepared by the Secretary.
- (g) If at the start of the meeting there are insufficient nominations for the positions, nominations may be taken from the floor of the meeting.
- (h) The continuing members of the Board may act despite a casual vacancy on the Board.
- (i) However if the number of Directors is less than the number required for a quorum, the continuing members may act only to increase the number of Directors to the number
- (j) Subject to these Rules, the Directors are entitled to fill a casual vacancy in the office of Director (whether caused by the Director's resignation or otherwise) with another person who can provide the required skills on the Board. Any casual vacancy can only be filled for the remainder of the Director's term under these rules.

6 (5) Portfolios

If the Board considers it appropriate, in order to further the objects and purposes of the Association, it may allocate Directors to specific portfolios, with specific responsibilities, as determined in the discretion of the Board. The Directors' skills and knowledge will be considered in allocation of portfolios and where a skills/knowledge gap is identified the Board will seek to address this through mechanisms available in these Rules.

6(6) Right to Co-opt

The Board shall have the right to co-opt any person with appropriate experience or expertise to assist the Board on such matters and terms as the Board thinks fit. Any person so co-opted shall act in an advisory role only, and shall not have the rights of a Director.

6(7) Executive

The Board shall elect from within the Directors a President, Deputy President and Treasurer at the first meeting of the Board following the Annual General Meeting each year.

The Board shall appoint a Secretary who may be a Director, or who may be external to the Board, and who may be an employee of the Association.

The Board shall also appoint a person to undertake the duties of Public Officer as required by legislation. This person must be a resident of Victoria.

The President, Deputy President, Treasurer and Secretary, if a Director, shall form the Executive Committee which shall meet from time to time, with the Secretary to progress any matter as required between Board meetings and report on such matters to the Board. The President shall act as Chairperson. A quorum to conduct an Executive Committee meeting shall be 3.

6(8) Duties of President

The President shall act as Chairperson and shall assume the following duties:

- (a) To preside and chair all Board and General Meetings of the Association to see that business is conducted in a proper manner;
- (b) To generally oversee the well being and purposes of the Association; and
- (c) To attend all meetings of the Association and of the Board and vote as a member thereof, and if he/she should preside as the chair he/she may exercise a deliberative as well as a casting vote.

6(9) Duties of Deputy President

The duties of the Deputy President shall be:

- (a) In the absence of the President to perform those duties required of the Chairperson by these Rules; and
- (b) to perform such other duties as the President of the Board may from time to time require.

6(10) Secretary

The duties of the Secretary are:

- (a) to cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Board Meeting and General Meeting to be entered in a book to be open for inspection at all reasonable times by any Member who applies for that inspection;
- (b) as soon as practical following a meeting of the Board to forward the minutes of such meeting to the Directors and such other persons as the Board may from time to time determine;
- (c) to conduct correspondence and to take charge of all documents and papers belonging to the Association;
- (d) perform any other duty or function imposed on the Secretary by these Rules;
- (e) any duty or function required under the Act to be performed by the secretary of an incorporated association; and
- (f) To give to the Registrar notice of his or her appointment within 14 days after the appointment.

If a vacancy happens in the office of Secretary, the Board must ensure a Secretary is appointed within one (1) month of the vacancy occurring.

The Board may appoint and remove the Association's Secretary at any time.

6 (11) Duties of Treasurer

The duties of the Treasurer shall be:

- (a) To overview that proper accounting and other records are kept in accordance with the Act, and to maintain the care and control of the Association's books of account;
- (b) To overview implementation of Board approved financial policies and procedures;
- (c) To overview production of:

- i. Financial statements for each Board meeting, and at any other time requested by the Board;
 - ii. Record of all moneys received and disbursed since the presentation of the last previous statement and record;
 - iii. Bank statements and cheque books as required by the Board;
 - iv. Annual financial statements for the financial year then last past for presentation to Members at the Annual General Meeting; and
 - v. Annual budgets for the Association; and
- (d) To delegate such of her/his powers and authorities as she/he may think is fit, to any person, save and except the authority to countersign cheques on behalf of the Association.

6 (12) Duties of Directors

- (a) As soon as practicable after being elected or appointed to the Board, each Director must become familiar with these Rules and the Act.
- (b) The Board is collectively responsible for ensuring that the Association complies with the Act and that individual directors comply with these Rules.
- (c) Directors must exercise their powers and discharge their duties with reasonable care and diligence.
- (d) Directors must exercise their powers and discharge their duties—
 - (i) in good faith in the best interests of the Association; and
 - (ii) for a proper purpose.
- (e) Directors and former Directors 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.
- (f) In addition to any duties imposed by these Rules, a Director must perform any other duties imposed from time to time by resolution at a General Meeting.

6 (13) President and Deputy-President

- (a) Subject to (b), the President or, in the President's absence, the Deputy President is the Chairperson for any General Meetings and for any Board meetings.
- (b) If the President and the Deputy-President are both absent, or are unable to preside, the Chairperson of the meeting must be:
 - (i) in the case of a General Meeting—a Member elected by the other Members present; or
 - (ii) in the case of a Board meeting—a Director elected by the other Directors present.

6 (14) Vacation of office of director

The office of a becomes vacant if the Director:

- (a) resigns her/his office in writing to the Association;
- (b) ceases to be a Member of the Association;
- (c) dies;
- (d) becomes bankrupt or makes any arrangement of composition with his creditors generally;
- (e) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (f) fails to attend 3 consecutive board meetings (other than special or urgent board meetings) without the consent of the Board;
- (g) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his/her interest;
- (h) is removed by Special Resolution at a General Meeting; or
- (i) would be prohibited from being a Director of a corporation under the Corporations Act.

A Director has no right of appeal against his/her removal from office under this clause.

For the purpose of 6(14)(h) above, where a General Meeting is called to determine whether a Director is to be removed:

- (a) A Director who is the subject of a proposed Special resolution under 6(14)(h) may make representations in writing to the Secretary or President (not exceeding a reasonable length) and may request that the representations be provided to the Members.
- (b) The Secretary or the President may give a copy of the representations to each Member or, if they are not so given, the director may require that they be read out at the meeting at which the Special Resolution is to be proposed.

SECTION 7. BOARD

7(1) Calling of Board Meetings

At least seven (7) clear days written notice of all Board Meetings shall be given to each member of the Board. In cases of urgency, a meeting can be held without this notice being given provided that as much notice as practicable is given to each Director by the quickest means practicable.

7(2) Board Meetings

The Board shall meet at least six (6) times a year at a time and place to be determined by the Board. Subject to these rules, the Board may adjourn and otherwise regulate its meetings as it thinks fit. The business at Board Meetings shall include:

- (a) Consideration and confirmation of the minutes of the last previous Board Meeting;
- (b) Receiving the Treasurer's report;
- (c) Receiving other reports as may be presented by the Officers and sub-Committees of the Association; and
- (d) General Business

7(3) Powers of the Board

The administration and management of the affairs of the Association are vested in the Board which in addition to the powers expressly conferred by this Section, shall act in accordance with the objects of these Rules and in line with policies as laid down by the Members.

Without prejudice to, or limitations of its general powers, the Board shall have the following powers:

- (a) To purchase or otherwise acquire for the Association any real or personal property, rights or privileges;
- (b) To appoint, and at its discretion remove or suspend, solicitors, bankers, clerks, agents, service providers or servants for permanent, temporary or special service for the Association and to determine their duties and fix their salaries;
- (c) On behalf of, and in the name of the Association, to institute, conduct, defend, compound or abandon any legal proceedings concerning the affairs of the Association;
- (d) To administer the finances of the Association, receive donations and other funds, and to invest and order the disbursement of the funds of the Association;
- (e) To make, vary or repeal Regulations, not inconsistent with these rules, for the internal management of the Association;
- (f) To appoint sub-Committees and to delegate to such sub-Committees such powers as are relevant to their duties and functions;
- (g) To cause the Association to become affiliated with such other Associations or bodies as the Board shall think fit;
- (h) To appoint delegates to such other organisations or bodies as the Board shall think fit;
- (i) To delegate such of its powers and authorities as it may think fit to any person;
- (j) To do all such things as may be necessary to carry into effect any resolution passed at any General Meeting of the Association; and
- (k) To appoint and/or co-opt, and at its discretion remove or suspend, consultants providing specific services for the Board.

7(5) Delegation of powers

- (a) The Board may delegate such duties and functions, with such powers, as it determines fit. The Board may create, establish or appoint from members, or other individuals or entities, such sub-committees or key committees or Boards as it determines necessary to pursue its objects. These entities exercising delegated powers have the right to co-opt persons with appropriate expertise, experience and knowledge, subject to the Boards right of veto in respect of that person.
- (b) The Board cannot delegate its power to delegate or its obligations and functions under the law, these rules or resolution of a General Meeting.
- (c) The Board will determine the duration of the delegation and may revoke wholly or in part any delegation made under this rule, and may amend or repeal any decision made by such entity under this rule.
- (d) The Board may exercise its right to appoint certain Directors to an entity exercising delegated powers and to determine how the Chairperson will be identified.

- (e) The procedures for any entity exercising delegated power shall, subject to these rules and with any necessary or incidental amendment, be the same as those applicable to the Board. The entity exercising delegated powers shall make decisions in accordance with the objects and purposes of the Association and shall promptly provide the Association with details of all material decisions and shall provide any other reports, minutes and information as the Association may require from time to time.

7(6) Quorum

- (a) No business may be conducted at a Board meeting unless a quorum is present.
- (b) The quorum for a Board meeting is the presence (in person or as allowed under rule 7 (7)) of a majority of the Directors holding office.
- (c) If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting:
 - (i) in the case of a special meeting—the meeting lapses;
 - (ii) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be.

7(7) Use of technology

- (a) A Director who is not physically present at a Board meeting may participate in the meeting by the use of technology that allows that Director and the Directors present at the meeting to clearly and simultaneously communicate with each other.
- (b) A Director participating in a Board meeting as permitted under subrule (a) is taken to be present at the meeting and, if the Director votes at the meeting, is taken to have voted in person.

7(8) Conflicts of Interest:

- (a) A Director 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.
- (b) The Director:
 - (i) Must not be present while the matter is being considered at the meeting; and
 - (ii) Must not vote on the matter.

7(9) Chairperson

- (a) The President shall act as Chairperson of any Board meeting at which she/he is present. If the President is not present, or is unwilling or unable to preside, the Deputy President shall preside.
- (b) If neither the President nor Deputy President is present or willing to act, the Board shall elect a Chairperson for that meeting only.

7(10) Voting

- (a) Each Director present at any Board Meeting shall have one vote on any question before the Meeting except the Chairperson who shall in addition to her/his deliberative vote be entitled to a casting vote in the event of there being an equality of votes. A motion is carried if a majority of Board members present at the meeting vote in favour of the motion.
- (b) The Secretary shall not be entitled to vote at meetings of the Board if she/he is not a director or is employed by the Association.
- (c) Voting shall be by show of hands in all cases unless otherwise provided for by these Rules or unless a vote is passed requiring that a ballot be taken on any question. Voting by proxy is not permitted.

7(11) Minutes of meetings

- (a) The Secretary shall cause to be kept, and to be distributed, minutes of all Board and sub-committee meetings. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Board or sub-committee meeting shall be signed by the Chair of that meeting or the Chair of the next succeeding Board Meeting verifying their accuracy. These minutes shall not be available to Members.
- (b) The minutes must record the following:
 - (i) The names of the Directors in attendance at the meeting;
 - (ii) The business considered at the meeting;
 - (iii) Any resolution on which a vote is taken and the result of the vote; and
 - (iv) Any material personal interest disclosed under rule 7(8).

7(12) Resolutions of Board without meeting

- (a) A written resolution signed or assented to in hard copy or by electronic communication by all Directors present in Australia, shall be as valid and effectual as if it had been passed at a Board meeting duly convened and held. Any such resolution may consist of several documents in like form each signed or assented to by 1 or more of the Directors.
- (b) Without limiting the power of the Board to regulate their meetings as they think fit, a meeting of the Board may be held where 1 or more of the Directors is not physically present at the meeting, provided that:
 - All persons participating in the meeting are able to communicate with each other effectively simultaneously and instantaneously whether by telephone or other electronic means;
 - In the event that a failure of communications prevents the above condition being satisfied by that number of Directors which constitutes a quorum, and none of such Directors are present at the place where the meeting is deemed by virtue of the further provisions of this rule to be held, then the meeting shall be suspended until the condition above can be satisfied again. If the condition is not satisfied within 15 minutes, the meeting shall be deemed to have been terminated.
 - Any meeting held where 1 or more of the Directors is not present shall be deemed to be held at the place specified in the Notice of Meeting, provided that a Director is present at that place. If no Director is present at that place, the meeting shall be deemed to be held at the place where the Chairperson of the meeting is located.

SECTION 8. CHIEF EXECUTIVE OFFICER

8(1) Appointment

A Chief Executive Officer may be appointed by the Board in accordance with the powers of these Rules. The terms of the appointment shall remain confidential as between the CEO and the Board.

8(2) Relationship with Board

The CEO shall be responsible to the Board.

8(3) Broad power to manage

Subject to the Act, these rules, the regulations and any policy directive of the Board, the CEO has power to perform all such things as appear necessary or desirable for the proper management and administration of the Association. No resolution passed by the Association in general meeting shall invalidate any prior act of the CEO or the Board which would have been valid if that resolution had not been passed.

8(4) Duties

The duties of the CEO shall be:

- (a) to administer the activities of the Association in line with the delegations and position description as determined by the Board;
- (b) Within approved budget, to employ such office personnel as are deemed necessary from time to time on such terms and conditions as the CEO determines;
- (c) to manage all other staff either part-time or full-time as may be employed by the Association from time to time; and
- (d) to do such other things as she/he may be instructed to do by the Board or is required to do by these Rules.

SECTION 9. RECORDS AND FINANCE

9(1) Secretary to keep records

The Secretary shall cause to be established and maintained, proper records and minutes concerning all transactions, business, meetings and dealings of the Association and Board, and shall produce these as appropriate at each Board or General Meeting.

9(2) Records kept

Proper accounting and other records shall be kept in accordance with the Act. The books of account shall be kept in the care and control of the Treasurer. The Association shall retain such records for 7 years after the completion of the transactions or operations to which they relate.

9(3) Custody of documents

The Board shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

9(4) Inspection of books and records

- (a) Members may on request inspect free of charge—
 - (i) the register of Members;
 - (ii) the minutes of General Meetings;
 - (iii) subject to subrule (ii), the financial records, books, securities and any other relevant document of the Association, including minutes of Board meetings.
- (b) 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.
- (c) The Board must on request make copies of these rules available to Members and applicants for membership free of charge.
- (d) Subject to subrule (b), a Member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (e) For purposes of this rule— **relevant documents** means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following:
 - (i) its membership records;
 - (ii) its financial statements;
 - (iii) its financial records;
 - (iv) records and documents relating to transactions, dealings, business or property of the Association.

9(5) **Funds**

The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Board determines.

9(6) **Not-for-Profit**

The income and property of the Association however derived shall be used and applied solely in promotion of its objects and in the exercise of its powers, and no portion shall be distributed directly or indirectly to any Member of the Association except as bona fide compensation for services rendered or expenses, as approved by the Board, incurred on behalf of the Association.

9(7) **Receipt of Moneys**

Moneys due to the Association may be received by the President, Secretary or Treasurer, or such other person as the Board may direct. If received by any person other than the Treasurer, they shall be handed to the Treasurer or any other person as the Board may direct on behalf of the Treasurer as soon as possible after receipt. All moneys received by others on behalf of the Treasurer shall be banked within a reasonable time of receipt by her/him with the Associations' Bankers.

9(8) Payments

All payments by cheque, electronic funds transfer or any other means, shall be signed by any two of the President, Secretary, Treasurer or other Director authorised from time to time by the Board. All expenditure shall be approved or ratified at a Board Meeting. The Treasurer may also make payments from the petty cash account in accordance with procedures approved by the Board. All payments must be supported by adequate documentation.

9(9) Membership Fees

The membership financial year commences 1 July and ends on 30 June each year. Membership fees to apply each year shall be determined by the Board from time to time.

9(10) Availability of Accounts

The Secretary shall make the annual financial statements available to all Members.

9(11) Audit

At the end of every financial year the accounts of the Association may be examined and the correctness thereof ascertained by an auditor. Any auditor appointed shall also ascertain the correctness of statements and balance sheets to be presented by the Treasurer to the Annual General Meeting and shall certify the correctness or incorrectness thereof in writing to the Board and shall present to the Board a report on the books and accounts of the Association.

9(12) Financial Year

The financial year of the Association shall close on 30 June each year.

SECTION 10. INTERPRETATION AND ALTERATION

10(1) Interpretation of Rules and Regulations

The Board shall have the power to interpret this Constitution and any Regulations made under it. The decision of the Board on any question of interpretation can only be changed by Special Resolution at a General Meeting.

10(2) Alteration of Rules and Regulations

Subject to the provisions of the Act, these Rules may be amended, rescinded or added to from time to time by Special Resolution carried at any General Meeting

SECTION 11. REGULATIONS

11(1) Board to formulate regulations

The Board may formulate, issue, adopt, interpret and amend such Regulations for the proper advancement, management and administration of the Association, the advancement of the objects of the Association and women and girls sport, as it thinks necessary or desirable. Such regulations must be consistent with the Statement of Purpose and these Rules and any policy directives of the Board.

Any Regulations made hereunder may also be varied or repealed by Special Resolution of the Board provided that written notice of motion to make, vary or repeal any such Regulation shall have been given to the Board at least fourteen (14) days before the date fixed for the meeting at which it is proposed to make, vary or repeal such Regulation.

11(2) Regulations binding

All regulations made under this section shall be binding on the Association.

11(3) Regulations deemed applicable

All rules, by-laws and regulations of the Association and in force at the date of approval of the Rules, insofar as such are not inconsistent with, or have been replaced by, these Rules, shall be deemed to be Regulations under this rule.

11(4) Bulletins binding on Members

Amendments, alterations, interpretations or other changes to Regulations may be advised to Members by means approved by the Board and prepared and issued by the Secretary and shall be binding on all Members.

SECTION 12. DISSOLUTION

12(1) Wind up by special resolution

The Association may be wound up voluntarily by Special Resolution.

12 (2) Distribution of Property

If upon the dissolution or winding up of the Association there remains after the satisfaction of all its debts and liability any property whatsoever, the same shall not be paid to, or distributed amongst the Members of the Association. Such property shall be given or transferred to some other Association or institution having objects similar, wholly or in part, to the objects of the Association and which shall prohibit the distribution of its or their income and property among its or their Members. Alternatively, the property may be given or transferred to some charitable object or objects as determined by the Members by Special Resolution at or before the time of dissolution or winding up. In default thereof, in so far as effect cannot be given to such determination, then such payment or distribution shall be determined by a Judge of the Supreme Court of Victoria.

SECTION 13. PATRON

13(1) Patron

The Board at its discretion may appoint a patron, or patrons, for such term as it thinks fit.

SECTION 14. INDEMNITY

14(1) Directors to be indemnified

(a) Every Director, officer or agent of the Association shall be indemnified out of the property or assets of the Association, against any liability incurred by her/him in their

capacity as Director, officer or agent, in defending any proceedings, whether civil or criminal, in which judgement is given in her/his favour, or in which she/he is acquitted.

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

SECTION 15. GRIEVANCES AND MEDIATION

15 (1) Application of grievance procedure

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

- (a) A Member and another Member;
- (b) A Member and the Board: or
- (c) A Member and the Association.

15 (2) Parties to attempt to resolve dispute

The parties to the dispute must attempt to resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

15 (3) Unresolved dispute

If the parties are unable to resolve the dispute within the time required by subrule (2) above, then the parties must, within 10 days, notify the Board of the dispute, and hold a meeting in the presence of a mediator.

15 (4) Appointment of mediator

- (a) The mediator must be-
 - (i) A person chosen by agreement between the parties; or
 - (ii) In the absence of agreement:
 - (a) in the case of a dispute between a Member and another Member, a person appointed by the Board; or
 - (b) in the case of a dispute between a Member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria.
- (b) The mediator may be a Member.

(c) The mediator cannot be a Member who is a party to the dispute.

15 (5) Mediate in good faith

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

15 (6) Conduct by mediator

The mediator, in conducting the mediation, must:

- (a) Give the parties to the mediation process every opportunity to be heard; and
- (b) Allow due consideration by all parties of any written statement submitted by any party; and
- (c) Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

15 (7) No determination by mediator

The mediator must not determine the dispute.

15 (8) Other options

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

SECTION 16. DISCIPLINARY ACTION

16 (1) Grounds for taking disciplinary action

The Association may take disciplinary action against a Member in accordance with this Section 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.

16 (2) Disciplinary subcommittee

- (a) If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a Member, the Board must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the Member.
- (b) The members of the disciplinary subcommittee:
 - (i) May be Directors, Members or anyone else; but
 - (ii) Must not be biased against, or in favour of, the Member concerned.

16 (3) Notice to Member

- (a) Before disciplinary action is taken against a Member, the Secretary must give written notice to the Member:

- (i) Stating that the Association proposes to take disciplinary action against the Member; and
 - (ii) Stating the grounds for the proposed disciplinary action; and
 - (iii) Specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the **disciplinary meeting**); and
 - (iv) Advising the Member that he or she may do one or both of the following:
 - (a) Attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - (b) Give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - (v) Setting out the Member's appeal rights under rule 16(5).
- (b) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

16 (4) Decision of subcommittee

- (a) At the disciplinary meeting, the disciplinary subcommittee must:
 - (i) Give the Member an opportunity to be heard; and
 - (ii) Consider any written statement submitted by the Member.
- (b) After complying with rule 16 (4) (a), the disciplinary subcommittee may:
 - (i) Take no further action against the Member; or
 - (ii) Subject to rule 16 (4) (c):
 - (a) Reprimand the Member; or
 - (b) Suspend the membership rights of the Member for a specified period; or
 - (c) Expel the Member from the Association.
- (c) The disciplinary subcommittee may not fine the Member.
- (d) The suspension of membership rights or the expulsion of a Member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

16 (5) Appeal rights

- (a) A person whose membership rights have been suspended or who has been expelled from the Association under rule 16 (4) may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (b) The notice must be in writing and given:
 - (i) To the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
 - (ii) To the Secretary not later than 48 hours after the vote.
- (c) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Board as soon as practicable, but in any event not later than 21 days, after the notice is received.

- (d) Notice of the disciplinary appeal meeting must be given to each Member who is entitled to vote as soon as practicable and must:
 - (i) Specify the date, time and place of the meeting; and
 - (ii) State:
 - (a) The name of the person against whom the disciplinary action has been taken; and
 - (b) The grounds for taking that action; and
 - (c) 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.

16 (6) Conduct of disciplinary appeal meeting

- (a) At a disciplinary appeal meeting:
 - (i) No business other than the question of the appeal may be conducted; and
 - (ii) The Board must state the grounds for suspending or expelling the Member and the reasons for taking that action; and
 - (iii) The person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (b) After complying with rule 16 (6) (a), the Members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (c) A Member may not vote by proxy at the meeting.
- (d) The decision is upheld if not less than three quarters of the Members voting at the meeting vote in favour of the decision.