

# **LACROSSE VICTORIA**

## **INCORPORATED**

**(Registration No. A0026273K)**



# **STATEMENT OF PURPOSES**

## **&**

# **RULES**

**Adopted June 2007**

## TABLE OF CONTENTS

1	NAME .....	5
2	PURPOSES OF ASSOCIATION .....	5
3	POWERS OF ASSOCIATION.....	7
4	APPLICATION OF INCOME .....	9
5	LIABILITY OF MEMBERS .....	9
6	INTERPRETATION CLAUSE .....	9
<b>PART I - INTERPRETATION.....</b>		<b>11</b>
1.	NAME .....	11
2.	INTERPRETATION AND DEFINITIONS .....	11
2.1	<i>Definitions</i> .....	11
2.2	<i>Interpretation</i> .....	13
2.3	<i>Enforceability</i> .....	13
3.	REGISTERED ADDRESS .....	14
<b>PART II - MEMBERSHIP .....</b>		<b>15</b>
4.	MEMBERSHIP OF ASSOCIATION.....	15
4.1	<i>Classes of Member</i> .....	15
4.2	LIFE MEMBERS .....	15
4.3	AFFILIATED MEMBERS (CLUB) .....	15
4.4	APPLICATION FOR MEMBERSHIP .....	16
4.5	DELEGATE OF AFFILIATED MEMBER .....	17
4.6	EFFECT OF MEMBERSHIP .....	17
5	SUBSCRIPTIONS AND FEES.....	18
6	REGISTERS.....	18
6.1	SECRETARY TO KEEP REGISTER OF MEMBERS .....	18
6.2	INSPECTION OF REGISTER .....	18
<b>7</b>	<b>RESIGNATION OF MEMBERS .....</b>	<b>18</b>
7.1	NOTICE OF RESIGNATION.....	18
7.2	EXPIRATION OF NOTICE PERIOD.....	18
7.3	FORFEITURE OF RIGHTS .....	18
<b>8</b>	<b>DISCIPLINE OF MEMBER (EXPULSION, SUSPENSION OR FINING) .....</b>	<b>18</b>
8.1	SUSPENSION IN EXCEPTIONAL CIRCUMSTANCES.....	19
8.2	BOARD/COMMISSIONER RESOLUTION .....	19
8.3	NOTICE OF ALLEGED BREACH .....	19
8.4	DETERMINATION OF BOARD .....	20
8.5	APPEAL TO APPEALS TRIBUNAL.....	20
<b>9</b>	<b>APPEALS TRIBUNAL .....</b>	<b>20</b>
9.1	COMPOSITION OF APPEALS TRIBUNAL.....	20
9.2	PROCEEDINGS BEFORE APPEALS TRIBUNAL.....	20
9.3	DECISIONS BINDING .....	21
<b>PART III- GENERAL MEETINGS .....</b>		<b>22</b>
<b>10</b>	<b>ANNUAL GENERAL MEETINGS .....</b>	<b>22</b>
10.1	ANNUAL GENERAL MEETING TO BE HELD.....	22
10.2	ORDINARY BUSINESS .....	22
10.3	SPECIAL BUSINESS.....	22
10.4	ADDITIONAL MEETINGS .....	22
10.5	ENTITLEMENT TO VOTE .....	22
10.6	OTHER GENERAL MEETINGS .....	22
<b>11</b>	<b>SPECIAL GENERAL MEETINGS.....</b>	<b>22</b>
11.1	SPECIAL GENERAL MEETINGS MAY BE HELD.....	23
11.2	REQUEST FOR SPECIAL GENERAL MEETINGS.....	23

<b>12</b>	<b>NOTICE OF MEETINGS</b> .....	<b>23</b>
12.1	NOTICE TO BE GIVEN FOR GENERAL MEETINGS.....	23
12.2	BUSINESS OF MEETING.....	23
<b>13</b>	<b>PROCEEDINGS AT MEETINGS</b> .....	<b>23</b>
13.1	SPECIAL BUSINESS.....	23
13.2	QUORUM.....	24
<b>14</b>	<b>CHAIR AT MEETINGS</b> .....	<b>24</b>
14.1	PRESIDENT TO CHAIR.....	24
14.2	WHERE PRESIDENT ABSENT.....	24
<b>15</b>	<b>ADJOURNMENT OF MEETINGS</b> .....	<b>24</b>
15.1	CHAIR MAY ADJOURN MEETING.....	24
15.2	FURTHER NOTICE.....	24
<b>16</b>	<b>VOTING AT GENERAL MEETINGS</b> .....	<b>25</b>
16.1	VOTING RIGHTS.....	25
16.2	VOTING PROCEDURE.....	25
16.3	RECORDING OF DETERMINATIONS.....	25
16.4	SECRET BALLOT AT GENERAL MEETINGS.....	25
16.5	POSTAL VOTING.....	25
16.6	PROXIES.....	26
	<b>PART IV – BOARD</b> .....	<b>27</b>
<b>17</b>	<b>BOARD</b> .....	<b>27</b>
17.1	POWERS OF BOARD.....	27
17.2	COMPOSITION OF BOARD.....	27
17.3	CASUAL VACANCY.....	28
17.4	TRANSITIONAL PERIOD.....	28
<b>18</b>	<b>ELECTION OF THE BOARD</b> .....	<b>28</b>
18.1	NOMINATIONS OF CANDIDATES.....	28
18.2	RETURNING OFFICER.....	29
<b>19</b>	<b>VACANCY ON THE BOARD</b> .....	<b>29</b>
19.1	GROUND FOR TERMINATION OF MEMBER OF BOARD.....	29
19.2	REMOVAL OF BOARD MEMBER.....	29
<b>20</b>	<b>LEAVE OF ABSENCE</b> .....	<b>30</b>
20.1	GRANT OF LEAVE OF ABSENCE.....	30
20.2	DISCRETION AS TO LEAVE OF ABSENCE.....	30
<b>21</b>	<b>QUORUM AND PROCEDURE AT BOARD MEETINGS</b> .....	<b>30</b>
21.1	CONVENING A BOARD MEETING.....	30
21.2	QUORUM.....	30
21.3	PROCEDURES AT MEETINGS.....	31
21.4	MINUTES.....	32
21.5	BOARD MEMBER’S INTERESTS.....	32
21.6	DISCLOSURE OF INTERESTS.....	32
21.7	GENERAL DISCLOSURE.....	32
21.8	RECORDING DISCLOSURES.....	32
21.9	CONFLICTS.....	33
<b>22</b>	<b>DELEGATED POWERS AND DUTIES</b> .....	<b>33</b>
22.1	SECRETARY.....	33
22.2	SUB-COMMITTEES.....	33
	<b>PART V - MISCELLANEOUS</b> .....	<b>34</b>
<b>23</b>	<b>GRIEVANCE PROCEDURES</b> .....	<b>34</b>

(2)	GRIEVANCES OFFICER .....	34
(3)	ACTION BY GRIEVANCE OFFICER.....	34
(4)	PROCEDURE BY GRIEVANCE OFFICER .....	34
<b>24</b>	<b>SIGNING OF NEGOTIABLE DOCUMENTS .....</b>	<b>35</b>
<b>25</b>	<b>COMMON SEAL .....</b>	<b>35</b>
<b>26</b>	<b>ALTERATION OF STATEMENT OF PURPOSES AND RULES.....</b>	<b>35</b>
<b>27</b>	<b>DISSOLUTION .....</b>	<b>35</b>
<b>28</b>	<b>INDEMNITY.....</b>	<b>36</b>
<b>29</b>	<b>SERVICE OF NOTICES.....</b>	<b>36</b>
<b>30</b>	<b>CUSTODY OF BOOKS AND OTHER DOCUMENTS .....</b>	<b>36</b>
<b>31</b>	<b>SOURCES OF FUNDS .....</b>	<b>37</b>
<b>32</b>	<b>REGULATIONS.....</b>	<b>37</b>
<b>33</b>	<b>AUSTRALIAN LACROSSE ASSOCIATION LIMITED .....</b>	<b>37</b>

**STATEMENT OF PURPOSES**  
**of**  
**LACROSSE VICTORIA INCORPORATED**  
**(Registration No. A0026273K)**

**1 NAME**

The name of the incorporated association is Lacrosse Victoria Incorporated (“the Association”).

**2 PURPOSES OF ASSOCIATION**

The purposes for which the Association is established are to:

- (1) provide for the conduct, encouragement, promotion, control and administration of the sport of lacrosse, in its various forms, on a competitive, recreational, social and/or community bases, throughout Victoria and elsewhere, including to:
  - (a) promoting a greater community awareness of, and enjoyment in lacrosse and its contribution to sport generally;
  - (b) promoting and holding, either alone or jointly with any other association, club or person, lacrosse competitions, championships, exhibitions, meetings and other activities of the Association generally, whether at club, state, national or international level;
  - (c) promoting, encouraging and providing facilities for the education, practice and play of the sport of lacrosse and to raise levels and standards of lacrosse play in Victoria and elsewhere;
  - (d) establishing, maintaining and conducting a club for the accommodation of the Members of the Association and generally to afford to them all the usual privileges, advantages and conveniences of the club with or without residential accommodation;
  - (e) representing the interests of lacrosse and lacrosse players within the State of Victoria at national level and international level, and upholding, regulating and enforcing the “Laws of Lacrosse”;
  - (f) selecting and appointing lacrosse representatives, officials and delegates in local, and interstate competition or for any other purposes;
  - (g) providing sound financial administration;
  - (h) co-operating with and assisting any organisation having objects and purposes similar to those of the Association in any manner which may further the interests of lacrosse or the association generally;
  - (i) defining, varying or altering the boundaries of the districts, regions or zones which may be set for the purpose of arranging special tournaments and events; and the terms and conditions under which players may participate;
  - (j) pursuing and conducting such programs and projects that relate to lacrosse and to

the other activities of the Association generally;

- (k) settling disputes or questions on any matters relating to Victorian lacrosse; and
  - (l) hearing and determining upon any allegation or complaint or charge involving a breach of the Rules or the Laws of Lacrosse or in respect of any matters affecting the interest of lacrosse or of the Association which may be made against any members of the Association, with power to impose fines or any other penalties as prescribed in the Rules or By-laws;
- (2) affiliate and otherwise liaise with the Australian Lacrosse Association Ltd (or such other national lacrosse authority as is in place from time to time), the international parent body, the Sports Federation of Victoria (VicSport), and other similar bodies in the pursuit of these purposes and the sport of lacrosse;
  - (3) ensure that a high standard of the sport of lacrosse is maintained;
  - (4) develop a sense of sportsmanship and a high degree of proficiency in lacrosse competitors;
  - (5) use and protect the Intellectual Property of the Association including but not limited to logos, trademarks, copyright and names on any equipment, product, publication or event developed by the Association;
  - (6) collect, distribute and publish information in connection with lacrosse;
  - (7) strive for Government, commercial and public recognition of the Association and lacrosse;
  - (8) ensure adoption of and compliance with rules of the sport of lacrosse;
  - (9) further develop the Association (or any substitute or other entity) into an organised institution and with these purposes in view, to foster, regulate, organise and manage competitions, events, displays and other activities and to issue badges, medallions and certificates and award trophies to successful competitors;
  - (10) promote the health and safety of competitors;
  - (11) encourage competitors to realise their potential and athletic abilities;
  - (12) promote and protect the interests of the Members of the association that relate directly or indirectly to lacrosse or to sport generally and to represent and promote the interests of the competitors in relation to studies, clubs, societies, associations or persons;
  - (13) encourage and promote performance-enhancing drug free competitions;
  - (14) encourage and promote equitable competition and involvement in the sport of lacrosse; and
  - (15) undertake and do all such things or activities which are necessary, incidental and conducive to the advancement of these purposes.

### 3 POWERS OF ASSOCIATION

The Association shall be recognised as the controlling body for lacrosse in Victoria, and solely for furthering the purposes set out above, the Association has power to:

- (1) acquire by purchase, exchange or otherwise, (whether for an estate in fee simple or for any less estate), lands, tenements or hereditaments of any tenure whether subject or not to any charges or encumbrances and to erect, replace, maintain, reconstruct, adapt and furnish any offices or other buildings thereon and to sell, let, alienate, mortgage, charge or deal with all or any such lands, tenements or hereditaments or any part of them;
- (2) purchase, take on, lease or in exchange or otherwise acquire any real or personal estate which may be deemed necessary or convenient by the Board for any of the purposes of the Association and to sell, manage, lease, mortgage, give in exchange, dispose of or otherwise deal with the same or any part thereof;
- (3) construct, maintain and alter any buildings, grounds, structure or works necessary or convenient for the purposes of the Association;
- (4) buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the Members of the Association or persons frequenting the Association's functions;
- (5) enter into any arrangements with or seek from any government or authority any authorities, licences or permits, that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association, including liquor licences, and to obtain from any such government or authority any rights, privileges and concessions which the Board considers desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (6) raise or borrow money on bonds or mortgage or other security of any property held for or on behalf of the Association or without any such security and upon such terms as the Board shall determine;
- (7) receive money on deposit with or without allowance of interest thereon;
- (8) invest any monies of the Association, not immediately required for the purposes of the Association, in such manner as may from time to time be determined by the Association;
- (9) borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be determined by the Board and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any monies and farther advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debentures stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the Association's property or assets present or future and to purchase, redeem or pay off any such securities;
- (10) lend and advance money or give credit to any person or body corporate, and to guarantee and give guarantees or indemnities for the payment of money or the performance of

- contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;
- (11) do all or any of the matters authorised either alone or in conjunction with any person, company, incorporated association or unincorporated body or by or through any factors, trustees or agents;
  - (12) take any gift of property whether subject to any special trust or not for any one or more of the purposes of the Association;
  - (13) take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purposes of procuring contributions to the funds of the Association in the shape of donations, annual subscriptions or otherwise;
  - (14) be a member, affiliate or be associated in any other way with, any organisation which has purposes which are similar, in whole or in part, to the purposes of the Association;
  - (15) amalgamate, merge or otherwise takeover any one or more incorporated associations having purposes altogether or in part similar to those of the Association, and to transfer the assets of the Association to such amalgamated entity;
  - (16) apply the income and assets of the Association to the promotion of the purposes of the Association;
  - (17) print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its purposes;
  - (18) appoint, hire, employ, remove, replace or reinstate employees, contractors and other persons in and for carrying out the purposes of the Association and to pay them in return for services rendered to the Association, salaries, wages and gratuities;
  - (19) subscribe to any charities and to grant donations for any public purpose;
  - (20) produce, develop, create, licence and otherwise exploit, use and protect such Intellectual Property, including but not limited to logos, trademarks, copyright and names in any product, publication or event of the Association;
  - (21) establish and maintain corporate entities to carry on and conduct the business affairs and undertakings, or any aspect thereof, of the Association and for that purpose, utilise any of the assets of or held on behalf of the Association;
  - (22) promote any other person or company for any purpose calculated to benefit the Association;
  - (23) purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations whose activities or purposes are similar to those of the Association or generally for any purpose calculated to benefit the Association;
  - (24) take legal proceedings of any nature;

(25) take and effect insurance; and

(26) do all such acts and things as are incidental, conducive or subsidiary to all or any of the purposes of the Association.

#### **4 APPLICATION OF INCOME**

4.1 The income and property of the Association shall be applied solely towards the promotion of the purposes of the Association as set out in this Statement of Purposes.

4.2 No portion of the income or property of the Association shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member, but this shall not preclude payment to a Member in good faith for expenses incurred or services rendered.

4.3 Nothing contained in clauses 4.1 or 4.2 shall prevent payment in good faith of or to any Member –

(a) for any services actually rendered to Lacrosse Victoria whether as an employee or otherwise;

(b) for goods supplied to Lacrosse Victoria in the ordinary and usual course of business;

(c) of interest on money borrowed from any Member;

(d) of rent for premises demised or let by a Member to Lacrosse Victoria;

(e) for any out-of-pocket expenses incurred by the Member on behalf of Lacrosse Victoria;

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. Any such payments must be first approved by the Board, and accompanied by substantiating documentation.

#### **5 LIABILITY OF MEMBERS**

The liability of the Members of the Association is limited.

#### **6 INTERPRETATION CLAUSE**

6.1 The specification of the purposes of the Association in clause 2, and the powers in clause 3 of this Statement of Purposes, are not in any particular order and are not to be construed so as to lead to the construction that any object or power is more important than any other object or power. In addition any purpose or power which is specified in detail is no more important than any purpose or power which has not been specified in detail, and no particular purpose or power will be limited by reference to any other and the rule of construction known as the *ejusdem generis* rule shall not apply.

6.2 If any provision of this Statement of Purposes or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, if possible so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of

this Statement of Purposes or affecting the validity or enforceability of that provision in any other jurisdiction.

**RULES  
of  
LACROSSE VICTORIA INCORPORATED  
(Registration No. A0026273K)**

**PART I - INTERPRETATION**

**1. NAME**

The name of the incorporated association is Lacrosse Victoria Incorporated (“the Association”).

**2. INTERPRETATION AND DEFINITIONS**

**2.1 Definitions**

In these Rules and in the Statement of Purposes, unless the contrary intention appears:

“Affiliated Member means a Member under Rule 4.3.

“Annual General Meeting” means the meeting of Members convened once in each calendar year within five months of the end of the financial year.

“Annual Subscriptions” means the annual fees payable by each category of Member as determined by the Board under Rule 5.

“Appeals Tribunal” means the tribunal of the Association constituted in accordance with Rule 9.1.

“Association” means Lacrosse Victoria Incorporated (Registration No. A0026273K).

“Board” means the board of directors of the Association elected under Rules 17 and 18.

“Board Meeting” means a meeting of the Board of Directors of Lacrosse Victoria constituted under Rule 17.2.

“Board Member” means a person elected to the Board under Rule 17.2.

“Board Resolution” means a resolution passed by a majority of the Members present and entitled to vote at a Board Meeting called for that purpose of which 7 days notice has been given, or such other majority or procedure as is required under the Act from time to time.

“Board Special Resolution” means a resolution passed by at least three-quarters of the Members present and entitled to vote at a Board Meeting called for that purpose of which 7 days notice has been given, or such other majority or procedure as is required under the Act from time to time.

“Delegate” means a representative of an Affiliated Member, approved by the Board in accordance with Rule 4.4(3) or 4.5 or in their absence a nominee of that representative, (who

must also be a member of the same Affiliated Member as the Delegate). The Delegate (or their nominee) is the only person who may represent the Affiliated Member at General Meetings. The Delegate of an Affiliated Member must not at the same time hold a position as a Board Member of the Association.

“Directors” means those persons appointed in accordance with Rules 17 and 18.

“Financial Year” means the year commencing 1 January and ending on 31 December.

“General Meeting” means a meeting of Members convened in accordance with Rules 10 and 11.

“Individual Member” means an individual financial member of a Club affiliated with the Association.

“Intellectual Property” means all rights subsisting in copyright, trade names, trade marks, logos, designs, equipment, images (including photographs, videos or films) or service marks relating to the Association or activity conducted, promoted or administered by the Association.

“Laws of Lacrosse” means the prevailing laws governing the playing and administration of the sport of lacrosse (in its various forms), as implemented by relevant lacrosse authorities, which laws and authorities are recognised by the Association from time to time.

“Life Member” means an individual appointed as such under Rule 4.2.

“Member” means either an Affiliated Member, Individual Member or Registered Member, and “Members” means all these members collectively as members of the Association for the time being under Rule 4.

“Public Officer” means the person appointed from time to time to carry out the functions prescribed under the Act.

“Register” means the register of Members kept in accordance with Rule 6.

“Registered Member” means an individual who is registered as a member of the Association for the time being under Rule 4.

“Regulations” means any regulations made by the Board under Rule 33.

“Rules” means these Rules of the Association and includes the Statement of Purposes.

“Special Resolution” means a resolution passed by at least three-quarters of the Members present and entitled to vote at a Special General Meeting called for that purpose of which 21 days notice has been given, or such other majority or procedure as is required under the Act from time to time.

“Statement of Purposes” means the Statement of Purposes setting out the purposes and powers of the Association, as varied from time to time.

“the Act” means the *Associations Incorporation Act 1981 (Vic)*.

## **2.2 Interpretation**

In these Rules and the Statement of Purposes:

- (1) a reference to a function includes a reference to a power, authority and duty;
- (2) a reference to the exercise of a function includes where the function is a power, authority or duty a reference to the exercise of the power or authority of the performance of the duty;
- (3) words importing the singular include the plural and vice versa;
- (4) words importing any gender include the other genders;
- (5) words or expressions shall be interpreted in accordance with the provisions of the Act as they vary from time to time;
- (6) references to persons include corporations and bodies politic;
- (7) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (8) 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
- (9) expressions referring to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

## **2.3 Enforceability**

If any provision of these Rules or any phrase contained in them 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 can not be so read down the provision shall be severed to the extent of the invalidity or unenforceability. The remaining provisions of these Rules and their validity or enforceability shall not be affected by the severance in any other jurisdiction.

## **2.4 Operation of these Rules**

On the coming into effect of these Rules, these rules shall apply to the current members (and their representatives, where applicable), and the officers serving on the previous Committee of Management (now the Board) to the full extent to which this is possible, and in the event of any dispute as to the application of these Rules, such dispute shall be resolved by the Board, in its sole discretion.

### **3. REGISTERED ADDRESS**

- 3.1 The registered address of the Association shall be at such place as determined by the Board from time to time.

## **PART II - MEMBERSHIP**

### **4. MEMBERSHIP OF ASSOCIATION**

#### **4.1 Classes of Member**

The Members of the Association shall be, and shall be divided into, the following classes:

- (1) Affiliated Members (club), which shall be represented by their Delegate. The Delegate shall have the right to be present, to debate and to vote at General Meetings;
- (2) Individual Members, which shall have the right to be present and to debate at General Meetings but shall have no voting rights.
- (3) Registered Members, which shall have the right to be present and to debate at General Meetings but shall have no voting rights.
- (4) Life Members; which shall have the right to be present, to debate at General Meetings but shall have no voting rights.;
- (5) such other class or classes of members as determined by the Board from time to time.

#### **4.2 Life Members**

- (1) A Life Membership committee may recommend to the Board that any person who has rendered distinguished service to the game of lacrosse, where such service is deemed to have assisted the advancement of lacrosse in the State of Victoria, as a player or administrator or otherwise for ten (10) years may be appointed as a Life Member.
- (2) In order to confer Life Membership, as recommended to the Board by the Life Membership committee, a Special Resolution must be passed by the Board, with the award (if any) to be presented on a date to be determined by the Board.
- (3) The Life Membership committee shall comprise 3 members including two Life Members and one current Board member, appointed from time to time by the Board.

#### **4.3 Affiliated Members (Club)**

- (1) To be eligible for Affiliated Membership, a club must be incorporated or in the process of incorporation, which process shall be complete within twelve months of applying for membership under these Rules.
- (2) For such time as a club is not incorporated, the Secretary of any unincorporated club shall be deemed to the Member, and shall be entitled to the same voting and other rights and shall follow such procedures as incorporated Affiliated Members, to the extent that this is possible.
- (3) Any dispute as to the application of these Rules to an unincorporated Affiliated Member or eligible club shall be resolved by the Board in its sole discretion.

#### 4.4 Application For Membership

- (1) Subject to these Rules, an application for membership as an Affiliated or Registered Member must be:
- (2)
  - (a) in writing in the form prescribed by the Board from time to time;
  - (b) accompanied by a copy of the club's constitution (where applicable) which must be acceptable to the Board, comply with the Act and substantially conform with these Rules;
  - (c) accompanied by the appropriate fee or fees, if any; and
  - (d) lodged with the Secretary.
- (3) As soon as is practicable after the receipt of an application under Rule 4.4(1), the Secretary shall refer the application to the Board.
- (4) Upon an application being referred to the Board, the Board shall, as soon as practicable, determine whether to approve or decline the application, and in the case of Affiliated Members, if the application for membership is approved, shall determine whether to approve or reject the nomination of the nominee as Delegate.
- (5) If the Board approves the application for membership, the Board shall determine the appropriate class of membership and the Secretary shall, as soon as practicable, notify the applicant in writing that it is approved for membership. If approved, membership shall commence on entry into the Register in accordance with Rule 4.4(6).
- (6) If the Board does not approve an application for membership, or of a nominee (as appropriate), the Secretary shall, as soon as practicable, notify the applicant in writing that she, he or it is not approved for membership. The Board is not required to give reasons for its decision.
- (7) If the application for membership is approved, the Secretary shall enter the applicant's name in the Register, and upon the name of the applicant being so entered, the applicant becomes a Member. The Secretary shall also enter the class of membership afforded to the Member and the name of the Delegate (if applicable).
- (8) A person shall not represent that any eligible club is a Member unless the club so represented has been registered as a Member under these Rules.

A Member is not required to reapply for membership each Financial Year. Members shall subject to these Rules, remain Members of the Association provided all monies due and payable to the Association have been paid, other than the amount of the Annual Subscription payable in respect of the current Financial Year. If Members do not pay the Annual Subscription within 30 days of the due date, their membership shall lapse and they will be required to apply for membership in accordance with this Rule 4.4.

#### **4.5 Delegate of Affiliated Member**

- (1) The Board may in its discretion determine that a person nominated by an Affiliated Member to be a Delegate shall not represent an Affiliated Member as a Delegate, and shall notify that Member accordingly.
- (2) Affiliated members may change their Delegate giving reasonable notice in writing to the Secretary.
- (3) The Secretary shall record any change in Delegate in the Register.
- (4) Each Delegate shall comply with the directions given by a resolution of the Affiliated Member, including in respect of voting, and if required by the Board, shall provide to the Board evidence of such compliance.

#### **4.6 Effect of Membership**

- (1) All parties who or which were Members of the Association prior to the adoption of these Rules shall continue as Members, and shall not be required to apply for membership as provided for under these Rules.
- (2) Members acknowledge and agree that:
  - (a) these Rules constitute a contract between each of them and the Association and that they are bound by the Rules and the Regulations;
  - (b) they shall comply with and observe these Rules, the Regulations and any policy, determination or resolution which may be made or passed by the Board or any duly authorised Committee;
  - (c) by submitting to these Rules and the Regulations they are subject to the jurisdiction of the Association;
  - (d) the Rules and Regulations are necessary and reasonable for promoting the purposes of the Association; and
  - (e) they are entitled to all benefits, advantages, privileges and services of their membership as determined by the Board.
- (3) Members may by virtue of membership of the Association and subject to these Rules:
  - (a) express in writing or otherwise their views and opinions in any meeting in respect of which they are entitled to participate in accordance with these Rules;
  - (b) make proposals or submissions to the Board;
  - (c) engage and participate in any activity approved, sponsored or recognised by the Association; and
  - (d) conduct any activity approved by the Association.

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

(a) is not capable of being transferred or transmitted to another person; and

(b) terminates upon the cessation of membership whether by death, resignation or otherwise.

## **5 SUBSCRIPTIONS AND FEES**

The annual membership, subscriptions and team nomination and any other fees payable by Members or classes of Members to the Association, the benefits which apply, the time for, and manner of payment, shall be determined by the Board from time to time.

## **6 REGISTERS**

### **6.1 Secretary to Keep Register of Members**

The Secretary shall keep and maintain a Register of Members in which shall be entered the full name, address, class of membership, date of entry of the name of each Member and whether the Member has been granted voting rights.

### **6.2 Inspection of Register**

The Registers shall be available for inspection by Members upon reasonable request and subject to the discretion of the Board upon consideration of privacy factors.

## **7 RESIGNATION OF MEMBERS**

### **7.1 Notice of Resignation**

Any Member who has paid all monies due and payable to the Association may resign from the Association by giving 30 days notice in writing to the Association of such intention to resign. Upon the expiration of that period of notice, the Member shall cease to be a member.

### **7.2 Expiration of Notice Period**

Upon the expiration of a notice given under Rule 7.1, an entry, recording the date on which the Member who gave notice ceased to be a Member, shall be recorded in the Register.

### **7.3 Forfeiture of Rights**

A Member who ceases to be a Member, for whatever reason, shall forfeit all right in and claim upon the Association and its property including Intellectual Property.

## **8 DISCIPLINE OF MEMBER (EXPULSION, SUSPENSION OR FINING)**

## 8.1 Suspension in Exceptional Circumstances

In addition to the rights of suspension and expulsion under these Rules, the Board/Commissioner may in their discretion suspend a Member from the Association in exceptional circumstances pending determination of a resolution under this Rule 8. For the purposes of this Rule "exceptional circumstances" means circumstances in which, after reasonable enquiry, it is considered that the Association or any of the Members may suffer damage or detriment as a result of the actions or inactions by the Member who is being considered for suspension under this Rule.

If a suspension is imposed under this Rule, the Secretary shall notify the Member concerned of the suspension in writing and send a copy of such notification to the Board/Commissioner. There is no right of appeal of a suspension made under this Rule.

## 8.2 Board/Commissioner Resolution

Subject to these Rules, the Board/Commissioner may by resolution:

- (1) expel a Member from the Association; or
- (2) suspend a Member from membership of the Association for a specified period; or
- (3) fine a Member;
- (4) impose such other penalty, action or educative process as it sees fit,

if the Board/Commissioner considers that the Member has:

- (a) breached, failed, refused or neglected to comply with a provision of these Rules, the Regulations or any policy, resolution or determination of the Board;
- (b) acted in a manner unbecoming of a Member or prejudicial to the objects and interests of the Association, or another Member; or the sport of lacrosse; or
- (c) brought the Association, or another Member, or the sport of lacrosse into disrepute.

Such grounds do not constitute a Grievance, and Rule 23 does not apply.

## 8.3 Notice of Alleged Breach

Where the Board/Commissioner considers that a Member may have satisfied one or more of the grounds in Rule 8.2(a), (b) or (c), the Secretary shall, as soon as practicable, serve on the Member a notice in writing:

- (1) setting out the alleged breach of the Member and the grounds on which it is based;
- (2) stating that the Member (personally or by its Delegate) may address the Board at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
- (3) stating the date, place and time of that meeting;
- (4) informing the Member that he, she or it may do one or more of the following: -

- (a) attend that meeting;
- (b) give the Association, before the date of that meeting a written statement regarding the alleged breach.

#### **8.4 Determination of Board**

At a meeting of the Board/Commissioner held in accordance with Rule 8.3, the Board shall:

- (1) give to the Member every opportunity to be heard;
- (2) give due consideration to any written statement submitted by the Member; and
- (3) by resolution determine whether the alleged breach occurred.

#### **8.5 Appeal to Appeals Tribunal**

- (1) If the Board/Commissioner passes a resolution at the meeting held in accordance with this Rule 8, the Member has a right to appeal the decision to the Appeals Tribunal.
- (2) The Member must lodge the appeal with the Secretary within 14 days of the date the resolution is passed. The appeal must specify the grounds of the appeal.
- (3) Where the Secretary receives an appeal under Rule 8.5(2), the Board shall convene a meeting of the Appeals Tribunal to be held within 30 days of the date on which the Secretary received the appeal.
- (4) Where the Member lodges an appeal to the Appeals Tribunal under this Rule, the resolution of the Board/Commissioner does not take effect unless the Appeals Tribunal confirms the resolution in accordance with Rule 9.

### **9 APPEALS TRIBUNAL**

#### **9.1 Composition of Appeals Tribunal**

- (1) An Appeals Tribunal of 5 persons who are not Members of the Association shall be appointed by the Board for the purpose of adjudication of appeals from Members under Rule 8.5.
- (2) No member of the Appeals Tribunal shall be permitted to hold any office on the Board or its appointed sub-committees.
- (3) A minimum of 3 Members of the Appeals Tribunal shall constitute a quorum.
- (4) A casual vacancy on the Appeals Tribunal shall be filled by the Board appointing a replacement as it sees fit.

#### **9.2 Proceedings Before Appeals Tribunal**

Proceedings before the Appeals Tribunal shall be conducted as follows:

- (a) The Chairperson of the Appeals Tribunal shall announce the opening of the proceedings, stating the Tribunal's authority, jurisdiction, composition and the nature and purpose(s) of the proceedings.
- (b) The procedure to be followed at proceedings shall be clearly explained by the Appeals Tribunal Chairperson. The Appeal Tribunal Chairperson shall state who is entitled to be present throughout proceedings during evidence and submissions.
- (c) The matter(s) which is/are the subject of proceedings shall then be read to the person(s) concerned. The body or person reporting the matter(s) and the subjects of the proceeding shall be given the opportunity to report the circumstances of those matter(s). The person(s) concerned will be given the opportunity to respond to this report and present evidence/submissions as to their view of the circumstances of those matter(s). Any witnesses called by either the reporting body or the person(s) concerned will be given the opportunity to give evidence or make submissions. Witnesses may be questioned on their evidence. Evidence and/or submissions may be tendered in writing.
- (d) The Appeal Tribunal will consider the evidence presented. It may adjourn the hearing if considered necessary. No other person shall be present or partake in any discussion with the Appeals Tribunal at this time. If the Appeals Tribunal finds the decision of the Board is not proved it will dismiss the appeal accordingly.
- (e) If the Appeal Tribunal finds the decision of the Board to be proved, it may impose, in its discretion, an appropriate penalty or penalties, or it may report its findings to the Board with such recommendations as it considers appropriate. The Appeals Tribunal Chairperson will declare the proceedings closed.
- (f) If a decision cannot be given immediately after proceedings, the relevant party or parties must be advised of the time and place at which the decision will be given. The decision, any penalty and the reasons for the decision shall be given in writing and signed by the Appeals Tribunal Chairperson. Every decision of the Appeals Tribunal shall be conveyed in writing to the parties concerned.

### **9.3 Decisions Binding**

Decisions of the Appeals Tribunal will be binding and final upon the Board and the Member.

## **PART III- GENERAL MEETINGS**

### **10 ANNUAL GENERAL MEETINGS**

#### **10.1 Annual General Meeting to be Held**

The Association shall in each calendar year convene and hold an Annual General Meeting of its Members in accordance with the provisions of the Act and on a date and at a venue to be determined by the Board.

#### **10.2 Ordinary Business**

The ordinary business of the Annual General Meeting shall be to:

- (1) confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;
- (2) receive from the Board, reports upon the transactions of the Association during the last preceding year;
- (3) elect Directors;
- (4) declare Life Members;
- (5) receive and consider the statement submitted by the Board in accordance with section 30(3) of the Act; and
- (6) present the detailed budget for the following year.

#### **10.3 Special Business**

The Annual General Meeting may transact special business of which notice is given in accordance with these Rules.

#### **10.4 Additional Meetings**

The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.

#### **10.5 Entitlement to Vote**

The only persons entitled to vote at Annual General Meetings of the Association shall be the Affiliated Members (personally, or by their Delegates) who shall be known as Voting Members.

#### **10.6 Other General Meetings**

All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with the provisions of these Rules.

### **11 SPECIAL GENERAL MEETINGS**

## **11.1 Special General Meetings May be Held**

The Board may, whenever it thinks fit convene a Special General Meeting of the Association 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.

## **11.2 Request for Special General Meetings**

- (1) The Board shall on a request in writing of not less than thirty per cent (30%) of Affiliated Members convene a Special General Meeting.
- (2) The request for a Special General Meeting shall state the object(s) of the meeting and shall be signed by the Voting Members making the request and be sent to the Chief Executive and may consist of several documents in a like form, each signed by one or more of the Members making the requisition.
- (3) If the Board does not cause a Special General Meeting to be held within 30 days after the date on which the request is sent to the Association, the Members making the request, or any of them, may convene a Special General Meeting to be held not later than 90 days after that date.
- (4) A Special General Meeting convened by Members under these Rules shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Board. All reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

## **12 NOTICE OF MEETINGS**

### **12.1 Notice to be given for General Meetings**

The Secretary shall, at least 21 days before the date fixed for holding a General Meeting, send to each Voting Member at their address (which may include facsimile number or electronic mail address) appearing in the Register, a notice in writing stating the place, date and time and the nature of the proposed business to be transacted at the meeting.

### **12.2 Business of Meeting**

- (1) No business other than that set out in the notice convening the meeting shall be transacted at the General Meeting.
- (2) A Member desiring to bring any business before a meeting shall give at least 30 days notice in writing of that business to the Secretary who shall include that business in a notice calling the next General Meeting after the receipt of the notice.
- (3) A motion of which due notice has been given, if unsuccessful, cannot be resubmitted, nor may any other motion having a similar effect be moved at a subsequent General Meeting for a period of twelve (12) months. The Chairperson shall determine whether a motion is a motion having a similar effect.

## **13 PROCEEDINGS AT MEETINGS**

### **13.1 Special Business**

All business that is transacted at a Special General Meeting or the Annual General Meeting, with the exception of that referred to in these Rules as the ordinary business of the Annual General Meeting, shall be special business.

## **13.2 Quorum**

- (1) No item of business shall be transacted at a General Meeting unless a quorum of Members entitled under these Rules to vote is present during the time when the meeting is considering that item.
- (2) Fifty per cent (50%) of the Affiliated Members personally present and entitled to vote constitute a quorum for the transaction of the business at a General Meeting.
- (3) If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting:
  - (a) if convened upon the requisition of Members, shall be dissolved; and
  - (b) 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 5) shall be a quorum.

## **14 CHAIR AT MEETINGS**

### **14.1 President to Chair**

The President shall chair each General Meeting of the Association.

### **14.2 Where President Absent**

If the President is absent from a General Meeting or is unwilling to act, the Directors present shall elect one of their number to preside as chair at the meeting.

## **15 ADJOURNMENT OF MEETINGS**

### **15.1 Chair May Adjourn Meeting**

The Chair 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.

### **15.2 Further Notice**

- (1) 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.
- (2) Except as provided in Rule 15.2(1), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

## **16 VOTING AT GENERAL MEETINGS**

### **16.1 Voting Rights**

Unless and until otherwise determined by the Board, in all General Meetings only Affiliated Members shall have the right to vote, via their appointed Delegate. Each Delegate shall be entitled to one (1) vote on behalf of their Affiliated member at General Meetings of the Association.

Directors of the Association shall be entitled to attend and debate at General Meetings, but shall have no voting rights.

### **16.2 Voting Procedure**

- (1) Except as otherwise provided in these Rules, all votes shall be given in person by attendance at a General Meeting.
- (2) A question arising at a General Meeting shall be determined on a show of hands.
- (3) In the case of an equality of voting on a question, the Chair of the meeting may exercise a casting vote.
- (4) A Member is not entitled to vote at any General Meeting unless all monies due and payable to the Association have been paid, other than the amount of the Annual Subscription payable in respect of the current Financial Year.

### **16.3 Recording of Determinations**

If before, or on, the declaration of the show of hands a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried, carried unanimously, carried by a particular majority or lost, an entry to that effect in the minute book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

### **16.4 Secret Ballot at General Meetings**

- (1) If at a meeting a secret ballot on any question is demanded by thirty per cent (30%) of Affiliated Members, it shall be taken at the meeting in such manner as the Chair may direct and the resolution of the secret ballot in writing shall be deemed to be a resolution of the meeting on that question.
- (2) A secret ballot that is demanded on the election of a Chair or on a question of an adjournment shall be taken immediately and a secret ballot that is demanded on any other question shall be taken at such time before the close of the meeting as the Chair may direct.

### **16.5 Special Resolutions**

A special resolution can only be passed at a meeting by members voting in person or by proxy. Passing a special resolution requires not less than three-quarters of members voting in favour of the resolution and 21 days must be given to members of the intention to pass a special resolution. A special resolution must be passed by the Association if it intends to do any of the following:

- make alterations to the rules of the Association or to the statement.
- amalgamate

## **16.6 Proxies**

- (1) Each Voting Member is entitled to appoint another member to act as proxy by notice lodged with the Secretary at least 24 hours prior to the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in the form set out by the Board from time to time.

## PART IV – BOARD

### 17 BOARD

#### 17.1 Powers of Board

- (1) The affairs of the Association shall be managed by a Board constituted under Rule 17.2.
- (2) Subject to these Rules and the Act, the Board:
  - (a) shall control and manage the business and affairs of the Association;
  - (b) may exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by the Members in General Meeting; and
  - (c) has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association.

#### 17.2 Composition of Board

- (1) There shall be at least 5, but no more than 9, Directors who shall be:
  - (a) the President;
  - (b) the Secretary;
  - (c) a Director of Finance;
  - (b) up to six (6) Ordinary Directors

The above Directors shall be Members and shall be elected in accordance with Rule 18. A Director may not hold a Board or Delegate position for an Affiliated Member concurrently with their position as Director.

- (1) Each elected Board Member, shall hold office until the close of the second Annual General Meeting following the declaration of their election, but is eligible for re-election.
- (2) The President and up to three Ordinary Directors shall be elected in each year of odd number. The Secretary, Director of Finance, and up to three Ordinary Directors shall be elected in each year of even number.
- (3) The Board shall contain a minimum of two persons of each gender unless there are less than two persons of a particular gender who are prepared to accept nomination for election as a Director.
- (4) The Vice Chairperson shall be a person of the opposite gender to the Chairperson, unless there is not a person of the opposite gender willing to take the position.

- (5) Should any adjustment to the term of Board Members elected under these Rules be necessary to ensure rotational terms in accordance with these Rules, this shall be determined by the Board. Elections to subsequent Boards shall then proceed in accordance with the procedures in these Rules with approximately half of the Board retiring each year.
- (6) The Board shall have the power to co-opt a maximum of two other Directors as it sees fit from time to time. Such co-opted Directors may or may not be Members of the Association, and shall be entitled to contribute and debate at Board Meetings but shall have no voting rights.

### **17.3 Casual Vacancy**

In the event of a casual vacancy in the office of any Director, the Board may appoint a Member to the vacant office and the person so appointed may continue in office up to and including the conclusion of the Annual General Meeting following the date of their appointment.

### **17.4 Transitional Period**

At the 2007 Annual General Meeting, the President and three Ordinary Directors will each be elected for a two year term. The Secretary, Director of Finance and three Ordinary Directors will each be elected for a one year term. The term to be held by the Ordinary Directors elected shall be determined by lot.

## **18 ELECTION OF THE BOARD**

### **18.1 Nominations of Candidates**

- (1) The returning officer shall call for nominations six (6) weeks before the date of the Annual General Meeting. All Voting Members shall be notified of the call for nominations.
- (2) Nominations of candidates for election as Board Members, shall be:
  - (a) made in writing, signed by 2 Members and accompanied by the written consent of the nominee (which may be endorsed on the form of nomination). The nominee must be a Member of the Association; and
  - (b) delivered to the Secretary of the Association by the date specified on the call for nominations.
- (3) If the number of nominations received for the Board is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board, then those nominated shall be declared elected at the Annual General Meeting by the returning officer and further nominations shall be called for. When calling for further nominations, the returning officer shall establish a timetable for nomination, voting and declaration of the vote at the Annual General Meeting.
- (4) If the number of nominations exceeds the number of vacancies to be filled, an election must take place at the Annual General Meeting. No further nominations may be received at the Annual General Meeting.

- (5) If it is necessary to hold an election, a returning officer and scrutineers must be appointed by the Chair, none of whom are to be candidates for election. Ballot papers must be prepared containing the candidates names in alphabetical order.
- (6) The election will be conducted according to such method as the Board deems fit from time to time.
- (7) A candidate cannot be nominated for more than one position of office at the same election.

## **18.2 Returning Officer**

- (1) The Board shall appoint, on such terms and conditions as it sees fit, a person to be returning officer for the election of Board Members. The returning officer shall not be a Member or a member of the immediate family of a candidate for election.
- (2) No persons 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 Voting Member has voted.
- (3) The decision of the returning officer on any matter relating to the elections is final and no appeal shall be made from that decision.

## **19 VACANCY ON THE BOARD**

### **19.1 Grounds for Termination of Member of Board**

For the purposes of these Rules, the office of a Board Member becomes vacant if the Board Member:

- (1) ceases to be a Member of the Association;
- (2) becomes an insolvent under administration within the meaning of the Corporations Law;
- (3) resigns their office by notice in writing given to the Association;
- (4) dies or 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;
- (5) is prohibited from being a director of a company under the Corporations Law; or
- (6) fails to attend 3 consecutive meetings of the Board without having previously obtained leave of absence or provided reasonable excuse for such absence.

### **19.2 Removal of Board Member**

- (1) The Association in a Special General Meeting may by resolution remove any Board Member, before the expiration of their term of office and appoint another individual

Member in their place to hold office until the expiration of the term of the first mentioned Board Member.

- (2) Where the Board Member to whom a proposed resolution referred to in Rule 19.2(1) makes representations in writing to the Chief Executive or the Chairperson and requests that such representations be notified to the Members, the Chief Executive or the Chairperson may send a copy of the representations to each Member or, if they are not so sent, the Board Member may require that they be read out at the meeting, and the representations shall be so read.

## **20 LEAVE OF ABSENCE**

### **20.1 Grant of Leave of Absence**

The Board may grant a leave of absence to a Board Member for a period not exceeding 3 months, on the submission of a written application for such leave to the Secretary.

### **20.2 Discretion as to Leave of Absence**

The Board may, in its discretion, grant leave of absence to a Board Member for such period as it sees fit following consideration of an application submitted in writing to the Secretary, provided in no circumstances shall the leave of absence exceed six (6) months or the remaining term of office of the Director, whichever expires sooner.

## **21 QUORUM AND PROCEDURE AT BOARD MEETINGS**

### **21.1 Convening a Board Meeting**

- (1) The Board shall meet as required, but shall meet on at least 6 occasions in each year.
- (2) Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced in writing or by their presence) not less than 7 days' written notice of the meeting of the Board shall be given to each Board Member.
- (3) Written notice of each Board meeting, specifying the general nature of the business to be transacted, shall be served on each Director by:
  - (a) delivering it to that Member personally;
  - (b) 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 Board Member's last notified contact details, and no other business shall be transacted at such a meeting.

### **21.2 Quorum**

- (1) Any four (4) members of the Board (including a minimum of three (3) elected Board Members) shall constitute a quorum for the transaction of the business of a meeting of the Board.
- (2) No business shall be transacted unless a quorum is present and if within half an hour 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.
- (3) Subject to Rule 20.2, the Board may act notwithstanding any vacancy.

### **21.3 Procedures at Meetings**

- (1) At meetings of the Board:
  - (a) the President shall chair the meeting;
  - (b) if the President is absent or unwilling to act, the Board shall appoint one of its members to chair the meeting.
- (2) Questions arising at a meeting of the Board shall be determined on a show of hands or, if demanded by a member of the Board, by a secret ballot taken in such manner as the persons presiding at the meeting may determine.
- (3) Each member of the Board present at a meeting of the Board (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 chairing the meeting may exercise the second or casting vote.
- (4) A resolution in writing signed or assented to by telegram, cablegram, radiogram, facsimile, telex or other form of visible or other electronic communication by all the members of the Members for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the members of the Board.
- (5) Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the members of the Board may be held where one or more of the Board Members is not physically present at the meeting, provided that:
  - (a) 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;
  - (b) notice of the meeting is given to all the members of the Board entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board and such notice specifies that the members of the Board are not required to be present in person;

- (c) in the event that a failure in communications prevents condition (a) from being satisfied by that number of members of the Board which constitutes a quorum, and none of such members of the Board 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 (a) is satisfied again. If such condition is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated; and
- (d) any meeting held where one or more of the members of the Board is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a member of the Board is there present and if no member of the Board is there present the meeting shall be deemed to be held at the place where the Chairperson of the meeting is located.

#### **21.4 Minutes**

The Secretary shall keep minutes of the resolutions and proceedings of each General Meeting and Board meeting in books provided for that purpose, together with a record of the names of persons present at all meetings.

#### **21.5 Board Member's Interests**

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

#### **21.6 Disclosure of Interests**

The nature of the interest of such Director must be declared by the Director at the meeting of the Board 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 Board after the acquisition of the interest. If a Director 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 Board held after the Director becomes so interested.

#### **21.7 General Disclosure**

A general notice that a Director 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 21.6 as regards such Director and the said transactions. After such general notice it is not necessary for such Director to give a special notice relating to any particular transaction with that firm or company.

#### **21.8 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 Director in accordance with Rule 21.6 and 21.7.

## **21.9 Conflicts**

A Director, notwithstanding the interest, may be counted in the quorum present at any meeting but cannot vote in respect of any contract or arrangement in which the Director is interested. If the Director votes, the vote shall not be counted.

## **22 DELEGATED POWERS AND DUTIES**

### **22.1 Secretary**

The Secretary of the Association, unless otherwise determined by the Board from time to time, shall be responsible to the Board to carry out the functions of the Public officer in accordance with the Act, for the duration of their appointment as Secretary.

### **22.2 Sub-Committees**

- (1) The Board may establish and delegate any of its functions, powers or duties (except this power to delegate) to such sub-committee or sub-committees as it thinks fit and may recall or revoke any such delegation or appointment and may amend or repeal any decision made by such sub-committee
- (2) The Board 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 Board.
- (3) The President and Secretary shall be ex-officio members of any sub-committee so appointed.
- (4) The proceedings for any sub-committee shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the Board in Rule 21.
- (5) Within 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 Secretary.

## **PART V - MISCELLANEOUS**

### **23 GRIEVANCE PROCEDURES**

- (1) Where a Member of the Association has a grievance with another Member or with the Association (but not being any of the grounds set out in Rule 8.1) and that Member considers the grievance warrants investigation and action by the Association that Member shall follow the following procedure.

#### **(2) Grievances Officer**

The Member shall contact, either by telephone or in writing, the Association's Grievances Officer, appointed by the Board (but not a member of the Board), and advise they have a grievance which they wish to discuss. The identity of the nominated Grievances Officer will be communicated to all Members of the Association by written notice. Where a grievance is to be submitted in writing it should be addressed clearly to the Grievances Officer and marked "Private & Confidential".

#### **(3) Action by Grievance Officer**

- (a) Where a grievance has been received by the Grievances Officer she or he shall, as soon as practicable, meet with, or discuss the grievance with the aggrieved Member. The Grievances Officer may take whatever steps and conduct whatever investigations necessary to determine whether the grievance is legitimate.
- (b) Where the Grievances Officer determines the grievance is legitimate she or he shall take all reasonable steps to resolve the grievance.
- (c) Where the Grievances Officer determines the grievance is not legitimate she or he shall advise the aggrieved Member accordingly. If the aggrieved Member is not satisfied with the Grievances Officer's determination they may take whatever further action they consider necessary or appropriate.
- (d) Where the Grievances Officer is unable to resolve a grievance or considers the grievance of a very serious nature they shall report the grievance to the Secretary and/or the Board for action.
- (e) All grievances received by the Grievances Officer, and all information surrounding the circumstances of a grievance which is discovered by the Grievances Officer on investigation shall be confidential and may be communicated only to the Secretary and/or the Board.

#### **(4) Procedure by Grievance Officer**

In investigating a grievance and/or determining its legitimacy, the Grievances Officer shall observe and apply the procedures applicable to a proceeding before an Appeals Tribunal under Rule 9 of these Rules in so far as they are applicable.

## **24 SIGNING OF NEGOTIABLE DOCUMENTS**

All cheques, drafts, bill of exchange, promissory notes and other negotiable instruments shall be signed by the Director of Finance and one other elected Director in such manner as approved by the Board from time to time.

## **25 COMMON SEAL**

- (1) The common seal of the Association shall be kept in the custody of the Secretary.
- (2) The common seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the common seal shall be attested by the signatures of 2 elected Directors.
- (3) A Director may not sign a document to which the seal of the Association is fixed where the Director is interested in the contract or arrangement to which the document relates.

## **26 ALTERATION OF STATEMENT OF PURPOSES AND RULES**

- (1) These Rules and the Statement of Purposes of the Association shall not be altered except by Special Resolution in accordance with the Act.
- (2) In addition, there shall be no alteration or amendment to Rules 26 or 27 without the consent of the relevant Minister under the Act.

## **27 DISSOLUTION**

- (1) Every Member of the Association undertakes to contribute to the assets of the Association in the event of it being wound up while a Member, or within one year after ceasing to be a Member, for payment of the debts and liabilities of the Association and the costs, charges and expenses of winding up, such amount not to exceed twenty dollars (\$20.00).
- (2) If upon winding up or dissolution of the Association, there remains, after satisfaction of all its debts and liabilities, any property, the same shall not be paid to or distributed amongst the Members of the Association, but shall be given or transferred to some other organisation having purposes similar to the purposes of the Association 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. Such body or bodies to be determined by the Members of the Association at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter.

## **28 INDEMNITY**

- (1) Every member of the Board, auditor, manager, employee or agent of the Association shall be indemnified out of the property and assets of the Association against any liability incurred by him in his capacity as member of the Board, auditor or agent in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in relation to any such proceedings in which relief is granted to him or her by the Court.
- (2) The Association shall indemnify its members of the Board, managers and employees against all damages and costs (including legal costs) for which any such members of the Board, manager or employee may be or become liable to any third party in consequence of any act or omission except willful misconduct:
  - (a) in the case of a member of the Board performed or made whilst acting on behalf of and with the authority, express or implied of the Association; and
  - (b) in the case of an employee, performed or made in the course of, and within the scope of his or her employment by the Association.

## **29 SERVICE OF NOTICES**

- (1) A notice may be served by or on behalf of the Association upon any Member by sending the notice by post or facsimile transmission or where available, by electronic mail, to the Member's registered address or facsimile number or electronic mail address either personally or by sending it by post to the Member at their address shown in the Register.
- (2) Where a document is properly addressed and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.
- (3) Notice may be served by facsimile to Members if the Secretary has been notified of a facsimile number to which the notice may be sent. Where a notice is sent to that facsimile number, which notice is properly addressed, the notice shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the confirmation record (which confirms the whole notice was sent) shows the notice to have been sent.
- (4) Notice may be served by electronic mail to Members if the Secretary has been notified of an electronic mail address to which the notice may be sent. Where a notice is sent to that electronic mail address, which notice is properly addressed, the notice shall, unless the contrary is proved, be deemed to have been given to the person upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.

## **30 CUSTODY OF BOOKS AND OTHER DOCUMENTS**

Except as otherwise provided in these Rules, the Secretary shall keep in his or her custody or control all books, documents and securities of the Association.

### **31 SOURCES OF FUNDS**

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

### **32 REGULATIONS**

- (1) The Board may make Regulations and/or Committee By-laws and alter, amend or rescind the same as occasions may require, and enforce penalties for their breach. Such Regulations shall have the same force and effect as these Rules, but shall not be in any way oppose or be in conflict with the Rules. Such Regulations shall be available for inspection in the Association premises (or other notified premises).
- (2) Amendments, alterations, interpretation or other changes to Regulations shall be advised to Members by means of notice approved by the Board. Notices shall be binding upon all Members.
- (3) All regulations of the Association in force at the date of the approval of these Rules under the Act insofar as such regulations are not inconsistent with these Rules, shall be deemed to be Regulations under this Rule.

### **33 AUSTRALIAN LACROSSE ASSOCIATION LIMITED**

For so long as the Association remains affiliated with Australian Lacrosse Association Limited, the association shall act in accordance with the Memorandum and Articles of Association of that body, and to the extent that the provisions of these Rules or Regulations shall conflict with the Constitution of Australian Lacrosse Association Limited, the latter shall prevail.