

Associations Incorporation Reform Act 2012 (Vic)

Rules of Athletics Victoria Incorporated

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Amendments Register

Version	Date Adopted	Clauses amended	Reason
1.0	29 th July 2015	New Model Rules	to comply with Victorian Legislation changes
2.0	26 th July 2017	Clause 25.1 deleted and replaced with clause 25.1(a) and (b) members	Increase composition of Committee from 8 to 9 where the Committee can appoint to fulfil a skills requirement

Associations Incorporation Reform Act 2012 (Vic)

Rules of Athletics Victoria Incorporated

Part I – Purposes, Powers and Interpretation

1. Name of Association

The name of the Association is *Athletics Victoria Incorporated*.

2. Purposes of Athletics Victoria

Athletics Victoria is the peak body for the administration of the sport of athletics in Victoria. The Purposes for which Athletics Victoria is established and maintained include, but are not limited to the following:

- (a) to manage, administer, promote, encourage and improve athletics in Victoria,
- (b) to promote the economic and community service success, strength and stability of Athletics Victoria, Athletics Australia and athletics,
- (c) to affiliate and otherwise liaise with Athletics Australia, in the pursuit of these Purposes, and
- (d) to use and protect the Intellectual Property.

3. Powers of Athletics Victoria

Athletics Victoria shall have all such powers, rights and privileges conferred on it under the *Associations Incorporation Reform Act 2012 (Vic)* and solely for furthering the attainment of the Purposes of Athletics Victoria.

4. Interpretation

4.1 Definitions

In these rules, unless the contrary intention appears, these words shall have the following meanings:

Accounts Manager means the Member of the Committee nominated to the position of accounts manager from time to time.

Act means the *Associations Incorporations Reform Act 2012 (Vic)* or any other act under which Athletics Victoria may be incorporated from time to time.

Affiliated athletics club means an athletics club or association (whether incorporated, unincorporated or otherwise) which is a member of Athletics Victoria.

Association means Athletics Victoria Incorporated.

Athletics means the sport of athletics and includes track and field athletics, indoor athletics, out of stadium athletic events, competitions, exhibitions and other activities.

Athletics Australia means Athletics Australia Limited, being the national peak body for Athletics in Australia.

Athletics Victoria means Athletics Victoria Incorporated

By-Law means a by-law, regulation or policy made by the Committee under **Rule 32**.

Chief Executive Officer means the person who is appointed under these rules to carry out the duties set out in **Rule 30**.

Committee means the body consisting of Members of the Committee under **Rule 25**

Competitions Manager the Member of the Committee nominated to the position of competitions manager from time to time.

Delegate means the person elected or appointed from time to time by an affiliated athletics club to act for and on behalf of that club and represent that club at general meetings or otherwise.

Financial Year means the year commencing 1 April and ending 12 months later on 31 March in any year. The financial year is thus aligned with the competition cycle.

General Meeting means the annual or any special general meeting of Athletics Victoria.

Independent Official means a person who is registered as an official with Athletics Victoria, who is not a member of an affiliated athletic club.

Individual Member means a registered financial individual member of an affiliated athletic club as defined under **Rule 7.2(c)**

Intellectual Property means all rights or goodwill subsisting in copyright, business names, names, trade marks (or signs), logos, designs, patents or service marks (whether registered or registrable) relating to Athletics Victoria or any event, competition or activity of, or conducted, promoted or administered by Athletics Victoria.

Life Member means an individual upon whom life membership of Athletics Victoria has been conferred under **Rule 7.2(b)**.

Member means a member of Athletics Victoria for the time being as defined in **Part III** of these rules.

Member of the Committee means a member of the Committee elected or appointed in accordance with these rules.

President means the person elected under **Rule 25.2**.

Purposes means the purposes of Athletics Victoria in **Rule 2**.

Registered Individual Member means a registered financial individual member of an affiliated athletic club as defined under **Rule 7.2(c)**

Seal means the common seal of Athletics Victoria and includes any official seal of Athletics Victoria.

Special Resolution means a resolution passed:

- (a) at a general meeting of Athletics Victoria of which 40 days notice, accompanied by notice of intention to propose a resolution as a special resolution, has been given to the members in accordance with these rules, and
- (b) by at least three quarters of votes of those members who, being entitled to vote, vote in person at the meeting.

Sub-Committee means a group of people selected by the Committee for the purpose of fulfilling a delegated function of the Committee as set out in **Rule 31**.

Treasurer means the Member of the Committee nominated to the position of treasurer from time to time.

Vice-President means the person elected under **Rule 25.2** to deputise for the President.

4.2 Interpretation

In these rules:

- (a) a reference to a function includes a reference to a power, authority and duty,
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty,
- (c) words importing the singular include the plural and vice versa,
- (d) words importing any gender include the other gender,
- (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, photograph and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail or mobile short message service (SMS).

4.3 Severance

If any provision of these rules or any phrase contained in them is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable. If the rule or phrase can not be so read down it shall be severed to the extent of the invalidity or unenforceability. Such severance shall not affect the remaining provisions of these rules or affect the validity or enforceability of any provision in any other jurisdiction.

Expressions in Act

Except where the contrary intention appears, in these rules , 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.

Model Rules

The model rules made under the Act are expressly displaced by these rules .

Part II – Association and Affiliate Constitutions

5. Status of Association

5.1 Recognition of Association

Athletics Victoria is a body established in accordance with the *Associations Incorporations Reform Act 2012 (Vic)*, is recognised as a member of Athletics Australia, and is responsible for the management, administration and development of athletics in Victoria. Athletics Victoria may affiliate with other bodies with similar interests and objectives.

6. Affiliate Constitutions

6.1 Compliance of Affiliated Athletics Clubs

The affiliated athletics clubs acknowledge and agree that each of them shall:

- (a) elect or appoint a number, as set out in the By-Laws from time to time, of delegates to represent it at general meetings of Athletics Victoria,
- (b) provide Athletics Victoria with such information as Athletics Victoria may reasonably require including copies of any financial reports and statements, its annual report and other associated documents within 30 days of such request by Athletics Victoria,
- (c) recognise Athletics Victoria as the state peak body for athletics in Victoria,
- (d) generally, have regard to the Purposes,
- (e) be solvent, and
- (f) abide by these rules.

6.2 Constitution of Each Affiliated Athletics Club

- (a) The constituent documents of an affiliated athletics club shall not be in conflict with the Purposes and will conform with these rules, subject to any requirements in the Act, and at least to the extent of:
 - (i) the Purposes,
 - (ii) the structure and membership categories of Athletics Victoria,
 - (iii) recognising Athletics Victoria as the state peak body for athletics in Victoria,
 - (iv) recognising Athletics Victoria as the final arbiter on matters pertaining to athletics in Victoria, including disciplinary proceedings, and
 - (v) such other matters as are required to give full effect to these rules,

with such incidental variations as are required to give full effect to these rules,

- (b) Each affiliated athletics club shall take all reasonable steps necessary to ensure its constituent documents are:
 - (i) in conformity with these rules at least to the extent set out in **Rule 6.2(a)**, and
 - (ii) amended in conformity with future amendments made to these rules,
subject to any prohibition or inconsistency in the Act, and
- (c) upon request, an affiliated athletics club shall provide to Athletics Victoria a copy of its constituent documents and all amendments to these documents.

6.3 *Affiliated Athletics Clubs to Maintain Club Register*

Each affiliated athletics club shall maintain, in a form and with such details as are acceptable to Athletics Victoria, a register of all individual members of that club. Each affiliated athletics club shall provide a copy of the register at a time and in a form acceptable to Athletics Victoria, and shall provide prompt and regular updates of the register to Athletics Victoria when requested.

Part III – Membership

7. Members

7.1 Who is eligible to be a member

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

7.2 Category of Members

The Members of Athletics Victoria shall consist of:

- (a) *Affiliated Athletic Clubs*, who subject to these rules, shall be represented by their delegate/s who shall have the right to attend, debate and vote at general meetings for and on behalf of their club in accordance with these rules;
- (b) *Life Members*, who subject to these rules, may attend general meetings, but have no right to debate or vote at general meetings;
- (c) *Registered Individual Members*, who are persons registered with Athletics Victoria and an affiliated athletics club as:
 - (i) *competitors* to participate in competitions whether conducted by the Athletics Victoria or an affiliated athletic club (*competing eligible athletes*), or
 - (ii) *officials*, to officiate in competition whether conducted by Athletics Victoria or an affiliated athletic club or
 - (iii) *coaches* involved in the coaching of competitors, or
 - (iv) *associates* who may be involved with affiliated athletic clubs, and for each of whom a registration fee has been received by Athletics Victoria for the current financial year.

Subject to these rules, such registered individual members may attend general meetings, but have no right to debate or vote at general meetings;

- (d) *Independent Officials*, who are not members of any affiliated athletic club, who officiate in competition whether conducted by Athletics Victoria or an affiliated athletic club, and for each of whom a registration fee has been received by Athletics Victoria for the current financial year. Subject to these rules, such independent officials may attend general meetings, but have no right to debate or vote at general meetings; and
- (e) such new categories of members, created in accordance with Rule 7.3 below.

7.3 Creation of New Categories

The Committee has the right and power from time to time to create and define new categories of membership. The rights, privileges and obligations as are determined applicable (other than voting rights) shall be set out in the Association's By-Laws from time to time.

7.4 Life Members

Nominations, conditions, obligations and privileges of life membership shall be as set out in the Association's By-Laws from time to time.

8. Affiliated Athletics Clubs and Membership

8.1 Unincorporated Affiliated Athletics Clubs

- (a) For such time as an affiliated athletics club is not incorporated under the Act, the secretary of any such unincorporated affiliated athletics club shall be deemed to be the member (on behalf of that club), and shall be entitled to exercise the same voting and other rights and have the same obligations as incorporated affiliated athletics clubs, to the extent that this is possible.
- (b) Any dispute or uncertainty as to the application of these rules to an unincorporated affiliated athletics club shall be resolved by the Committee in its sole discretion.

8.2 Application for Membership

An application for affiliation by an athletic club or for membership by an independent official (if applicable) must be:

- (a) in writing on the form prescribed from time to time by the Committee, from the applicant or its nominated representative and lodged with Athletics Victoria,
- (b) in the case of an application from an athletic club for membership as an affiliated athletic club, accompanied by such information as the Committee may reasonably request including a copy of the applicant's constitution (which must be in accordance with Rule 6.2) and a register of members,
- (c) accompanied by a declaration that the applicant is solvent, and
- (d) accompanied by the appropriate fee, if any.

8.3 Discretion to Accept or Reject Application

- (a) The Committee of Athletics Victoria may accept or reject an application and shall not be required or compelled to provide any public reason for such acceptance or rejection.
- (b) Where the Committee of Athletics Victoria accepts an application, the applicant shall become a member. Membership of Athletics Victoria shall be deemed to commence upon acceptance of the application by Athletics Victoria, whereupon the Chief Executive Officer shall amend the register referred to in Rule 10.1.
- (c) Where the Committee of Athletics Victoria rejects an application Athletics Victoria shall refund any fees forwarded with the application and the application shall be deemed rejected by Athletics Victoria.

8.4 Membership Renewal

- (a) Affiliated athletics clubs and independent officials (if applicable) must reapply for membership with Athletics Victoria in accordance with the procedures set down by Athletics Victoria in the By-Laws from time to time.
- (b) Upon request by Athletics Victoria, an affiliated athletics club must lodge with Athletics Victoria an updated copy of its rules (including all amendments), provide details of any change in its delegate(s) and provide such other information as reasonably requested by Athletics Victoria.

9. Subscriptions and Fees

- 9.1 The annual membership subscription, fees and any levies payable by members (or any category of members) to Athletics Victoria, shall be as determined by the Committee from time to time. The Committee will also determine the deadlines and methods for such payments.
- 9.2 Any affiliated athletics club or member which or who has not paid all monies due and payable to Athletics Victoria shall (subject to the Committee's discretion) have all rights under these rules immediately suspended from the expiry of the time prescribed for payment of those monies. Such rights will be suspended until such time as the monies are fully paid or otherwise in the Committee's discretion. In the meantime, the club or member shall have no automatic right to resign from Athletics Victoria, and shall be dealt with in the Committee's discretion, which includes the right to expel, suspend, disqualify, fine, discipline or retain that member as a member, or impose such other conditions or requirements as the Committee considers appropriate.

10. Register of Members

10.1 Chief Executive Officer to Keep Register

The Chief Executive Officer shall keep and maintain a register of members in which shall be entered such information as is required under the Act from time to time.

10.2 Inspection of Register

Having regard to privacy considerations, an extract of the register shall be available for inspection (but not copying) by members, upon reasonable request.

11. Effect of Membership

Members acknowledge and agree that:

- (a) these rules constitute a contract between each of the members and Athletics Victoria and they are thereby bound by these rules and the By-Laws,

- (b) they shall comply with and observe these rules and the By-Laws and any determination, resolution or policy which may be made or passed by the Committee or any duly authorised sub-committee,
- (c) by submitting to these rules and the By-Laws they are subject to the jurisdiction of Athletics Victoria,
- (d) these rules are made in pursuit of a common object, namely the mutual and collective benefit of Athletics Victoria, the members and athletics,
- (e) these rules and the By-Laws are necessary and reasonable for promoting the Purposes and particularly the advancement and protection of athletics, and
- (f) they are entitled to all benefits, advantages, privileges and services of membership of Athletics Victoria.

12. Discontinuance of Membership

12.1 Notice of Resignation

Subject to these rules any member which or who has paid all monies due and payable to Athletics Victoria and has no other liability (contingent or otherwise) to Athletics Victoria may resign from Athletics Victoria by giving one (1) month notice in writing to Athletics Victoria of such intention to withdraw or resign and upon the expiration of that period of notice, the member shall cease to be a member. A life member may resign by notice in writing with immediate effect.

12.2 Expiration of Notice Period

Subject to **Rule 12.5** upon the expiration of any notice period applicable under **Rule 12.1**, the date on which a member ceased to be a member shall be recorded in the register.

12.3 Forfeiture of Rights

A member who or which ceases to be a member, for whatever reason, shall forfeit all right in and claim upon Athletics Victoria and its property including intellectual property. Any Athletics Victoria documents, records or other property in the possession, custody or control of that member shall be returned to Athletics Victoria immediately.

12.4 Membership May Be Reinstated

Membership which has lapsed, been withdrawn or terminated under these rules may be reinstated at the discretion of the Committee, on application in accordance with these rules and otherwise on such conditions as the Committee determines.

12.5 Cessation of Membership

Where an affiliated athletics club ceases to be a member in accordance with these rules or the Act, the registered individual members of that affiliated athletics club may cease or remain as registered individual members to the extent (if any) and for such time (if any) as is determined in the sole discretion of the Committee.

13. Discipline of Members and Grievances

13.1 Disciplinary Action

Where the Committee is advised or considers that a member has allegedly:

- (a) breached, failed, refused or neglected to comply with a provision of these rules, the By-Laws or any resolution or determination of the Committee or any duly authorised Sub-Committee, or
- (b) acted in a manner unbecoming of a member or prejudicial to the Purposes and the interests of Athletics Victoria and/or athletics, or
- (c) brought Athletics Victoria or athletics into disrepute,

then the Committee may resolve to commence or cause to be commenced disciplinary proceedings against that member, and that member will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms of Athletics Victoria as set out below.

13.2 Disciplinary Procedures

- (a) A resolution of the Committee under **Rule 13.1** does not take effect unless
 - (i) at a meeting held in accordance with **Rule 13.2 (b)**, the Committee confirms the resolution, and
 - (ii) if the member exercises a right of appeal to Athletics Victoria under this rule, Athletics Victoria confirms the resolution in accordance with this rule.
- (b) A meeting of the Committee to confirm or revoke a resolution passed under **Rule 13.1** must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with **Rule 13.2(c)**.
- (c) For the purposes of giving notice in accordance with **Rule 13.2(b)**, the Chief Executive Officer must, as soon as practicable, cause to be given to the member a written notice:
 - (i) setting out the resolution of the Committee and the grounds on which it is based, and
 - (ii) stating that the member, or his or her representative, may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member, and
 - (iii) stating the date, place and time of that meeting, and
 - (iv) informing the member that he or she may either attend that meeting, or give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution, and
 - (v) informing the member that, if at that meeting, the Committee confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Chief Executive Officer a notice to the

effect that he or she wishes to appeal to Athletics Victoria in a special general meeting against the resolution.

- (d) At a meeting of the Committee to confirm or revoke a resolution passed under **Rule 13.1**, the Committee must:
 - (i) give the member, or his or her representative, an opportunity to be heard, and
 - (ii) give due consideration to any written statement submitted by the member, and
 - (iii) determine by resolution whether to confirm or to revoke the resolution.
- (e) If at the meeting of the Committee, the Committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Chief Executive Officer a notice to the effect that he or she wishes to appeal to Athletics Victoria in a *special general meeting* against the resolution.
- (f) If the member resolves to appeal the resolution then the member must requisition a special general meeting in accordance with the procedures described in **Rule 19.1**.
- (g) At a special general meeting of Athletics Victoria convened under **Rule 13.2(f)**:
 - (i) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution, and
 - (ii) the member, or his or her representative, must be given an opportunity to be heard, and
 - (iii) the members present must vote in accordance with **Rules 21** and **22** on the question whether the resolution should be confirmed or revoked.
- (h) A resolution is confirmed if, at the special general meeting, a majority of the members' votes are in favour of the resolution. In any other case, the resolution is revoked.

13.3 Grievances, Disputes and Mediation

The grievance procedures apply to disputes under these rules between:

- a member and another member, or
- a member and Athletics Victoria.

13.4 Grievance Procedures and Member Protection

- (a) Athletics Victoria will maintain a comprehensive and well-publicised *Member Protection Policy* which will assist members in resolving grievances.
- (b) As part of the Member Protection Policy a suitable person(s) will be designated as Member Protection Officer(s).
- (c) The Member Protection Policy will provide detailed advice concerning the resolution of grievances, and step-by-step procedures to be followed in resolving grievances.
- (d) If a grievance is not resolved by Athletics Victoria's procedures, then the Member Protection Policy will provide advice concerning external agencies that may be helpful to the complainant.

Part IV – General Meetings

14. Delegates

14.1 *Appointment of Delegates*

Each affiliated athletics club shall appoint delegates as set out in **Rule 22** for such term as is deemed appropriate by that club. A delegate must:

- (a) be an registered individual member,
- (b) be appropriately empowered by the appointing affiliated athletics club to consider, make decisions and vote at general meetings, and
- (c) not be a Member of the Committee of Athletics Victoria.

14.2 *Affiliated Athletics Club to Advise*

Each affiliated athletics club shall, at least 24 hours prior to any general meeting, advise in writing the Chief Executive Officer of its appointed delegate/s.

15. General Meetings

- 15.1 An annual general meeting of Athletics Victoria shall be held in accordance with the provisions of the Act and these rules and on a date no later than 31 August in each year and at a venue to be determined by the Committee.
- 15.2 All general meetings other than the annual general meeting shall be *special general meetings* and shall be held in accordance with these rules.

16. *Notice and Agenda of General Meeting*

16.1 *Notice of General Meetings*

- (a) Notice of every general meeting shall be given to the affiliated athletics clubs at either the postal or electronic mail address appearing in the register kept by Athletics Victoria. No other person shall be entitled as of right to receive notices of general meetings.
- (b) Notice of a general meeting shall be given at least 40 days prior to the general meeting and shall specify the place and day and hour of the general meeting.
- (c) The agenda for the general meeting stating the business to be transacted at the general meeting shall be given at least twenty-one (21) days prior to the general meeting, together with any notice of motion received from any affiliated athletics club.

16.2 *Entitlement to Attend General Meeting*

Notwithstanding any other Rule, no member shall be represented at, or take part in a general meeting, unless all monies (set in accordance with **Rule 9**) then due and payable to Athletics Victoria are paid.

16.3 Use of technology

- (a) A member who is otherwise entitled to attend a general meeting that is 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) A member participating in a general meeting as permitted under Rule 16.3(a) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

17. Business

17.1 Business of General Meetings

- (a) The business to be transacted at the annual general meeting includes the consideration of accounts, reports of the Committee (including in relation to the activities of Athletics Victoria during the preceding financial year), the auditor's report and the election of Members of the Committee and life members.
- (b) All business that is transacted at a general meeting, with the exception of those matters set out in **Rule 17.1(a)**, shall be *special business*. Special business is business of which a notice of motion has been submitted in accordance with **Rule 18**.

17.2 Business Transacted

No business other than that stated on the agenda shall be transacted at that meeting.

18. Notices of Motion

All notices of motion for inclusion as special business at a general meeting must be submitted in writing (in the prescribed form) to the Chief Executive Officer not less than twenty-eight (28) days (excluding receiving date and meeting date) prior to the general meeting.

19. Special General Meetings

The Committee may, whenever it believes fit, convene a special general meeting of Athletics Victoria and, where, but for this Rule more than 15 months would elapse between annual general meetings, shall convene a special general meeting before the expiration of that period.

19.1 Requisition of Special General Meetings

- (a) The Committee shall on the requisition in writing of at least 10 affiliated athletics clubs, representing at least 25 votes, as defined in Rule 22, convene a special general meeting.

- (b) The requisition for a special general meeting shall state the object(s) of the meeting, shall be signed by the affiliated athletics clubs making the requisition and be sent to Athletics Victoria. The requisition may consist of several documents in a like form each signed by one (1) or more of the affiliated athletics clubs making the requisition.
- (c) If the Committee does not within 14 days of the receipt of such requisition set a date for a special general meeting and concomitantly provide at least 40 days notice of that special general meeting, then the affiliated athletics clubs making the requisition, or any of them, may convene a special general meeting providing that at least 40 days notice is provided to all affiliated athletics clubs.
- (d) A special general meeting convened by affiliated athletics clubs under these rules shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Committee.

20. Proxies

- 20.1 A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary meeting.
- 20.2 The appointment of a proxy must be in writing and signed by the member making the appointment.
- 20.3 The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- 20.4 If the Committee has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- 20.5 Notice of a general meeting given to a member under rule 16 must:
 - (a) state that the member may appoint another member as a proxy for the meeting; and
 - (b) include a copy of any form that the Committee has approved for the appointment of a proxy.
- 20.6 A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- 20.7 A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

21. Proceedings at General Meetings

21.1 Quorum

No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for general meetings of Athletics Victoria shall be at least 30% of the affiliated athletics clubs entitled to vote and represented at the meeting in person.

21.2 President to Preside

The President of Athletics Victoria shall, subject to these rules, preside as chair at every general meeting of Athletics Victoria. If the President is not present, or is unwilling or unable to preside, then one of the Vice-Presidents shall preside as chair for that meeting only. If a Vice-President is not present, or is unwilling or unable to preside, the Members of the Committee shall choose one of their number present who shall, subject to these rules, preside as chair for that meeting only.

21.3 Adjournment of Meeting

- (a) If within half an hour from the time appointed for the general meeting a quorum is not present the meeting shall be adjourned to such other day and at such other time and place as the chair may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting will lapse.
- (b) The chair may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a general meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (d) Except as provided in **Rule 21.3(c)** it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

21.4 Voting Procedure

At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by the:

- (a) chair, or
- (b) majority of the delegates present.

21.5 Recording of Determinations

Unless a poll is demanded under **Rule 21.4**, a declaration by the chair that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of Athletics Victoria shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

21.6 Where Poll Demanded

If a poll is duly demanded under **Rule 21.4** it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chair directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

21.7 Resolutions at General Meetings

Except where a special resolution is required, all motions or resolutions at general meetings shall be determined by the majority votes (as set out in **Rule 22**). Except as otherwise provided in these rules, in the case of an equality of votes on a question at a general meeting, the chair is entitled to a casting vote in addition to a deliberative vote.

21.8 Minutes

The Chief Executive Officer shall keep minutes of the resolutions and proceedings of each general meeting in books provided for that purpose, together with a record of the names of persons present at all meetings.

22. Voting at General Meetings

Each affiliated athletics club in attendance shall, based on the number of registered members in the previous year, be entitled to the following number of votes at general meetings:

More than 200 registered members	5 votes,
151 to 200 registered members	4 votes,
101 to 150 registered members	3 votes,
51 to 100 registered members	2 votes,
50 or fewer registered members	1 vote.

Also, as provided in Rule 21.7 the Chair of the meeting may have a deliberative vote and a casting vote.

No other member shall be entitled to vote, but shall subject to these rules have, and be entitled to exercise, those rights set out in **Rule 7.2**.

23. Postal Voting

23.1 Postal Ballot

Should an issue arise between general meetings which requires a decision or ratification by affiliated athletics clubs the Committee may call a postal vote in such manner as it considers necessary.

Part V – The Committee

24. Powers Of The Committee

Subject to the Act and these rules the business of Athletics Victoria shall be managed, and the powers of Athletics Victoria shall be exercised, by the Committee. In particular, the Committee as the controlling authority of Athletics Victoria shall be responsible for acting on all issues in accordance with the Purposes and shall operate for the collective and mutual benefit of Athletics Victoria and athletics throughout Victoria. The Committee may seek expert advice from outside the Committee on any matter relating to its responsibilities or operations.

25. Composition Of The Committee

25.1 Committee Composition

- (a) The Committee shall comprise up to nine Members of the Committee of which eight (8) will be elected by the affiliated athletics clubs in accordance with **Rule 26**. The Committee shall not include more than two persons registered with any one affiliated athletics club.
- (b) The Committee may appoint one independent Member of the Committee where the Members do not have the necessary qualifications in accordance with Rule 26.

25.2 President and Vice-President

The position of President and two positions of Vice-President shall be filled by the Committee from amongst the Members of the Committee as soon as practicable after each annual general meeting. The appointees will hold the respective positions until the conclusion of the next annual general meeting following their appointment. Subject to **Rule 26.3**, a Member of the Committee may be re-appointed to the position of President or Vice-President. The President shall normally chair meetings of the Committee and general meetings (subject to the provisions of **Rule 28.7**).

25.3 Portfolios

If the Committee considers it appropriate, in order to further the Purposes, it may allocate Members of the Committee to specific portfolios, with specific responsibilities, as determined in the discretion of the Committee

26. Election of Members of the Committee

26.1 Qualifications for Members of the Committee

- (a) Nominees for Members of the Committee positions on the Committee must meet the qualifications as prescribed from time to time by the Committee and set out in the By-Laws.

- (b) Nominees for Members of the Committee positions on the Committee must declare any position they hold in an affiliated athletics club, including as an office bearer, member of the committee or a paid appointee.

26.2 Election of Members of the Committee

- (a) The Chief Executive Officer shall call for nominations forty days before the date of the annual general meeting. All affiliated athletics clubs shall be notified of the call for nominations.
- (b) Nominations for Members of the Committee must be:
 - (i) in writing,
 - (ii) on the prescribed form (if any) provided for that purpose,
 - (iii) signed by an affiliated athletics club, and
 - (iv) certified by the nominee (who must be a registered individual member) expressing his or her willingness to accept the position for which he or she is nominated.
- (c) Nominations must be received by the Chief Executive Officer at least twenty-eight days prior to the annual general meeting.
- (d) If the number of nominations received for the Committee is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Committee, then those nominated shall be declared elected.
- (e) If the number of nominations exceeds the number of vacancies to be filled, a secret ballot shall be taken in such usual and proper manner as the chair directs.
- (f) The voting shall be conducted by preferential ballot or by such other procedure as is determined by the Committee and communicated to the affiliated athletics clubs.

26.3 Term of Appointment

- (a) Members of the Committee shall be elected in accordance with these rules for a term of three (3) years, which shall commence from the conclusion of the annual general meeting at which the election occurred until the conclusion of the third annual general meeting following.
- (b) The maximum total term a Member of the Committee may serve consecutively on the Committee is nine years (three terms each of three years duration). A member who has previously served on the Committee may, after a gap of at least five years, re-nominate to serve on the Committee. A Member of the Committee may serve a maximum of six years as chair of the Committee (and President of Athletics Victoria).

27. Vacancies of Members of the Committee

27.1 Grounds for Termination of a Member of the Committee

In addition to the circumstances (if any) in which the office of a Member of the Committee becomes vacant by virtue of the Act, the office of a Member of the Committee becomes vacant if that Member of the Committee:

- (a) dies,
- (b) becomes bankrupt or makes any arrangement or composition with his/her creditors generally,
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health,
- (d) resigns his/her office in writing to Athletics Victoria,
- (e) is absent without the consent of the Committee from 2 consecutive meetings of the Committee,
- (f) holds any office of employment within Athletics Victoria,
- (g) without the prior consent or later ratification of the members in general meetings holds any office of profit under Athletics Victoria,
- (h) is directly or indirectly interested in any contract or proposed contract with Athletics Victoria and fails to declare the nature of such interest,
- (i) is removed from office by special resolution under **Rule 28.2**, or
- (j) would otherwise be prohibited from being a director of a corporation under the Corporations Act or is disqualified from office under the Act.

27.2 Removal of a Member of the Committee

- (a) Athletics Victoria in a general meeting may by special resolution remove any Member of the Committee, before the expiration of his/her term of office. If a Member of the Committee is removed in accordance with this Rule the office of the Member of the Committee becomes vacant and shall be filled in accordance with the procedure set out in **Rule 27.3**.
- (b) Where a Member of the Committee who is the subject of a proposed resolution referred to in **Rule 27.2(a)** makes representations in writing to the Chief Executive Officer and requests that such representations be notified to the members, the Chief Executive Officer may send a copy of the representations to each affiliated athletics club or, if they are not so sent, the Member of the Committee may require that they be read out at the meeting, and the representations shall be so read.

27.3 Casual Vacancies

If a position on the Committee becomes vacant, then that position shall be filled until the next annual general meeting by appointment by the Committee. In conjunction with the next annual general meeting, an election will be held to fill the vacated position for the remainder of that position's term.

27.4 Remaining Members of the Committee May Act

In the event of a casual vacancy or vacancies in the office of a Member of the Committee, the remaining Members of the Committee may act but, if the number of remaining Members of the Committee is not sufficient to constitute a quorum at a meeting of the Committee, they may act only for the purpose of increasing the number of Members of the Committee to a number sufficient to constitute such a quorum.

28. Meetings of the Committee

28.1 The Committee to Meet

The Committee shall meet no less than six times per year and otherwise as often as is deemed necessary for the dispatch of business and may adjourn and, subject to these rules, otherwise regulate its meetings as it thinks fit. The Chief Executive Officer shall, on the requisition of three (3) Members of the Committee, convene a meeting of the Committee within twenty-one (21) days.

28.2 Decisions of the Committee

Subject to these rules, resolutions or motions arising at any meeting of the Committee shall be decided by a majority of votes and all resolutions or motions so decided shall for all purposes be deemed a determination of the Committee. All Members of the Committee shall have one vote on any question. The chair shall also have a casting vote in addition to a deliberative vote where voting is equal.

28.3 Resolutions Not In Meeting

- (a) A resolution in writing, signed or assented to by telegram, cablegram, radiogram, facsimile, telex, electronic mail or other form of visible or other electronic communication by all the Members of the Committee shall be as valid and effectual as if it had been passed at a meeting of Member of the Committee duly convened and held. Any such resolution may consist of several documents in like form each signed or assented to by one (1) or more of the Members of the Committee.
- (b) Without limiting the power of the Committee to regulate its meetings as it thinks fit, a meeting of the Committee may be held where one (1) or more of the Members of the Committee is not physically present at the meeting, provided that:
 - (i) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously, whether by means of telephone or other form of communication,
 - (ii) notice of the meeting is given to all the Members of the Committee entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Committee and such notice specifies that Members of the Committee are not required to be present in person,
 - (iii) in the event that a failure in communications prevents condition (i) from being satisfied by that number of Members of the Committee

which constitutes a quorum, and none of such Members of the Committee 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 condition (i) is satisfied again. If such condition is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated, and

- (iv) any meeting held where one (1) or more of the Members of the Committee is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Member of the Committee is there present and if no Member of the Committee is there present the meeting shall be deemed to be held at the place where the chair is located.

28.4 Quorum

At meetings of the Committee the number of Members of the Committee whose presence (or participation under **Rule 28.3**) is required to constitute a quorum is a minimum of five (5) Members of the Committee.

28.5 Notice of Committee Meetings

Unless all Members of the Committee agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence) not less than seven (7) days' oral or written notice of the meeting of the Committee shall be given to each Member of the Committee by the Chief Executive Officer. The agenda shall be forwarded to each Member of the Committee not less than two (2) days prior to such meeting.

28.6 Validity of Committee Decisions

A procedural defect in decisions taken by the Committee shall not result in such decision being invalidated.

28.7 Chair of the Committee Meeting

The President appointed under **Rule 25.2** shall preside at every meeting of the Committee. If the President is not present, or is unwilling or unable to preside, one of the Vice-Presidents shall preside as chair for that meeting only. If neither Vice-President is present, or if neither is willing nor able to preside, the Members of the Committee shall choose one (1) of their number to preside as chair for that meeting only.

28.8 Minutes

The Chief Executive Officer shall keep minutes of the resolutions and proceedings of each Committee and Sub-Committee meeting in books provided for that purpose, together with a record of the names of the Members of the Committee present at all meetings.

29. Conflicts

29.1 Members of the Committee's Interests

A Member of the Committee is disqualified by holding any place of profit or position of employment in Athletics Victoria, any affiliated athletics club or in any company or incorporated association in which Athletics Victoria is a shareholder or otherwise interested or from contracting with Athletics Victoria either as vendor, purchaser or otherwise except with express resolution of approval of the Committee. Any such contract or any contract or arrangement entered into by or on behalf of Athletics Victoria in which any Member of the Committee is in any way interested will be voided for such reason.

29.2 Conflict of Interest

A Member of the Committee shall declare his/her interest in any:

- (a) contractual matter,
- (b) selection matter,
- (c) disciplinary matter, or
- (d) financial matter,

in which a conflict of interest arises or may arise, and shall, unless otherwise determined by the Committee, absent him/herself from discussions of such matter and shall not be entitled to vote in respect of such matter. If the Member of the Committee votes in respect of such matter, the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Member of the Committee to absent him/herself from discussions and refrain from voting, the issue should be immediately determined by vote of the Committee, or if this is not possible, the matter shall be adjourned or deferred.

29.3 Disclosure of Interests

The nature of the interest of such Member of the Committee must be declared by the Member of the Committee at the meeting of the Committee at which the contract or other matter is first taken into consideration if the interest then exists or in any other case at the first meeting of the Committee after the acquisition of the interest. If a Member of the Committee becomes interested in a contract or other matter after it is made or entered into the declaration of the interest must be made at the first meeting of the Committee held after the Member of the Committee becomes so interested.

29.4 General Disclosure

A general notice that a Member of the Committee is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under **Rule 29.3** as regards such Member of the Committee and the said transactions. After such general notice it is not necessary for such Member of the Committee to give a special notice relating to any particular transaction with that firm or company.

29.5 Recording Disclosures

It is the duty of the Chief Executive Officer to record in the minutes any declaration made or any general notice given by the Member of the Committee in accordance with **Rule 29.3** and **29.4**.

30. Chief Executive Officer

30.1 Appointment of Chief Executive Officer

The Chief Executive Officer shall be appointed by the Committee for such term and on such conditions as it thinks fit. The Chief Executive Officer, subject to resolution of the Committee shall be entitled to notice of, attend and participate in debate at, all meetings of the Committee, but shall have no entitlement to vote.

30.2 Chief Executive Officer to Act as Secretary

The Chief Executive Officer shall act as and carry out the duties of secretary (and unless prohibited by law), public officer of Athletics Victoria and shall administer and manage Athletics Victoria in accordance with these rules and any directions of the Committee.

30.3 Office of Chief Executive Officer becomes vacant

In addition to the circumstances (if any) in which the Chief Executive Officer may be removed from office pursuant to the terms of their appointment as determined by the Committee in accordance with Rule 30.1 the Chief Executive Officer vacates office if the Chief Executive Officer:

- (a) resigns by written notice addressed to the Committee;
- (b) is removed from office by special resolution;
- (c) dies;
- (d) becomes insolvent under administration;
- (e) becomes a represented person within the meaning of the Guardianship and Administration Act 1986;
- (f) ceases to reside in Australia; or
- (g) a statutory manager is appointed under section 116 of the Act to conduct the affairs of the Association.

30.4 If office of Chief Executive Officer becomes vacant

If the office of Chief Executive Officer becomes vacant in accordance with Rule 30.3 and another Chief Executive Officer has not been appointed within 14 days after the vacancy arises, the Committee must, within 14 days of the vacancy arising, appoint a Member of the Committee to act as secretary until a new Chief Executive Officer is elected or appointed in accordance with Rule 30.1.

30.5 Specific Duties

The Chief Executive Officer shall:

- (a) as far as practicable attend all Committee meetings and general meetings,
- (b) prepare the agenda for all Committee meetings and all general meetings,
- (c) record and prepare minutes of the proceedings of all meetings of the Committee and Athletics Victoria, and
- (d) report regularly on the activities of, and issues relating to, Athletics Victoria.

30.6 Broad Power to Manage

Subject to the Act, these rules, the By-Laws and any directive of the Committee, the Chief Executive Officer has the power to perform all such things as are considered necessary or desirable for the proper management and administration of Athletics Victoria.

30.7 Chief Executive Officer May Employ

The Chief Executive Officer, in consultation with the Committee, may employ such office personnel as are deemed necessary from time to time and such appointments shall be for such period and on such conditions as determined by the Chief Executive Officer.

Part VI – Miscellaneous

31. Delegations

31.1 *The Committee May Delegate Functions to Sub-Committees*

The Committee may by instrument in writing create or establish or appoint from among its own members, the members, or otherwise, Sub-Committees to carry out such duties and functions, and with such powers, as the Committee determines.

31.2 *Delegation by Instrument*

The Committee may in the establishing instrument delegate such functions as are specified in the instrument, other than:

- (a) this power of delegation, and
- (b) a function imposed on the Committee by the Act or any other law, or these rules.

31.3 *Delegated Function Exercised in Accordance with Terms*

A function, the exercise of which has been delegated under this Rule may, whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

31.4 *Procedure of Delegated Entity*

- (a) The procedures for any Sub-Committee established shall, with any necessary or incidental amendment, be the same as those applicable to meetings of the Committee under **Rule 28**. The quorum shall be determined by the Sub-Committee, but shall be no less than the majority of the total number of Sub-Committee members.
- (b) A Member of the Committee designated by the Committee and/or the Chief Executive Officer shall be *ex-officio* members of any Sub-Committee so appointed.
- (c) Within seven (7) days of any meeting of any Sub-Committee, the Sub-Committee shall send a copy of the minutes and any supporting documents to the Chief Executive Officer.

31.5 *Delegation May Be Conditional*

A delegation under this Rule may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the delegation.

31.6 *Revocation of Delegation*

The Committee may by instrument in writing, revoke wholly or in part any delegation made under this Rule, and may amend, repeal or veto any decision made by a Sub - Committee under this Rule where such decision is contrary to these rules, the By-Laws, the Act, the Purposes or the terms of the delegation.

32. By-Laws and Policies

32.1 *The Committee to Formulate By-Laws*

The Committee may formulate, approve, issue, adopt, interpret and amend such by-laws, regulations and policies (*By-Laws*) for the proper advancement, management and administration of Athletics Victoria, the advancement of the Purposes and athletics as it thinks necessary or desirable. Such By-Laws must be consistent with these rules and the Act. .

32.2 *By-Laws Binding*

All By-Laws made under this Rule shall be binding on Athletics Victoria and members.

32.3 *By-Laws Deemed Applicable*

All by-laws, regulations and policies of Athletics Victoria in force at the date of the approval of these rules under the Act insofar as such by-laws, regulations and policies are not inconsistent with, or have been replaced by these rules, shall be deemed to be By-Laws under this Rule.

32.4 *Notices Binding on Members*

Amendments, alterations, interpretations or other changes to By-Laws shall be advised to affiliated athletics clubs by means of notices approved by the Committee and prepared and issued by the Chief Executive Office. Affiliated athletics clubs shall be obliged to draw such notices to the attention of their respective members. Notices are binding upon all members.

32.5 *Committee to Formulate Policies*

The Committee will be responsible for the formulation of various policies. Policies will be developed in order to provide guidance for all members of Athletics Victoria. New policies will be developed as required.

33. Records and Accounts

33.1 *Chief Executive Officer to Keep Records*

The Chief Executive Officer shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of Athletics Victoria and the Committee and shall produce these as appropriate at each Committee meeting or general meeting.

33.2 *Records Kept in Accordance with Act*

Books, documents, securities and proper accounting and other records shall be kept in accordance with the Act, generally accepted accounting principles and/or any applicable code of conduct. All such records and the books of accounts shall be kept in the care and control of the Chief Executive Officer.

33.3 *Association to Retain Records*

Athletics Victoria shall retain such records for seven (7) years after the completion of the transactions or operations to which they relate.

33.4 Committee to Submit Accounts

The Committee shall submit to the annual general meeting the accounts of Athletics Victoria in accordance with the Act.

33.5 Management of funds

- (a) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (b) Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- (c) The Committee may authorise the President or the Chief Executive Officer to expend funds on behalf of the Association (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, electronic fund transfers and other negotiable instruments must be signed by two of the President, Chief Executive Officer, Treasurer, Accounts Manager and Operations Manager.
- (e) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- (f) With the approval of the Committee, the President or the Chief Executive Officer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

33.6 Inspection of records

- (a) Members may on request inspect the register of members, the minutes of general meetings, and subject to Rule 33.6(b) the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meeting free of charge. A member may make a copy of any of the records they are permitted to inspect and the Association may charge a reasonable fee for provision of a copy of such a record.
- (b) The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

- (c) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.

34. Auditor

A properly qualified auditor or auditors shall be appointed and the remuneration of such auditor or auditors fixed by the Committee. The auditor's duties shall be regulated in accordance with the Act, or if no relevant provisions exist under the Act, in accordance with generally accepted auditing standards and/or any applicable codes of conduct.

35. Notice

35.1 Manner of Notice

- (a) Notices may be given by the Chief Executive Officer to any member by sending the notice by post or facsimile transmission or by electronic mail, to the member's registered address, facsimile number or electronic mail address.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing and posting the notice. Service of the notice is deemed to have been effected two (2) days after posting.
- (c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to or received at the facsimile number to which it was sent.
- (d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.

35.2 Notice of General Meeting

Notice of every general meeting shall be given in the manner authorised and to the persons entitled to receive notice under these rules.

35.3 Notice to Registered Individual Members

Notice to registered individual members (where appropriate or required) shall be deemed given by notice being given in accordance with these rules to the affiliated athletics club of that registered individual member.

36. Seal

36.1 Safe Custody of Seal

The Chief Executive Officer shall provide for safe custody of the Seal.

36.2 Affixing Seal

The Seal shall only be used by authority of the Committee and every document to which the seal is affixed shall be signed by two (2) Members of the Committee or a Member of the Committee and the Chief Executive Officer.

36.3 Member of the Committee's Interest

A Member of the Committee may not sign a document to which the seal of Athletics Victoria is fixed where the Member of the Committee is interested in the contract or arrangement to which the document relates.

37. Alteration of Rules

37.1 These rules shall not be altered except by special resolution.

37.2 In addition, there shall be no alteration or amendments to **Rules 39 or 40** without the consent of the relevant Minister or other authority under the Act.

38. Indemnity

38.1 Members of the Committee to be indemnified

Every Member of the Committee, auditor, manager, employee or agent of Athletics Victoria shall be indemnified to the extent provided under the Members of the Committee and officers insurance policy of Athletics Victoria against any liability incurred by him/her in his/her capacity as Member of the Committee, auditor, manager, employee or agent in defending any proceedings, whether civil or criminal, in which judgment is given in his/her favour or in which he/she is acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to him/her by the Court.

38.2 Association to Indemnify

Athletics Victoria shall indemnify its Members of the Committee and employees to the extent provided under the Members of the Committee and officers insurance policy of Athletics Victoria against all damages and costs (including legal costs) for which any such Member of the Committee or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:

- (a) in the case of a Member of the Committee performed or made whilst acting on behalf of and with the authority, express or implied of Athletics Victoria, and
- (b) in the case of an employee, performed or made in the course of, and within the scope of his/her employment by Athletics Victoria.

39. Winding Up

39.1 *Winding Up of Athletics Victoria*

Subject to this **Rule 39**, Athletics Victoria may be wound up in accordance with the provisions of the Act.

39.2 *Liability of Members*

The liability of the members of Athletics Victoria is limited.

39.3 *Members' Contributions*

In the event of Athletics Victoria being wound up, every affiliated athletics club undertakes to contribute up to \$1.00 to the assets of Athletics Victoria for payment of the debts and liabilities of Athletics Victoria and the costs, charges and expenses of winding up and for an adjustment of the rights of contributors among themselves. This undertaking applies to former affiliated athletics clubs within one year of ceasing to be an affiliated athletics club.

39.4 *Distribution of Property on Winding Up*

If upon winding up or dissolution of Athletics Victoria there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the members of Athletics Victoria but shall be given or transferred to some body or bodies having objects similar to the Purposes and which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on Athletics Victoria by these rules and which is also not carried on for profit and which is similarly exempt (or entitled to be exempt) from income tax. Such body or bodies are to be determined by the members of Athletics Victoria at or before the time of dissolution, and in default thereof by such judge of the relevant Supreme Court or such other court as may have or acquire jurisdiction in the matter.

40. Authority to Trade

Athletics Victoria is authorised to trade in accordance with the Act.

41. Source of Funds

The funds of Athletics Victoria may be derived from annual membership subscriptions, fees and levies payable by members, donations, grants, sponsorships and such other sources as the Committee determines.

42. Application of Income

42.1 *Income and Property Applied to Purposes*



The income and property of Athletics Victoria shall be applied solely towards the promotion of the Purposes.

42.2 No Income to Members

Except as prescribed in these rules or by resolution of the Committee:

- (a) no portion of the income or property of Athletics Victoria shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any member, and
- (b) no remuneration or other benefit in money or money's worth shall be paid or given by Athletics Victoria to any member who holds any office of Athletics Victoria.

42.3 Payments in Good Faith

Nothing contained in **Rule 42.2** shall prevent payment in good faith of or to any member for:

- (a) any services actually rendered to Athletics Victoria whether as an employee or otherwise,
- (b) goods supplied to Athletics Victoria in the ordinary and usual course of operation,
- (c) interest on money borrowed from any member,
- (d) rent for premises demised or let by any member to Athletics Victoria,
- (e) any out-of-pocket expenses incurred by the member on behalf of Athletics Victoria, or
- (f) any other reason,

provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.