



(as amended at 01st September 2023)

CONSTITUTION OF WODONGA ATHLETICS CLUB INCORPORATED Registration Number A0004110P

PART I – OBJECTS, POWERS AND INTERPRETATION

1. NAME OF ASSOCIATION

The name of the incorporated association is Wodonga Athletics Club Incorporated.

2. PURPOSES

The purposes of the Club are, but are not limited to the following:

- (a) To promote the sport of athletics and provide the structure and/or facilities for athletes of all abilities to train and compete in their chosen events.
- (b) To affiliate and otherwise liaise with Athletics Victoria, in pursuit of these purposes;

3. POWERS OF THE CLUB

(a) Solely for furthering the Purposes, the Club has all the rights, powers and privileges conferred on it under the Act, in particular section 30 of the Act.

(b) Without limiting Rule 3 (a), the Club may:

Acquire, hold and dispose of real or personal property;

- i. Open and operate accounts with financial institutions;
- ii. Invest its money in any security in which trust monies may be lawfully invested;
- iii. Raise and borrow money on any terms and in any manner it deems fit;
- iv. Secure the repayment of money raised or borrowed or the repayment of a debt or liability;
- v. Appoint agents to transact business on its behalf; and/or
- vi. Enter into any other contracts it considers necessary or desirable.

4. DEFINITIONS

In this Constitution, unless the contrary intention appears:

“absolute majority”, of the Committee, means a majority of the Committee Members currently holding office and entitled to vote at the time
(as distinct from a majority of Committee Members present at a Committee meeting).

"Act" means the Associations Incorporation Reform Act 2012 (Vic) and includes any regulations made under the Act.

"Administration Member" means a person who is registered with Athletics Victoria and the Club as an administrator and who is appointed or has been elected to the Committee under the Rules or has been appointed by the Committee to undertake administrative duties for and on behalf of the Club.

"Affiliated Club" means an athletics club or association (whether incorporated, unincorporated or otherwise)

"Annual Subscription Fee" means the annual subscription amount payable to be a member of the Club as determined by the Committee from time to time.

"Associate Member" means a person under Rule 9.7.

"Association" or "Club" means Wodonga Athletics Club 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.

"Coach Member" means a person who is registered with Athletics Victoria and the Club as a coach and who has been approved in writing to act as a Club coach by the Committee and the approval has not been withdrawn.

"Competitor Member" means a person who is registered with both Athletics Victoria and the Club as a competitor to participate in competitions whether conducted by Athletics Victoria or an Affiliated Club.

"Constitution" means this Constitution and Rules of the Club as amended from time to time.

"Committee" means the body consisting of the committee having management of the business of the Club.

"Committee Member" means a person who is appointed a member of the Committee under these Rules.

"Financial Year" means the year ending on 31st March.

"General Meeting" means an Annual General Meeting together with any meetings of members convened in accordance with these Rules.

"Intellectual Property" means all rights subsisting in copyright, trade names, trademarks, logos, designs, equipment, images (including photographs, videos or films) or service marks (whether registered or not) relating to the Club or activity conducted, promoted or administered by the Club.

"Life Member" means a person who is voted a life membership of the Club under Rule 9.8.

"member" means any ordinary member, Life Member, Competitor Member, Coach Member, Officials Member, Administration Member, Associate Member, Social Member, Recreational Runner Member or another category of membership under the Rules from time to time.

"Officials Member" means a person who is registered with Athletics Victoria and the Club as an official to officiate in competitions held by Athletics Victoria or by Affiliated Clubs.

"Recreational Runner Member" means a person who is registered with Athletics Victoria and the Club as a Recreational Runner Member.

"Register" means the register of Members kept in accordance with Rule 9.11

"Regulations" means any regulations made by the Committee under Rule 40.

"Social Member" means a person who is registered with the Club as a Social Member.

"Special Resolution" has the same meaning as set out in the Act.

5. INTERPRETATION

In this Constitution:

- (a) A reference to a function includes a reference to a power, authority and duty;
- (b) A reference to a rule, regulation, schedule or annexure is to a rule, regulation, schedule or annexure of, or made under, this Constitution;
- (c) 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;
- (d) Words importing the singular include the plural and vice versa;
- (e) Words importing any gender include the other genders;
- (f) Headings are for convenience only and shall not be used for interpretation;

(g) Words or expressions shall be interpreted in accordance with the provisions of the Act as they vary from time to time;

(h) References to persons include natural persons, corporations and bodies politic;

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

(j) 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);

(k) a reference to "writing" shall unless the contrary intention appears, be construed as including references to printing, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail or mobile short message service (SMS).

6. ENFORCEABILITY

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

7. EXPRESSIONS IN THE ACT

Except where the contrary intention appears, in 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.

8. MODEL RULES

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

PART II –MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

9. MEMBERSHIP

9.1 Minimum Number of Members

The Club must have at least five members.

9.2 Eligibility

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

9.3 Application for Membership

To apply to become a member of the Club, a person must submit an application to the Registrar via Athletics Victoria

- (i) In the form prescribed by Athletics Victoria; and
- (ii) Accompanied by the appropriate fee or fees, if any.

9.4 Consideration of Application

- (a) As soon as practicable after an application for membership is received, the Registrar must decide whether to accept or reject the application.
- (b) Where the Registrar accepts an application, the applicant shall become a member.
- (c) If the Registrar rejects the application, they must return any money accompanying the application to the applicant.
- (d) No reason need be given for the rejection of an application.
- (e) The Registrar must immediately inform the Committee if they reject an application.

9.5 Annual Subscription Fee and Other Fees and Levies

- (a) The Annual Subscription Fee, other fees and levies payable by members or categories of members, the benefits that apply, the time for, and manner of payment, shall be determined by the Committee.
- (b) The Committee may recommend different subscription rates, fees and levies for different categories of membership.
- (c) Subscription rates, fees and levies may be varied in individual cases, on application to, and approval by the Committee.
- (d) All members of the club will also hold a membership of some form with Athletics Victoria.
- (e) Athletics Victoria joining, registration and competition fees, and the manner of payment to Athletics Victoria is determined by Athletics Victoria independently of the Club.

PART II –MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

9.6 General Rights of Members

(a) A member of the Club who is entitled to vote has the right:

- (i) to receive notice of general meetings and special resolutions in the manner and time prescribed by these Rules; and
- (ii) to submit items of business for consideration at a general meeting; and
- (iii) to attend and be heard at general meetings; and
- (iv) to vote at a general meeting; and
- (v) to have access to the minutes of general meetings and other documents of the Club as provided under Rule 39; and
- (vi) to inspect the Register of members in accordance with the Act.

(b) A member, other than provided elsewhere in these Rules, is entitled to vote if:

- (i) the member is either a Competitor Member or Life Member; and
- (ii) the member is not an Associate Member; and
- (iii) more than 10 working days have passed since they became a member of the Club; and
- (iv) the member has paid the Annual Subscription Fee and any other fees, if any, outstanding in full; and
- (v) the member's membership has not been suspended for any reason.

9.7 Associate Members

(a) An Associate Member of the Club includes:

- (i) Any members under the age of 15 years;
- (ii) Social Members; and
- (iii) any other category of member as determined by resolution at a General Meeting.

(b) An Associate Member has no voting rights but may have other rights as determined by the Committee or by resolution at a General Meeting.

(c) An Associate Member has the right:

- (i) to receive notice of general meetings and special resolutions in the manner and time prescribed by these Rules;
- (ii) to attend and be heard at general meetings; and
- (iii) to have access to the minutes of general meetings and other documents of the Club as provided under Rule 39; and
- (iv) to inspect the register of members in accordance with the Act.

but have no right to vote or to request a Special General Meeting under Rule 13.2.

PART II –MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

9.8 Life Members

(a) The Club may elect to life membership any person who has rendered long and/or meritorious service to the Club including but not limited to as a competitor, official and administrator. A Life Member of the Club is entitled to all rights and privileges of ordinary membership.

(b) Life Membership shall be awarded:

- (i) where the nomination has been accepted by the committee and the nominee complies with the criteria of Life Membership of the club as set out; and
- (ii) by recommendation of the Committee; and
- (iii) by a majority vote of members at any General Meeting of the Club.

9.9 Creation of New Categories of Membership

The Committee has the right and power from time to time to create new categories of membership with such rights (other than voting rights), privileges and obligations as are determined applicable, even if the effect of creating a new category is to alter rights, privileges or obligations of an existing category of members. No new category of membership may be granted voting rights. The Committee shall advise the members of the new categories and the associated rights.

9.10 Cessation of Membership, Resignation or Transfer of Member

(a) The membership of a person ceases on resignation, expulsion or death.

(b) A member who has paid all monies due and payable to the Club and who has no other liability (contingent or otherwise to the Club) may resign by giving 30 days' notice in writing, addressed to either the Club or given personally to a Committee Member, of such intention to 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.

(c) The Committee shall grant any member, as a matter of course, a transfer or clearance upon written application signed by the member, subject to the clearing of all financial obligations to the Club.

(d) If a person ceases to be a member of the Club, the Registrar must, without delay, enter the date the person ceased to be a member in the register of members.

(e) A member who ceases to be a member, for whatever reason, shall forfeit all rights and claim upon the Club and its property including Intellectual Property. Any official Club documents, records or other Club property in the possession, custody or control of that member shall be returned to the Club immediately.

PART II –MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

(f) 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.

(g) Where the Club ceases to be an affiliated athletics club of Athletics Victoria in accordance with Athletics Victoria's Constitution or the Act, the registered individual members of the Club may cease or remain as registered individual members of Athletics Victoria to the extent (if any) and for such time (if any) as is determined in the sole discretion of Athletics Victoria.

9.11 Register of Members

(a) The Registrar shall, upon payment of the Annual Subscription Fee referred to in Rule 9.5, enter, or cause the entry of, the applicant's name in the Register of members, upon the name being so entered, the applicant becomes a member of the Club. The Registrar shall keep and maintain the Register in which shall be entered the full name, address and date of entry of the name of each member, for each former member, and the date of ceasing to be a member. Members shall provide notice of any change and required details to the Club within 1 month of such change.

(c) The Register shall be available for inspection (including copying) by Athletics Victoria under Rule 6.3 of the Athletics Victoria Constitution, upon reasonable request.

9.12 Inspection of Register

Inspection of the Register will only be available to members as required by the Act and in accordance with Rule 39.

9.13 Use of Register

Subject to confidentiality considerations and privacy laws, the Register may be used by the Club to further the Purposes as the Committee considers appropriate.

PART II – MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

9.14 Effect of Membership

(a) Members acknowledge and agree that:

- (i) This Constitution constitutes a contract between each of them and the Club and that they are bound by this Constitution and the Regulations;
- (ii) They shall comply with and observe this Constitution and the Regulations;
- (iii) By submitting to this Constitution and the Regulations they are subject to the jurisdiction of the Club;
- (iv) This Constitution and Regulations are necessary and reasonable for promoting the Purposes; and
- (v) They are entitled to all benefits, advantages, privileges and services of their membership as determined by the Committee.

(b) Members may by virtue of membership of the Club and subject to this Constitution:

- (i) Express in writing or otherwise their views and opinions in any meeting in respect of which they are entitled to participate in accordance with this Constitution;
- (ii) Make proposals or submissions to the Committee;
- (iii) Engage and participate in any activity approved, sponsored or recognised by the Club; and
- (iv) Conduct any activity approved by the Club.

(c) A right, privilege or obligation of a person by reason of their membership of the Club:

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

10. DISCIPLINE, EXPULSION AND SUSPENSION OF MEMBERS

10.1 Committee Resolution

Subject to this Constitution, the Committee may by resolution, requiring an absolute majority of the Committee:

- (a) Expel a member from the Club; or
- (b) Suspend a member from membership of the Club for a specified period; or
- (c) Impose such other penalty, action or educative process as it sees fit;

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if the Committee is of the opinion that the member:

- (d) Has breached, failed, refused or neglected to comply with the Constitution or Regulations; or
- (e) Acted in a manner unbecoming of a member or prejudicial to the Purposes and/or the interests of the Club or another member; or
- (f) Brought themselves, the Club, Athletics Victoria or another member into disrepute.

Such grounds in sub-rules (d) to (f) do not constitute a grievance, and Rule 11 does not apply.

10.2 Disciplinary Procedures

A resolution of the Committee under Rule 10.1 does not take effect unless:

- (a) The Committee, at a meeting held not earlier than 14 days and not later than 28 days after the service of the member of a notice under Rule 10.3 confirms the resolution by an absolute majority of the Committee in accordance with this clause; and
- (b) Where the member exercises the right of appeal to the Club under this clause does not take effect unless the Club confirms the resolution in accordance with this clause.

10.3 Notice of Alleged Breach

Where the Committee passes a resolution under Rule 10.1, the Secretary shall, as soon as practicable, cause to be served on the member a notice in writing:

- (a) Setting out the resolution of the Committee and the grounds on which it is based;
- (b) Stating that the member may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of notice;
- (c) Stating the date, place and time of that meeting;
- (d) Informing the member that they may do one or more of the following:
 - (i) Attend that meeting; and/or
 - (ii) Give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution; and
 - (iii) Not later than 48 hours after the date of the meeting, lodge with the Secretary a notice to the effect that they want to appeal the Club's decision in a General Meeting against the resolution.

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10.4 Determination of the Committee

At a meeting of the Committee held in accordance with Rule 10.3, the Committee shall:

- (a) Give to the member an opportunity to be heard;
- (b) Give due consideration to any written statement submitted by the member; and
- (c) By resolution determine by an absolute majority, whether to confirm or to revoke the resolution and confirm any penalties that might apply.

10.5 Appeal

A resolution of the Committee under Rule 10.1 does not take effect unless:

- (a) Where the Secretary receives a notice under Rule 10.3 (d) (iii), they shall notify the Committee and the Committee shall convene a General Meeting of the Club to be held within 21 days after the date on which the Secretary received the notice.
- (b) At a Special General Meeting of the Club convened under Rule 10.3 (d) (iii):
 - (i) No business other than the question of the appeal shall be transacted;
 - (ii) The Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - (iii) The member (either personally, or through a representative who shall not be legally trained) shall be given an opportunity to be heard; and
 - (iv) The members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked
- (c) If at the General Meeting 75% of the members attending vote in favour of the confirmation of the resolution, the resolution is confirmed and in any other case, the resolution is revoked.

11. GRIEVANCE PROCEDURES

11.1 Application

(a) The grievance procedure set out in this Rule applies to disputes under these Rules between:

- (i) a member and another member;
- (ii) a member and the Committee;
- (iii) a member and the Club.

(b) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure under Rule 10 until the disciplinary procedure has been completed.

PART II –MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

11.2 Parties Must Attempt to Resolve the Dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

11.3 Appointment of Mediator

(a) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 11.2, the parties must within 10 days

- (i) notify the Committee of the dispute; and
- (ii) agree to or request the appointment of a mediator; and
- (iii) attempt in good faith to settle the dispute by mediation.

(b) The mediator must be:

- (i) a person chosen by agreement between the parties; or
- (ii) in the absence of agreement:
 - i. if the dispute is between a member and another member—a person appointed by the Committee; or
 - ii. if the dispute is between a member and the Committee or the Club—a person appointed or employed by either Athletics Victoria or the Dispute Settlement Centre of Victoria.

(c) The mediator appointed by the Committee may be a member or former member of the Club but in any case must not be a person who:

- (i) has a personal interest in the dispute; or
- (ii) is biased in favour of or against any party

11.4 Mediation Process

The mediator to the dispute, in conducting the mediation, must:

- (i) Give each party every opportunity to be heard; and
- (ii) Allow due consideration by all parties of any written statement submitted by any party; and
- (iii) Ensure that natural justice is accorded to the parties throughout the mediation process; and
- (iv) Must not determine the dispute.

11.5 Failure to Resolve Dispute by Mediation

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

PART III – GENERAL MEETINGS

12. ANNUAL GENERAL MEETING

12.1 Annual General Meeting to be held

The Club shall convene and hold an Annual General Meeting of its Members in accordance with the provisions of the Act and the Regulations and on a date and at a venue to be determined by the committee.

12.2 Business

The Annual General Meeting will transact any business required by the Act

(a) to confirm the minutes of the last preceding Annual General Meeting and of any general meetings held since that meeting.

(b) to receive and consider:

(i) The annual report of the Committee on the activities of the Club during the preceding financial year; and

(ii) the financial statements of the Club for the preceding financial year submitted by the Committee in accordance the Act;

(c) to elect the members of the Committee.

The Annual General Meeting may also conduct any other business of which notice is given in accordance with these Rules.

12.3 Conduct of Annual General Meetings

For the avoidance of doubt, an Annual General Meeting is a General meeting as defined in this Constitution and, as such, business and voting procedures for Annual General Meetings are to be transacted in the same manner as for General Meetings set out in this Constitution and the Regulations.

13. GENERAL MEETING

13.1 General Meeting to be held

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

13.2 Request for General Meetings

(a) The Committee shall on a request in writing from not less than one-quarter of the Members (where those Members have signed the request), convene a General Meeting. The Committee may also request a General Meeting.

PART III – GENERAL MEETINGS

(b) The request for a General Meeting shall state the object(s) of the meeting and shall be signed by the Members making the request and be sent to the Secretary and may consist of several documents in a like form, each signed by one or more of the Members making the requisition.

(c) If the Committee does not cause a General Meeting to be held within 30 days after the date on which the request is sent to the Club, the Members making the request, or any of them, may convene a General Meeting to be held not later than 60 days after that date.

(d) A General Meeting convened by Members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Committee. All reasonable expenses incurred in convening the meeting shall be refunded by the Club to the persons incurring the expenses.

13.3 Notice to be Given for General Meetings

The Secretary shall, at least 28 days before the date fixed for holding a General Meeting, send to each member a notice in writing stating the place, date and time and the nature of the proposed business to be transacted at the meeting.

13.4 Business of General Meeting

(a) No business other than that set out in the notice convening the meeting shall be transacted at the General Meeting.

(b) A Member desiring to bring any business before a General Meeting shall provide notice in writing of that business in the manner set out in the Regulations.

14. NO PROXIES

A member is not permitted to appoint another member or person as their proxy to attend, speak and vote on their behalf at a general meeting.

15. USE OF TECHNOLOGY AT MEETINGS

(a) A member not physically present at a general meeting may, if approved by the Committee, 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 Part, a member participating in a general meeting as permitted under Rule 15 (a) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

PART III – GENERAL MEETINGS

16. PROCEEDINGS AT MEETINGS

16.1 Quorum

(a) No item of business shall be transacted at a General Meeting unless a quorum of Members entitled under this Constitution to vote is present during the time when the meeting is considering that item.

(b) At least 10% of the members must be present (being members entitled under these Rules to vote at a General Meeting) constitute a quorum for the transaction of the business at a General Meeting.

(c) If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting:

- (i) if convened upon the requisition of Members, shall be dissolved; and
- (ii) in any other case, shall stand adjourned to the same day in the next week at the same time and (unless Members are notified of an alternate venue) at the same place and if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being not less than 10) shall be a quorum.

17. CHAIRPERSON

(a) The President shall Chair each General Meeting of the Club.

(b) If the President is absent from a General Meeting or is unwilling to act, then the Chairperson must be a Committee Member elected by the other Committee Members present.

(c) If under sub-rule (b) the Committee Members fail to elect a Chairperson, then the members present shall elect one of their number to preside as Chairperson at the meeting.

18. ADJOURNMENT

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

(b) Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the General Meeting.

(c) Except as provided in this Rule, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

PART III – GENERAL MEETINGS

19. VOTING

19.1 Voting Rights

Subject to any other provision of this Constitution, at all General Meetings the only persons entitled to vote are the Members in attendance.

19.2 Voting Procedure

- (a) Subject to rule 19.2 (b), votes at a General Meeting shall be given in person by those Members present and entitled to vote.
- (b) Subject to rule 19.4 and anything set out in the Regulations, all questions arising at a General Meeting shall be determined on a show of hands.
- (c) Upon any question arising at a General Meeting of the Club, a member has one vote only.
- (d) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (e) A Member is not entitled to vote at any General Meeting unless all monies due and payable to the Club have, to the satisfaction of the Committee, been paid by the Member.

19.3 Recording of Determinations

When a declaration is made by the chairperson that a resolution has, on a show of hands, been carried, carried unanimously, carried by a particular majority or lost, then an entry to that effect in the minute book of the Club is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

19.4 Poll at General Meetings

- (a) If at a meeting a poll on any question is demanded by 3 Ordinary Members, it shall be taken at the meeting in such manner as the chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (b) A poll that is demanded on a question of an adjournment shall be taken immediately and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the chairperson may direct.

PART IV – THE COMMITTEE

20. POWERS OF THE COMMITTEE

- (a) The business of the Club must be managed by or under the direction of a Committee.
- (b) The Committee may exercise all the powers of the Club except those powers and functions that these Rules or the Act require to be exercised by General Meetings of members of the Club.
- (c) The Committee has the power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Club.
- (d) The Committee may:
 - (i) Establish sub-committees consisting of members with terms of references it considers appropriate; and
 - (ii) Appoint and remove staff.

21. DELEGATION

- (a) The Committee may establish and delegate any of its functions, powers or duties (except this power to delegate) to a member of the Committee, a Sub-Committee or staff as it thinks fit and may recall or revoke any such delegation or appointment and may amend or repeal any decision made by such delegate.
- (b) The Committee shall determine in writing, the duties and powers afforded to any Sub-Committee and the Sub-Committee shall, in the exercise of such delegated powers, conform to any directions or Regulations that may be prescribed by the Committee.
- (c) A Committee Member designated by the Committee shall be ex-officio members of any Sub-Committee so appointed.
- (d) Within seven days of any meeting of any Sub-Committee, the Sub-Committee shall send a copy of the minutes and any supporting documents to the Secretary.

22. COMPOSITION OF THE COMMITTEE

The Committee shall consist of:

- (i) a President;
- (ii) a Vice-President;
- (iii) a Secretary;
- (iv) a Treasurer; and
- (v) a Registrar.

PART IV – THE COMMITTEE

23. GENERAL DUTIES

- (a) As soon as practicable after being elected or appointed to the Committee, each Committee Member must become familiar with these Rules and the Act.
- (b) The Committee is collectively responsible for ensuring that the Club complies with the Act and that individual members of the Committee comply with these Rules.
- (c) Committee Members must exercise their powers and discharge their duties with reasonable care and diligence.
- (d) Committee Members must exercise their powers and discharge their duties:
 - (i) in good faith in the best interests of the Club; and
 - (ii) for a proper purpose.
- (e) Committee Members and former committee members must not make improper use of:
 - (i) their position; or
 - (ii) information acquired by virtue of holding their positionso as to gain an advantage for themselves or any other person or to cause detriment to the Club.
- (f) In addition to any duties imposed by these Rules, a Committee Member must perform any other duties imposed from time to time by resolution at a general meeting.

24. PRESIDENT

- (a) Subject to Rule 24 (b), the President is the Chairperson for any general meetings and for any committee meetings.
- (b) If the President is absent, or is unable to preside, the Chairperson of the meeting must be:
 - (i) in the case of a general meeting—a Committee Member elected by the other Committee Members present, or if they fail to elect a Chairperson, by a member elected by the other members present; or
 - (ii) in the case of a committee meeting—a Committee Member elected by the other Committee Members present.

PART IV – THE COMMITTEE

25. SECRETARY

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

(b) The Secretary must give the Registrar of Incorporated Associations notice of their appointment within 14 days after the appointment.

26. ELECTION OF A COMMITTEE MEMBER

26.1 Positions to be Declared Vacant

(a) This Rule applies to any Annual General Meeting of the Club after the annual report and financial statements of the Club have been received. The Chairperson of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with Rules 26.2 to 26.5.

(b) Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.

(c) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

26.2 Nominations

(a) The President shall call for nominations for the Committee at least 14 days before the date of the Annual General Meeting. All members shall be notified of the call for nominations.

(b) Nominations for the Committee must be:

- (i) In writing;
- (ii) On the prescribed form (if any) provided for that purpose;
- (iii) Delivered to the Secretary within the time-frame indicated on the prescribed form (if any)

26.3 Elections

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

- (i) a President;
- (ii) a Vice-President;
- (iii) a Secretary;
- (iv) a Treasurer; and
- (v) a Registrar.

(b) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.

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(c) If more than one member is nominated, a ballot must be held in accordance with Rule 26.5.

(d) On election, the new President may take over as Chairperson of the meeting.

26.4 Election of Ordinary Committee Members

(a) A single election may be held to fill all those positions.

(b) If the number of members nominated for the position of ordinary Committee Member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.

(c) If the number of nominations exceeds the number to be elected, a ballot must be held in accordance with Rule 26.5.

26.5 Ballot

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

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

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

(d) The election must be by secret ballot.

(e) The returning officer must give a blank piece of paper to each member present in person.

(f) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.

(g) If the ballot is for more than one position:

(i) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;

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

(h) Ballot papers that do not comply with sub-rule (g) (ii) are not to be counted.

(i) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.

(j) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.

(k) No person, other than the returning officer, shall be entitled to see any voting paper and the returning officer shall not disclose to any person the way in which any person has voted.

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(l) If the returning officer is unable to declare the result of an election under sub-rule (j) because 2 or more candidates received the same number of votes, the returning officer must:

- (i) conduct a further election for the position in accordance with sub-rules (d) to (j) to decide which of those candidates is to be elected; or
- (iii) with the agreement of those candidates, decide by lot which of them is to be elected.

(m) The decision of the returning officer on any matter relating to the elections is final and no appeal shall be made from that decision.

27. TERM OF A COMMITTEE MEMBER

(a) Subject to sub-rule (c) and Rule 28, a Committee Member holds office until the positions of Committee are declared vacant at the next Annual General Meeting.

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

(c) A General Meeting of the Club may:

- (i) By special resolution remove a Committee Member from office; and
- (ii) Elect an eligible member of the Club to fill the vacant position.

(d) A member who is the subject of a proposed special resolution under Rule 27 (c) (i) may make representations in writing to the Secretary or President of the Club (not exceeding a reasonable length) and may request that the representations be provided to the members of the Club.

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

(f) A Committee member may hold the same committee position for up to four consecutive years, or any committee position for up to six years in total.

(g) A member who has completed their 6 year tenure, should not return to the committee until completion of a minimum period of 1 year without holding any office on the Committee and upon return will be subject to Rule 27 (f).

28. VACATION OF OFFICE

(a) The office of a Committee Member becomes vacant if the Committee Member:

- (i) Ceases to be a member; or
- (ii) Fails to attend two consecutive meetings of the Committee without having previously obtained leave of absence or provided a reasonable excuse for such absence; or
- (iii) Otherwise cease to be a Committee Member by operation of section 78 of the Act.

PART IV – THE COMMITTEE

29. FILLING CASUAL VACANCIES

(a) The Committee may appoint an eligible member of the Club to fill a position on the Committee that:

- (i) has become vacant under Rule 28; or
- (ii) was not filled by election at the last Annual General Meeting.

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

(c) Rule 27 applies to any Committee Member appointed by the Committee under sub-rule (a) or (b).

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

30. MEETINGS OF COMMITTEE

(a) The Committee shall meet as required, but must meet at least 6 times in each year at such place and such times as the Committee may determine.

(b) Meetings of the Committee may be convened by the President or by any 2 members of the Committee.

(c) Unless all Committee Members agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced in writing or by their presence) not less than 2 days written notice of the meeting of the Committee shall be given to each Committee Member.

(d) Written notice of each Committee meeting, specifying the general nature of the business to be transacted, shall be served on each Committee Member by:

- (i) Delivering it to that Committee Member personally;
- (ii) Sending it in writing, by facsimile or other means of electronic communication (subject to receiving appropriate confirmation that the notice has been effectively dispatched) in accordance with the Committee Members' last notified contact details.

(e) No action or proceeding of the Committee shall be invalidated or rendered illegal by reason only that there was some defect in the election or appointment of any Committee Member or that any Committee Member was ineligible to hold such office.

(f) A Committee Member is not permitted to appoint another member or Committee Member as their proxy to attend, speak and vote on their behalf at a Committee meeting.

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31. QUORUM

(a) 50% of the committee shall constitute a quorum for the transaction of the business of a meeting of the Committee

(b) No business shall be transacted unless a quorum is present and if within 30 minutes of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week.

(c) The Committee may act notwithstanding any casual vacancy. If there are casual vacancies in the office of a Committee Member such that the number of remaining Committee Members is not sufficient to constitute a quorum at a meeting of the Committee, those Committee Members may act only for the purpose of increasing the number of Committee Members to a number sufficient to constitute such a quorum.

(d) At meetings of the Committee:

- (i) the President shall chair the meeting, or
- (ii) if the President is absent or unwilling to act, such one of the remaining members of the Committee as may be chosen by the members present shall preside.

(e) A motion or question is carried if a majority of Committee Members present at the meeting vote in favour and shall be determined on a show of hands or, if demanded by a Committee Member, by a poll taken in such a manner as the person presiding at the meeting may determine.

(f) Sub-rule (e) does not apply to any motion or question, which is required by these Rules to be passed by an absolute majority of the Committee.

(g) Each member present at a meeting of the Committee (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

(h) A resolution in writing signed or assented to by facsimile or other form of electronic communication by all the voting Committee Members shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Committee Members.

(i) The Committee may otherwise regulate its meetings as it thinks fit.

(j) 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 or more of the Committee Members is not physically present at the meeting, provided that:

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- (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 Committee Members entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Committee;
- (iii) If a failure in communications prevents condition (i) from being satisfied by that number of Committee Members which constitutes a quorum, and none of such Committee Members are present at the place where the meeting is deemed by virtue of the further provisions of this rule to be held then the meeting shall be suspended until 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 or more of the Committee Members is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Committee Member is there present and if no Committee Member is there present the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

32. INTERESTS / DISCLOSURES

32.1 Conflict of Interest

(a) A Committee Member who has a material personal interest in a matter being considered at a Committee meeting must disclose the nature and extent of that interest to the Committee.

(b) The Committee Member:

- (i) must not be present while the matter is being considered at the meeting; and
- (ii) must not vote on the matter.

(c) A Committee Member, notwithstanding the interest, may be counted in the quorum present at any meeting.

32.2 Committee Members' Interests

A Committee Member is disqualified from holding any place of profit or position of employment in the Club, or in any company or incorporated association in which the Club is a shareholder or otherwise interested, or from contracting with the Club either as vendor, purchaser or otherwise except with express resolution of approval of the Committee. Any contract or arrangement in which any Committee Member is in any way interested which is entered into by or on behalf of the Club without the approval of the Committee, will be voided for such reason.

PART IV – THE COMMITTEE

32.3 Disclosure of Interests

The nature of the interest of such Committee Member must be declared by the Committee Member at the meeting of the Committee at which the contract or arrangement 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 Committee Member becomes interested in a contract or arrangement 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 Committee Member becomes so interested.

32.4 General Disclosure

A general notice that a Committee Member 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 a sufficient declaration under Rule 32.3 as regards such Committee Member and the said transactions. After such general notice, it is not necessary for such Committee Member to give a special notice relating to any particular transaction with that firm or company.

32.4 Recording Disclosures

It is the duty of the Secretary to record in the minutes any declaration made or any general notice as aforesaid given by a Committee Member in accordance with Rules 32.3 and 32.4.

PART V – GENERAL MATTERS

33. ALTERATION OF CONSTITUTION

This Constitution shall not be altered except by Special Resolution in accordance with the Act.

34. COMMON SEAL

- (a) The Common Seal of the Club shall be kept in custody of the committee.
- (b) The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures either of two members of the Committee or such other manner as approved by the Committee from time to time.

35. SOURCES AND MANAGEMENT OF FUNDS

- a) The committee will determine the sources from which the funds of the Club are to be or may be derived and the manner in which such funds are to be managed.
- b) The committee shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of the club and the committee and shall produce these as appropriate at each committee or General Meeting.
- c) 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 Committee
- d) The Club shall retain such records for 7 years after the completion of the transactions or operations to which they relate.
- e) The Committee shall submit to the Members at the Annual General Meeting the statements of account of the Club in accordance with this Constitution and the Act.
- f) The statements of account when approved or adopted by an Annual General Meeting shall be conclusive except as regards any error discovered in them within 3 months after such approval or adoption.

36. DISSOLUTION

- a) If the Club is wound up, the liability of the Member shall be limited to any outstanding monies due and payable to the Club, including the amount of the Annual Subscription payable in respect of the current Financial Year. No other amount shall be payable by the Member.
- b) If upon winding up or dissolution of the Club, there remains, after satisfaction of all its debts and liabilities, any property, the same shall not be paid to or distributed amongst the Members, but shall be given or transferred to Athletics Victoria having purposes similar to the purposes of the Club and which prohibits the distribution of its or their income and property among its or their members and which is also not carried on for the profit or gain to its members.

PART V – GENERAL MATTERS

37. INDEMNITY

(a) Every Committee Member (including employees or members of any Sub-Committees) of the Club shall be indemnified out of the property and assets of the Club against any liability incurred in the capacity as a Committee Member in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is granted to them by the Court

(b) The Club shall indemnify its Committee Members (including employees or members of any SubCommittees) against all damages and costs (including legal costs) for which any such Committee Members may be or become liable to any third party in consequence of any act or omission except wilful misconduct:approved by the Committee from time to time.

- (i) In the case of a Committee Member or Sub-Committee member, performed or made whilst acting on behalf of and with the authority, express or implied of the Club; and
- (ii) In the case of an employee, performed or made in the course of, and within the scope of his or her employment by the Club.

38. NOTICES

a) Notices may be given to Members by sending the notice by electronic mail or post, to the Member's address or electronic mail address shown in the Register. Notice may also be provided by posting the notice on the Club's Website or social media page

b) Where a notice is sent by post, service of the notice shall be deemed to be effected at the time the letter would have been delivered in the ordinary course of post.

c) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected by properly addressing and upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.

d) Where a notice is posted on the Club's website or social media page, the service of the notice shall be deemed to be affected when the post has been made and the website or social media page "goes live".

39. CUSTODY AND INSPECTION OF BOOKS AND RECORDS

a) Except as otherwise provided in this Constitution, the Secretary shall keep in their custody or control all books, minutes, documents and securities of the Club.

b) The Registrar shall keep in their custody, or under their control the Register of members.

PART V – GENERAL MATTERS

- c) If requested by a Member, the Committee must permit such Member to inspect:
- i. the rules of the Club; and
 - ii. the minutes of each General Meeting.
- d) Upon written request and payment of a fee determined by the Committee from time to time, a Member may obtain a copy of the documents listed at rule 39(c).
- e) If requested by a Member and subject to the Act, the Committee must permit such Member to inspect the register of members.
- f) Subject to the Act and rules 39(c) and 39(d), no Member is entitled to inspect the financial records, accounts, books, securities, minutes of Committee meetings or other Relevant Documents of the Club, unless authorised in writing by the Committee

40. REGULATIONS

- (a) Subject to sub-rule (c), the Committee may make, alter, amend or rescind Regulations as occasions may require, and the Committee may enforce penalties for their breach. Such Regulations shall have the same force and effect as this Constitution, but shall not be in any way oppose or be in conflict with this Constitution. Such Regulations shall be available for inspection at the Club's premises upon reasonable notice and following a request in writing.
- (b) Amendments, alterations, interpretation or other changes to Regulations shall be advised to members by means of notice approved by the Committee. Notices shall be binding upon all members. Notice does not need to be provided to every member.
- (c) Any Regulations made by the Committee are subject to ratification by the members at a General Meeting. The Committee may set procedures for review of the Regulations at General Meetings (including, but not limited to, notice requirements); such procedures will be set out in the Regulations.