

ATHLETICS CHILWELL INCORPORATED



RULES

**Incorporated under the Associations Incorporation Reform Act 2012 (Vic)
Incorporation certificate Number: A0033469V
Effective from 10 July 1996**

Athletics Chilwell Incorporated
(Certificate of Incorporation No. A0033469V from 10 July 1996)
(ABN: 12604 188 480)

RULES
(As at 27 July 2016)

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1. NAME

1.1 The name of the Club shall be “ATHLETICS CHILWELL INCORPORATED”.

2. HEADQUARTERS

2.1 The headquarters of Athletics Chilwell Inc. shall be at Geelong in the State of Victoria.

3. INTERPRETATION

3.1 In these rules, unless the contrary appears:-

“The Act”	means the Associations Incorporation Reform Act 2012 and includes any regulations made under the Act;
“The Regulations”	means regulations made under the Act;
“Club”	means Athletics Chilwell Incorporated;
“Committee”	means the Committee of Management of the Club;
“Member”	means a person who has paid the required membership fee to the Club;
“Delegate”	means a member representing the Club;
“Geelong Athletics”	means Geelong Athletics Incorporated;
“Centre”	means Geelong Little Athletics Centre Incorporated;
“A.V. Inc.”	means Athletics Victoria Incorporated;
“LAVic”	means Little Athletics Association of Victoria Incorporated;
“A.A. Ltd.”	means Athletics Australia Limited;
“A.L.A Inc.”	means Australian Little Athletics Incorporated.

3.2 In these rules a reference to the Secretary of the Club is a reference:-

- (a) where a person holds office under these rules as Secretary of the Club, to that person, and
- (b) in any other case, to the Public Officer of the Club.

3.3 Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and the Act as in force from time to time.

4. OBJECTIVES

4.1 The objectives of the Club shall be to foster, promote and encourage athletics in the community.

5. POWERS

- 5.1 The Club shall have all such powers as set out in Section 16 of the Act as required for the attainment of the objectives of the Club and such other powers as may be agreed to by the Club and expressed in its rules and by-laws as approved by A.V. Inc. and LAVic.
- 5.2 Unless otherwise stated in the Club rules and by-laws, the Club shall operate by the model rules of the Regulations.

6. MEMBERSHIP

- 6.1 Any person who is nominated and approved for membership as provided for in these rules is eligible to be a member of the Club on payment of the annual subscription and any levies, determined by the committee and payable under these rules.
- 6.2 Members of the Club shall be such natural persons who are eligible in accordance with the laws of A.A. Ltd. And A.L.A. Inc., and who are nominated and approved for membership as provided for in these rules.
- 6.3 There shall be categories of members as defined in the by-laws.

7. APPLICATION FOR MEMBERSHIP

- 7.1 An application from a natural person for membership of the Club shall:-
- (a) be made in writing in the form set out in the by-laws; and
 - (b) be lodged with the Registrar of the Club.
- 7.2 As soon as is practicable after the receipt of a nomination the Registrar shall refer the nomination to the committee.
- 7.3 Upon a nomination being referred to the committee, the committee shall determine whether to approve or to reject the nomination.
- 7.4 Upon a nomination being approved by the committee, the Registrar shall, with as little delay as possible, notify the nominee that s/he is approved for membership of the Club and request payment of annual fees and/or levies as prescribed under the by-laws.
- 7.5 Upon a nomination being rejected by the committee, the Secretary shall, with as little delay as possible, notify the nominee that the nomination for Club membership has not been approved.

8. FEES AND LEVIES

- 8.1 The committee shall determine all fees payable by Club members.
- 8.2 A General Meeting may by special resolution, resolve to charge members a levy providing full details of the levy and reasons for it, are attached to the notice calling the meeting.

9. REGISTER OF MEMBERS

9.1 The Registrar must keep and maintain an updated register of Club members in which shall be entered:-

- (a) for each current member:-
 - (i) the member's name;
 - (ii) the address for notice last given by the member;
 - (iii) the date of becoming a member;
 - (iv) the category of membership they hold;
 - (v) any other information determined by the committee; and
- (b) for each former member, the date of ceasing to be a member.

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

Note

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

10. RESIGNATIONS

10.1 The resignation of a member of the Club, who has paid all monies due and payable by her/him to the Club, shall be effected upon receipt by the Secretary of a written notice of resignation and of its acceptance by the committee.

11. SUSPENSIONS, REPRIMANDS AND FINES

11.1 The committee having satisfied itself that the procedures as prescribed in the by-laws for dealing with such matters as suspensions, reprimands and fines have been followed may by special resolution, passed by three-fourths of the committee members expel, suspend, reprimand or fine a member if the committee is of the opinion that the member has refused or neglected to comply with these rules or the by-laws, or has been guilty of unbecoming conduct or conduct prejudicial to the interest of the Club and/or Geelong Athletics/Centre and/or A.V. Inc. or LAVic.

11.2 Any parties expelled, suspended, reprimanded or fined shall have the right of appeal to A.V. Inc or LAVic.

12. DISPUTES AND MEDIATION

- 12.1 The grievance procedure set out in this Rule applies under these Rules between
- (a) a member and another member; or
 - (b) a member and the Club.
- 12.2 The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all the parties.
- 12.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must within ten (10) days, hold a meeting in the presence of a mediator.
- 12.4 The mediator must be:
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:
 - (i) in the case of a dispute between a member and another member; a person appointed by the Committee of the Club; or
 - (ii) in the case of a dispute between a member and the Club; a person who is a mediator appointed from the Geelong Regional Centre or Athletics Victoria.
- 12.5 A member of the Club can be a mediator.
- 12.6 The mediator cannot be a member who is party to the dispute.
- 12.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 12.8 The mediator, in conducting the mediation, must:
- (a) give the parties to the mediation process every opportunity to be heard;
 - (b) allow due consideration by all parties of written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 12.9 The mediator must not determine the dispute.
- 12.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.

13. COMMITTEE OF MANAGEMENT

- 13.1 The committee shall be responsible for managing the affairs of the Club.
- 13.2 The officers of the Club shall consist of a President, a Vice President, a Secretary, a Treasurer and a Registrar.
- 13.3 The committee shall consist of the officers of the Club and a minimum of three (3) other members.
- 13.4 The quorum for a committee meeting shall be 50% of the committee.
- 13.5 The committee shall meet no less than ten (10) times in each year. Meetings of the committee shall be chaired by the President or in the absence of the President by the Vice President. If the Vice President is absent, the meeting shall elect one of their members to chair the meeting.
- 13.6 The chairperson shall have a deliberate vote and if necessary a second or casting vote.
- 13.7 Any member of the Club may nominate for a position on the committee. Such nomination shall be made in writing and be signed by two (2) other members and be accompanied by the written consent of the nominee. The nomination must be lodged with the Secretary not less than fourteen (14) days prior to the date of the Annual General Meeting.
- 13.8 All positions on the committee shall be determined by means of a secret ballot as prescribed in the by-laws, except as provided for in rules 13.10, 13.11 and 23.
- 13.9 The newly elected committee shall take office at the closure of the Annual General Meeting and shall hold office until the closure of the next Annual General Meeting.
- 13.10 If the prescribed number or less than the prescribed number of nominations are received to fill any position, those nominated shall be declared elected. Unfilled positions if any shall be determined by the committee. The committee shall appoint a member to any position for which a nomination is not received.
- 13.11 Any member of the committee who is absent from two (2) consecutive meetings for reasons unacceptable to the committee, shall be disqualified from the committee and the vacancy so caused shall be filled in accordance with rule 23.

14. NOTICE OF MEETINGS

- 14.1 Notice of each committee meeting must be given to each committee member no later than seven (7) days before the date of the meeting.
- 14.2 Notice may be given of more than one committee meeting at the same time.
- 14.3 The notice must state the date, time and place of the meeting.
- 14.4 If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.
- 14.5 The only business that may be conducted at the meeting is the business for which the meeting is convened.

15. URGENT MEETINGS

- 15.1 In cases of urgency, a meeting can be held without notice being given in accordance with rule 14, provided that as much notice as practicable is given to each committee member by the quickest means possible.
- 15.2 Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- 15.3 The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

16. PROCEDURE AND ORDER OF BUSINESS AT MEETINGS

- 16.1 The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
- 16.2 The order of business may be determined by the members present at the meeting.

17. USE OF TECHNOLOGY

- 17.1 A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.
- 17.2 For the purposes of this part, a committee member participating in a committee meeting as permitted under sub rule 17.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

18. QUORUM

- 18.1 No business may be conducted at a committee meeting unless a quorum is present.
- 18.2 The quorum for a committee meeting is the presence (in person or as allowed under rule 17) of a majority of the committee members holding office.
- 18.3 If a quorum is not present within 30minutes after the notified commencement time of a committee meeting –
- (a) in the case of a special meeting – the meeting lapses;
 - (b) in any other case – the meeting must be adjourned to a date no later than fourteen (14) days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 14.

19. VOTING

- 19.1 On any question arising at a committee meeting, each committee member present at the meeting has one vote.
- 19.2 A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.
- 19.3 Sub rule 19.2 does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.
- 19.4 If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- 19.5 Voting by proxy is not permitted.

20. CONFLICT OF INTEREST

- 20.1 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.
- 20.2 The member –
- (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.

Note

Under section 81(3) of the Act, if there are insufficient committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

- 20.3 This rule does not apply to a material personal interest –
- (a) that exists only because the member belongs to a class of persons for whose benefit the Club is established; or
 - (b) that the member has in common with all, or a substantial proportion of, the members of the Club.

21. GROUND FOR TERMINATION OF OFFICE

- 21.1 The office of a Club officer or committee member shall become vacant if the member holding that office:-
- (a) becomes an insolvent under administration within the meaning of the Companies (Victoria) code;
 - (b) dies;
 - (c) is absent from two (2) consecutive meetings for reasons unacceptable to the committee;
 - (d) is removed from office, as prescribed in rule 22; or
 - (e) resigns her/his office or membership by notice in writing to the Secretary.

22. REMOVAL OF A COMMITTEE MEMBER

- 22.1 If in the opinion of the committee an officer or committee member fails to satisfactorily attend of the Club, or if they are not sent their duties as an officer/committee member, the committee may by special resolution passed by 75% of the committee members, dismiss the officer/committee member. The vacancy created shall be filled in accordance with rule 23.
- 22.2 Where the member to whom a proposed resolution referred to in rule 22.1 makes representations in writing to the Secretary or President of the Club, not exceeding seven (7) days, and requests that they be notified to the members of the Club, the Secretary or the President may send a copy of the representations to each member of the Club, or if they are not sent, the member may require that they be read out at the meeting.

23. VACANCY

- 23.1 Vacancies on the committee shall be filled by a ballot as prescribed in rule 13.10.

24. MINUTES OF MEETINGS

- 24.1 The committee must ensure that minutes are taken and kept of each committee meeting and General Meeting.
- 24.2 The minutes must record the following:-
- (a) the names of the members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote.

25. GENERAL MEETINGS

- 25.1 The committee may convene a General Meeting of the Club at any time.
- 25.2 The committee shall upon receipt of a request in writing signed by at least 5% of the total membership or not less than two (2) members – whichever is the lesser – convene a General Meeting within twenty-eight (28) days of the receipt by the Secretary of the requisition. The said requisition shall state the objectives of the required meeting.
- 25.3 The Secretary shall at least twenty-one (21) days before the date fixed for a General Meeting, cause to display in a public place, via post and/or email and/or electronic media, to advise all members, a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting. If a special resolution is to be proposed:-
- (a) state in full the proposed resolution; and
 - (b) state the intention to propose the resolution as a special resolution.
- 25.4 The quorum for a General Meeting shall be 50% of the total membership or not less than five (5) members – whichever is the lesser.
- 25.5 Any member may attend and vote at a General Meeting, but the right to speak will be at the chairperson's discretion. Voting by proxy will not be allowed and all members must vote in person.
- 25.6 If within one half hour after the appointed time for the commencement of a meeting, quorum is not present, the meeting if convened upon the requisition of members shall be dissolved; and in any other case shall stand adjourned to the same day, time and place of the following week unless the chairperson specifies otherwise or written notice is sent to members prior to the date to which the meeting was adjourned. If at the adjourned meeting a quorum is not present within one half hour after the appointed time for the commencement of the meeting, the business on notice shall be dealt with by the committee.
- 25.7 The President shall act as chairperson at a General Meeting. If the President is absent or wishes not to do so the Vice President shall act as chairperson. If the Vice President is absent or elects not to do so, the meeting shall elect one of their members to chair the meeting.
- 25.8 The chairperson of a General Meeting at which a quorum is present may, with the consent of a majority of members attending 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.
- 25.9 Where a General Meeting is adjourned for twenty one (21) days or more, a notice of the adjourned meeting shall be displayed as prescribed in rule 25.3.

26. ANNUAL GENERAL MEETING

26.1 The committee shall convene an Annual General Meeting to be held in either April or May of each year.

26.2 The order of business at the Annual General Meeting shall be:-

- (a) to confirm the minutes of the preceding Annual General Meeting and of any General Meeting held since that meeting not previously confirmed;
- (b) to receive from the committee reports upon the activities of the Club during the last preceding year;
- (c) to receive and consider the statements submitted in accordance with Section 30 (3) of the Act;
- (d) to consider and vote upon nominations for Life Membership and other Club awards as provided for in the by-laws;
- (e) to elect the officers and committee members for the ensuing twelve (12) months;
- (f) to consider and make determinations with respect to alterations to the rules and by-laws;
- (g) to consider any business of which notice has been given in accordance with these rules.

27. FINANCE

- 27.1 The Club must open an account with a financial institution from which all expenditure of the Club is made and into which all of the Club's revenue is deposited.
- 27.2 The Treasurer shall prepare an annual budget for the consideration and approval or otherwise of the committee. The committee shall monitor the actual financial performances against the adopted budget and the Treasurer shall provide the committee with monthly financial reports, which shall highlight any significant variations from the budget.
- 27.3 The committee shall oversee and approve all activities which involve the receipt or payment of money (including by electronic funds transfer).
- 27.4 The funds of the Club shall be derived from subscriptions, donations and such other sources as the committee from time to time determines.
- 27.5 All funds of the Club must be received by and deposited into the financial account of the Club no later than ten (10) working days after receipt, by a nominated member of the committee.
- 27.6 With the approval of the committee, the Treasurer 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 and presented in a report to the Annual General Meeting and any other meeting as determined by the committee.
- 27.7 The financial year of the Club shall commence on 1 April in each year and end on 31 March following.
- 27.8 The committee shall ensure the safe custody and control of all books, documents and securities of the Club.
- 27.9 The control of the assets of the Club shall be vested in the committee.
- 27.10 All cheques, drafts, bills of exchange, promissory notes and other instruments shall be signed by two (2) of either the President, Secretary or the Treasurer or one (1) of the above plus any member of the committee authorised by the committee to be a signatory.

28. CUSTODY AND INSPECTION OF BOOKS AND RECORDS

28.1 Members may upon request, in writing to the committee, inspect free of charge, at a mutually agreeable and reasonable time:-

- (a) the register of members;
- (b) the minutes of general meetings;
- (c) subject to sub rule (2), the financial records, books, securities and any other relevant document of the Club, including minutes of committee meetings.

Note

See note following Rule 9 for details of access to the Register of Members.

28.2 The committee may refuse to permit a member to inspect records of the Club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Club.

28.3 The committee must, on request make copies of these rules available to members and applicants for membership, free of charge.

28.4 Subject to sub rule (2), a member may make a copy of any of the other records of the Club referred to in this rule, after written application is made to the committee and permission to make a copy is granted. The Club may charge a reasonable fee for provision of a copy of such a record.

28.5 For the purposes of this rule:-

relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Club and includes the following:-

- (a) its membership records;
- (b) its financial statements;
- (c) its financial records;
- (d) records and documents relating to transactions, dealings, business or property of the Club.

29. COMMON SEAL

29.1 The Club may have a common seal.

29.2 If the Club has a common seal:-

- (a) the name of the Club must appear in legible characters on the common seal;
- (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 must be attested to by the signatures of the chairperson of the meeting which authorised its affixing and one other member of the committee who was in attendance at the said meeting, or by the Public Officer;
- (c) the common seal must be kept in the custody of the Secretary.

30. ALTERATIONS TO THE RULES AND BY-LAWS

30.1 These rules, the statement of purposes and the by-laws of the Club shall not be altered except by a special resolution passed by 75% of members present and eligible to vote at a meeting, where at least twenty-one (21) days notice of that meeting has been given to members.

31. WINDING UP

31.1 The Club shall not be dissolved without the consent of 75% of members present and voting at a General Meeting convened for that purpose.

31.2 In the event of the winding up or cancellation of the Incorporation of the Club, after satisfaction of the debts and liabilities of the Club and the costs, charges and expenses of the winding up, the assets of the Club shall be distributed to an organisation with similar objectives or to a fund or funds exclusively with charitable purposes. The assets of the Club shall not be distributed to members.