



**LACROSSE  
VICTORIA**



# **CONSTITUTION**

Endorsed: April 2024

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# CONSTITUTION OF LACROSSE VICTORIA INCORPORATED

(Registration No. A0026273K)

## PART 1 - PURPOSES, POWERS AND INTERPRETATION

### 1. NAME

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

### 2. PURPOSES OF ASSOCIATION

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The Association will be recognised as the controlling body of the sport of Lacrosse in Victoria. The purposes for which the Association is established are to:

- (a) 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 :
  - (i) promoting a greater community awareness of, and enjoyment in Lacrosse and its contribution to sport generally;
  - (ii) 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;
  - (iii) 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;
  - (iv) 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;
  - (v) 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";
  - (vi) selecting and appointing Lacrosse representatives, officials and delegates in local, and interstate competition or for any other purposes;
  - (vii) providing sound financial administration;
  - (viii) 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;
  - (ix) 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;

- (x) pursuing and conducting such programs and projects that relate to Lacrosse and to the other activities of the Association generally;
- (xi) settling disputes or questions on any matters relating to Victorian Lacrosse;
- (xii) 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;
- (b) affiliate and otherwise liaise with the Australian Lacrosse Association Ltd, 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;
- (c) ensure that a high standard of the sport of Lacrosse is maintained;
  - (i) develop and promote fair and honest behaviour in Lacrosse;
  - (ii) 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;
- (d) collect, distribute and publish information in connection with Lacrosse;
- (e) strive for Government, commercial and public recognition of the Association and Lacrosse;
- (f) pursue through itself or other such commercial arrangements, including sponsorship and marketing opportunities as are appropriate to further the interests of Lacrosse Victoria;
- (g) formulate or adopt and implement appropriate policies, including in relation to sexual harassment, equal opportunity, equity, drugs in sport, health, safety, junior and senior programs, infectious diseases and such other matters as arise from time to time as issues to be addressed by Lacrosse Victoria;
- (h) ensure adoption of and compliance with rules of the sport of Lacrosse;
- (i) 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;
- (j) promote the health and safety of members;
- (k) encourage competitors to realise their potential taking into account different levels of abilities;
- (l) 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;
- (m) encourage and promote performance-enhancing drug free competitions;
- (n) encourage and promote equitable competition and involvement in the sport of Lacrosse;

- (o) seek and obtain improved Lacrosse facilities in Victoria; and
- (p) undertake and do all such things or activities which are necessary, incidental and conducive to the advancement of these purposes.

### **3. POWERS OF ASSOCIATION**

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Solely for furthering the Purposes, the Association has, in addition to the rights, powers and privileges conferred on it under the Act, the legal capacity and powers of a company set out under section 124 of the *Corporations Act 2001 (Cth)*.

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

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#### **4.1 Income and property applied to Purposes**

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 Constitution.

#### **4.2 No Income to Members**

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 Payments in good faith**

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

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

provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction. Any such payments must be first approved by the Board, and accompanied by substantiating documentation.

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

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The liability of the Members of the Association is limited.

### **6. INTERPRETATION CLAUSE**

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- (a) The specification of the Purposes of the Association in clause 2, and the powers in clause 3 of this Constitution, 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.

- (b) If any provision of this Constitution 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 Constitution or affecting the validity or enforceability of that provision in any other jurisdiction.

## PART 2 – INTERPRETATION

### 7. INTERPRETATION AND DEFINITIONS

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#### 7.1 Definitions

In this Constitution and in the Rules, unless the contrary intention appears:

**"Act"** means the *Associations Incorporation Reform Act 2012* (Vic) or any other act under which the Association may be incorporated from time to time.

**"Affiliated Member"** means a Member under 8.4

**"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 9.

**"Application"** means an application in accordance with Rule 8.5

**"Appointed Director"** means a Director appointed under Rule 22.

**"Association"** means Lacrosse Victoria Incorporated (Registration No. A0026273K).

**"Board"** or **"Directors"** means all or some of the Directors of the Association acting as a board.

**"Board Meeting"** means a meeting of the Board of Directors of Lacrosse Victoria constituted under Rule 25.

**"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.

**"By-Laws"** means the rules and policies of the Association as authorised by the Board from time to time.

**"Chairperson"** means the person elected in accordance with Rule 25.3.



**"Constitution"** means the constitution, in accordance with the Act, setting out the purposes and powers of the Association as varied from time to time.

**"Delegate"** means a representative of an Affiliated Member, approved by the Board in accordance with Rule 8.5 or 8.7 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 Director of the Association.

**"Director"** means a director of the Association and includes Elected Directors and Appointed Directors.

**"Elected Director"** means a Director elected under Rule 21.

**"Financial Year"** means the year commencing 1 January and ending on 31 December in any year.

**"General Manager"** means the person who is appointed under this constitution to carry out the duties set out in Rule 26.1.

**"General Meeting"** means a meeting of Members convened in accordance with Rules 13 and 14.

**"Individual Member"** means an individual financial member of a Club affiliated with the Association.

**"Intellectual Property"** means all rights or goodwill subsisting in copyright, trade names, trademarks, 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.

**"Lacrosse"** means the sport of Lacrosse.

**"Lacrosse Victoria"** means Lacrosse Victoria Incorporated (Registration No. A0026273K).

**"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 8.3(a)

**"Life Membership Committee"** means a committee in accordance with Rule 8.3(c).

**"Member"** means a member for the time being of the Association under Part II of this Constitution.

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

**"Purposes"** means the purposes of the Association in clause 2.

**"Register"** means the register of Members kept in accordance with Rule 10.1.

**"Registered Member"** means an individual who is registered as a member of the Association for the time being under Rule 8.

**"Regulations"** means any regulations made by the Board under Rule 38.

**"Rules"** means the Rules of the Association and includes the Constitution.

**"Seal"** means the common seal of the association and includes any official seal of the Association.

**"Secretary"** means the person elected to act as Secretary of the Board in accordance with Rule 20.3.

**"Special General Meeting"** means a General Meeting other than an Annual General Meeting.

**"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.

**"Voting Member"** means a member entitled to vote under Rule 19.1.

**"Writing"** means written communication or other means of communication in the form deemed appropriate by the Board of the time.

## **7.2 Interpretation**

In the Constitution and the Rules:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes where the function is a power, authority or duty a reference to the exercise of the power or authority of the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other genders;
- (e) words or expressions shall be interpreted in accordance with the provisions of the Act as they vary from time to time;
- (f) references to persons include corporations and bodies politic;
- (g) References to a person include the legal personal representatives, successors and permitted assigns of that person;
- (h) 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
- (i) 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.

## **7.3 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 cannot 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.

## **7.4 Expressions in Act**

Except where the contrary intention appears, in these Rules, an expression that deals with a matter dealt with by a particular provision of the Act, has the same meaning as that provision of the Act.

## **7.5 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.

## **7.6 Model Rules**

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

## **7.7 Registered Address**

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

# **PART 3 – MEMBERSHIP**

## **8. MEMBERSHIP OF ASSOCIATION**

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### **8.1 Classes of Member**

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

- (a) 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;
- (b) Individual Members, which shall have the right to be present and to debate at General Meetings but shall have no voting rights.
- (c) Life Members; which shall have the right to be present, to debate at General Meetings but shall have no voting rights;
- (d) Such other class or classes of members as determined by the Board from time to time as created in accordance with rule 8.2 below.

### **8.2 Creation of new categories**

The Board has the right and power from time to time to create new categories of membership with such rights, privileges and obligations as are determined applicable (other than voting rights). No new category of membership may be granted voting rights. Where the Board has created a new category of membership under this clause it must notify the Members of the new category at the next annual general meeting.

### **8.3 Life Members**

- (a) 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 years may be appointed as a Life Member.

- (b) In order to confer Life Membership upon a nominee recommended to the Board by the Life Membership Committee, a resolution passed by at least three-quarters of the Board is required, with the award (if any) to be presented on a date to be determined by the Board.
- (c) The Life Membership Committee shall comprise three members including two Life Members and one current Director, appointed on such terms and from time to time by the Board.
- (d) Life Members are entitled to an inscribed certificate and medallion.
- (e) Life Members' badges shall be the official Lacrosse Victoria badge with a blue enamel bar attached. The words "Life Member" are to be in gold lettering on the bar.
- (f) Life Members shall have any further privileges which the Board shall decide from time to time.
- (g) A Life Member shall be entitled to all privileges of a member including the right to stand for election, but shall have no voting rights.
- (h) Life Members shall not pay Lacrosse Victoria registration fees.
- (i) The Secretaries of member clubs will forward in duplicate to the Secretary, not later than 31 December each year, their club's nominations for and recommendations for the life membership.

#### **8.4 Affiliated Members (Club)**

- (a) To be eligible as an Affiliated Member, 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.
- (b) For such time as a club is not incorporated, the Secretary of any unincorporated club shall be deemed to be 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.
- (c) 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.

#### **8.5 Application for Membership**

- (a) Subject to these Rules, an Application for membership as an Affiliated Member or an Individual Member must be:
  - (i) in writing or by other means of communications in the form deemed appropriate by the Board from time to time;
  - (ii) 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;
  - (iii) accompanied by the appropriate fee or fees, if any; and

- (iv) lodged with the Secretary.
- (b) As soon as is practicable after the receipt of an Application, the Secretary shall refer the Application to the Board.
- (c) 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 is approved, shall determine whether to approve or reject the nomination of the nominee as Delegate.
- (d) If the Board approves the Application, 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 8.5(f).
- (e) If the Board does not approve an Application, or of a nominee (as appropriate), the Secretary shall, as soon as practicable, notify the applicant in writing. The Board is not required to give reasons for its decision.
- (f) If the Application 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).
- (g) 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.

## **8.6 Renewal of Membership**

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 120 days of the due date (unless there is an agreed arrangement as approved by the Board), their membership shall lapse and they will be required to apply for membership in accordance with this Rule 8.5.

## **8.7 Delegate of Affiliated Member**

- (a) 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.
- (b) Affiliated members may change their Delegate giving reasonable notice in writing to the Secretary.
- (c) The Secretary shall record any change in Delegate in the Register.
- (d) 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.

## **8.8 Effect of Membership**

- (a) 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.

- (b) Members acknowledge and agree that:
  - (i) these Rules constitute a contract between each of them and the Association and that they are bound by the Rules and the Regulations;
  - (ii) 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;
  - (iii) by submitting to these Rules and the Regulations they are subject to the jurisdiction of the Association;
  - (iv) the Rules and Regulations are necessary and reasonable for promoting the Purposes of the Association; and
  - (v) they are entitled to all benefits, advantages, privileges and services of their membership as determined by the Board.
  - (vi) 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.
  - (vii) 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.

## **9. SUBSCRIPTIONS AND FEES**

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- (a) 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.
- (b) The Board is empowered to prevent any Member whose Annual Subscription or any other fees are in arrears from exercising the whole or any of the rights or privileges of membership of the Association, including but not limited to the right to vote at General Meetings.

## **10. REGISTERS**

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

The Secretary or the General Manager as the approved delegate by the Board, 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.

### **10.2 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.

## **11. RESIGNATION OF MEMBERS**

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### **11.1 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.

### **11.2 Expiration of Notice Period**

Upon the expiration of a notice given under Rule 11.1, an entry, recording the date on which the Member who gave notice ceased to be a Member, shall be recorded in the Register.

### **11.3 Resignation by Failure to pay Subscription**

- (a) A member is taken to have resigned if:
  - (i) the Member's Annual Subscriptions are outstanding more than 120 days (or unless there is an agreed arrangement as approved by the Board) and after the due date determined by the Board; or
  - (ii) where no Annual subscriptions are payable:
    - (A) the secretary has made a written request to the Member to confirm that they wish to remain a Member; and
    - (B) the Member has not, within three months after receiving that request, confirmed in writing or by other means of communication in the form deemed appropriate by the Board that they wish to remain a Member.
- (b) Should a sufficient explanation be made to the Board for the failure to pay subscription or reason for not responding to a request, the Board shall have the power to restore the Member upon payment of the amount due (if any).

### **11.4 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.

## **12. DISCIPLINE OF MEMBER**

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### **12.1 Disciplinary Action**

Where the Board is advised or considers that a Member has allegedly:

- (a) breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws or any resolution or determination of the Board or any duly authorised committee; or
- (b) acted in a manner unbecoming of a Member or prejudicial to the objects and the interests of the Association and/or Lacrosse; or
- (c) brought the Association or Lacrosse, or acted in a manner likely to have brought the Association or Lacrosse, into disrepute,

the Board may commence or cause to be commenced disciplinary proceedings against that Member, and that Member will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms of the Association set out in the Disciplinary By-Laws (Attached).

## **PART 4 – GENERAL MEETINGS**

### **13. ANNUAL GENERAL MEETINGS**

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#### **13.1 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.

#### **13.2 Ordinary Business**

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

- (a) confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;
- (b) receive from the Board, reports upon the transactions of the Association during the last preceding year;
- (c) elect Directors;
- (d) receive and consider the statement submitted by the Board in accordance with Part 7 of the Act; and
- (e) present the detailed budget for the following year.

#### **13.3 Special Business**

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

#### **13.4 Additional Meetings**

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



### **13.5 Entitlement to Vote**

Voting at an Annual General Meeting will be conducted in accordance with Rule 19.

### **13.6 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.

## **14. SPECIAL GENERAL MEETINGS**

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### **14.1 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.

### **14.2 Request for Special General Meetings**

- (a) The Board shall on a request in writing of not less than thirty per cent (30%) of Affiliated Members convene a Special General Meeting.
- (b) 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 Board Secretary and may consist of several documents in a like form, each signed by one or more of the Members making the requisition.
- (c) If the 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.
- (d) 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.

## **15. NOTICE OF MEETINGS**

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### **15.1 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.

### **15.2 Business of Meeting**

- (a) No business other than that set out in the notice convening the meeting shall be transacted at the General Meeting.
- (b) A Member desiring to bring any business before a 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.
- (c) 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.

## **16. PROCEEDINGS AND MEETINGS**

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### **16.1 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.

### **16.2 Quorum**

- (a) 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.
- (b) 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.
- (c) If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting:
  - (i) if convened upon the requisition of Members, shall be dissolved; and
  - (ii) in any other case, shall stand adjourned to the same day in the next week at the same time and (unless Members are notified of an alternate venue) at the same place and if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being not less than 5) shall be a quorum.

### **16.3 Minutes**

- (a) The Secretary must ensure that minutes are taken and kept of each General Meeting.
- (b) The minutes must record:
  - (i) the business considered at the meeting;
  - (ii) proxy forms given to the Secretary under Rule 19.6;
  - (iii) any resolution on which a vote is taken and the result of the vote; and
  - (iv) the names of persons present at all meetings.
- (c) In addition, the minutes of each Annual General Meeting must include:
  - (i) the financial statements submitted to the members in accordance with the Act;
  - (ii) the certificate signed by two Directors certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
  - (iii) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.
- (d) The minutes of General Meetings shall be available for inspection and copying by the Members.

## **17. CHAIR AT MEETINGS**

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### **17.1 Chairperson to Chair**

The Chairperson shall chair each General Meeting of the Association.

### **17.2 Where Chairperson Absent**

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

## **18. ADJOURNMENT OF MEETINGS**

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### **18.1 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.

### **18.2 Further Notice**

- (a) 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.
- (b) Except as provided in Rule 18.2(a), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

## **19. VOTING AT GENERAL MEETINGS**

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### **19.1 Voting Rights**

- (a) 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.
- (b) Each Delegate shall be entitled to one vote on behalf of their Affiliated Member at General Meetings of the Association.
- (c) Directors of the Association shall be entitled to attend and debate at General Meetings but shall have no voting rights.

### **19.2 Voting Procedure**

- (a) Except as otherwise provided in these Rules, all votes shall be given in person by attendance at a General Meeting.
- (b) A question arising at a General Meeting shall be determined on a show of hands.
- (c) In the case of an equality of voting on a question, the chair of the meeting may exercise a casting vote.
- (d) 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 Annual Subscriptions payable in respect of the current Financial Year.

### **19.3 Recording of Determinations**

If before, or on, the declaration of the show of hands a poll is demanded, a declaration by the chair 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.

#### **19.4 Secret Ballot at General Meetings**

- (a) 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.
- (b) 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.

#### **19.5 Special Resolutions**

- (a) 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 notice must be given to members of the intention to pass a special resolution.
- (b) A special resolution must be passed by the Association if it intends to do any of the following:
  - (i) make alterations to the rules of the Association or to the Constitution; or
  - (ii) amalgamate.

#### **19.6 Proxies**

- (a) 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.
- (b) The notice appointing the proxy shall be in the form set out by the Board from time to time.

### **PART 5 – BOARD**

#### **20. BOARD**

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##### **20.1 Powers of Board**

- (a) The affairs of the Association shall be managed by a Board constituted under Rule 20.2.
- (b) Subject to these Rules and the Act, the Board:
  - (i) shall control and manage the business and affairs of the Association;
  - (ii) 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
  - (iii) 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.

## **20.2 Composition of Board**

- (a) The Board shall consist of:
  - (i) at least 5 but not more than 9 Elected Directors all of whom shall be elected under Rule 21; and
  - (ii) up to 2 additional Appointed Directors who shall be appointed in accordance with Rule 22.

A Director must not hold the position of President, Secretary, or Treasurer (or a similarly named role) for an Affiliated Member concurrently with their position as Director.

- (b) Subject to Clause 20.2 (c) each Elected Director shall hold office until the close of the third Annual General Meeting following the declaration of their election but is eligible for re-election.
- (c) At the Annual General Meeting for the year 2024 three Elected Directors shall be elected for three years, three Elected Directors shall be elected for two years, and three Elected Directors shall be elected for one year.
- (d) At least 40% of the Elected Director positions on the Board must be men and at least 40% of the Elected Directors on the Board must be women.
- (e) Should any adjustment to the term of Directors 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.

## **20.3 Offices and Portfolios**

- (a) The Elected Directors must at the first Board meeting after the Annual General Meeting annually elect by majority vote one of their number to each of the following offices:
  - (i) Deputy Chairperson;
  - (ii) Secretary; and
  - (iii) Director of Finance.
- (b) The Deputy Chairperson, Secretary and Director of Finance must be Elected Directors of the Association.
- (c) The Elected Director elected to the office of Deputy Chairperson must be a person of a different gender to the Chairperson unless there is no Elected Director of a different gender willing to accept nomination for election.
- (d) Elected Directors elected as Deputy Chairperson, Secretary and Director of Finance under Rule 20.3(a) will remain in those positions for 1 year from the date of their election until the first Board meeting after the next Annual General Meeting, subject to those Elected Directors remaining Elected Directors in accordance with Rule 20.3(b),
- (e) An Elected Director elected as Deputy Chairperson, Secretary or Director of Finance may be re-elected in following years so long as they remain an Elected Director.

- (f) In addition to the manner in which the office of Secretary becomes vacant under the Act, the Secretary may be removed from office in accordance with Rule 23.2.
- (g) In the event of a casual vacancy in the position of Deputy Chairperson, Secretary or Director of Finance, the Elected Directors may appoint one of their number to the vacant position for the remainder of the vacating Elected Director's term in the position under this Constitution.
- (h) The Board may allocate additional portfolios to Directors.

#### **20.4 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.

### **21. ELECTION OF ELECTED DIRECTORS**

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#### **21.1 Nominations of Candidates**

- (a) The returning officer shall call for nominations for Elected Directors six weeks before the date of the Annual General Meeting. All Voting Members shall be notified of the call for nominations.
- (b) Nominations of candidates for election as Elected Directors shall be:
  - (i) made in writing, signed by two 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
  - (ii) delivered to the Secretary of the Association by the date specified on the call for nominations.
- (c) Candidates must:
  - (i) be aged 18 years or over; and
  - (ii) reside in Australia.
- (d) 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.
- (e) 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.
- (f) 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.
- (g) The election will be conducted according to such method as the Board deems fit from time to time.
- (h) A candidate cannot be nominated for more than one position of office at the same election.

## **21.2 Returning Officer**

- (a) The Board shall appoint, on such terms and conditions as it sees fit, a person to be returning officer for the election of Elected Directors. The returning officer shall not be a Member or member of the immediate family of a candidate for election.
- (b) 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.
- (c) The decision of the returning officer on any matter relating to the elections is final and no appeal shall be made from that decision.

## **22. APPOINTED DIRECTORS**

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### **22.1 Appointment of Appointed Director**

The Elected Directors may appoint up to 2 Appointed Directors in accordance with this Constitution.

### **22.2 Qualifications for Appointed Directors**

The Appointed Directors may have specific skills as identified after the completion of a Board skills audit. They need not have experience in or exposure to Lacrosse. They do not need to be Members of the Association.

### **22.3 Term of Appointment**

Directors appointed under Rule 22.1 may be appointed by the Elected Directors in accordance with this Constitution for a term of up to 2 years, which shall commence and conclude on dates as determined by the Elected Directors.

## **23. VACANCY ON THE BOARD**

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

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

- (a) ceases to be a Member of the Association;
- (b) becomes an insolvent under administration within the meaning of the Corporations Law;
- (c) resigns their office by notice in writing given to the Association;
- (d) 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;
- (e) is prohibited from being a director of a company under the *Corporations Act 2001* (Cth); or
- (f) fails to attend three consecutive meetings of the Board without having previously obtained leave of absence or provided reasonable excuse for such absence.

### **23.2 Removal of Director**

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

to hold office until the expiration of the term of the first mentioned Director.

- (b) Where the Director to whom a proposed resolution referred to in Rule 23.2(a) makes representations in writing to the Chairperson and requests that such representations be notified to the Members, the Chairperson may send a copy of the representations to each Member or, if they are not so sent, the Director may require that they be read out at the meeting, and the representations shall be so read.

## **24. LEAVE OF ABSENCE**

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### **24.1 Grant of Leave of Absence**

The Board may grant a leave of absence to a Director for a period not exceeding three months, on the submission of a written application or by other means of communication in the form deemed appropriate by the Board for such leave to the Board Secretary.

## **25. QUORUMS AND PROCEDURE AT BOARD MEETINGS**

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### **25.1 Convening a Board Meeting**

- (a) The Board shall meet as required, but shall meet on at least six occasions in each year.
- (b) 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 seven days' written notice of the meeting of the Board shall be given to each Director.
- (c) Written notice of each Board meeting, specifying the general nature of the business to be transacted, shall be served on each Director by:
  - (i) delivering it to that Member personally;
  - (ii) sending it in writing, by facsimile or other means of electronic communication (subject to receiving appropriate confirmation that the notice has been effectively dispatched);

in accordance with the Director's last notified contact details, and no other business shall be transacted at such a meeting.

### **25.2 Quorum**

- (a) Any four Directors (including a minimum of three Elected Directors) shall constitute a quorum for the transaction of the business of a meeting of the Board.
- (b) 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.
- (c) Subject to Rule 25.2(b) the Board may act notwithstanding any vacancy.

### **25.3 Election of Chairperson**

- (a) The Elected Directors must at the first Board meeting after the Annual General Meeting annually elect by majority vote one of their number to the office of Chairperson.
- (b) The Chairperson must be a current Elected Director of the Association.
- (c) The person elected to the office of Chairperson under Rule 25.3(a) will remain



Chairperson for 1 year from the date of their election until the first Board meeting after the next Annual General Meeting, subject to the Chairperson remaining an Elected Director in accordance with Rule 25.3(b).

- (d) The Chairperson may be re-elected to the role of Chairperson so long as they remain an Elected Director.
- (e) In the event of a casual vacancy in the position of Chairperson, the Elected Directors may appoint one of their number to the vacant position for the remainder of the Chairperson's term in the position under this Constitution.

#### **25.4 Procedures at Meetings**

- (a) At meetings of the Board:
  - (i) the Chairperson shall chair the meeting; and
  - (ii) if the Chairperson is absent or unwilling to act, the Deputy Chairperson shall chair. If the Deputy Chairperson is absent or unwilling to act the Board shall appoint one of its members to chair the meeting.
- (b) 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.
- (c) 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.
- (d) 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.
- (e) 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 Directors is not physically present at the meeting, provided that:
  - (i) all persons participating in the meeting are able to communicate with each other effectively, simultaneously, clearly and instantaneously whether by means of telephone or other form of communication;
  - (ii) notice of the meeting is given to all the members of the 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;
  - (iii) in the event that a failure in communications prevents condition (i) 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 (i) is satisfied again. If such condition is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated; and
  - (iv) any meeting held where one or more of the 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 chair of the meeting is located.

## **25.5 Minutes of Board Meeting**

- (a) The Board must ensure that minutes are taken and kept of each committee meeting.
- (b) The minutes must record the following:
  - (i) the names of the Directors in attendance at the meeting;
  - (ii) the business considered at the meeting;
  - (iii) any resolution on which a vote is taken and the result of the vote; and
  - (iv) any conflict of interest disclosed under Rule 25.6.
- (c) The minutes of Board meetings shall not be available for inspection or copying by the Members.

## **25.6 Director's Interests**

Material personal interest

- (a) A Director who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board.
- (b) A Director with such a material personal interest must not:
  - (i) be present while the matter is being considered at the meeting; and
  - (ii) must not vote on the matter.
- (c) This rule 25.6 does not apply to a material personal interest that:
  - (i) exists only because the Director belongs to a class of persons for whose benefit the Association is established; or
  - (ii) that the Director has in common with all, or a substantial proportion of the Members.
- (d) A general notice that a Director is to be regarded as having a material personal interest in a matter being considered is sufficient declaration for such Director and the said matter. After such general notice it is not necessary for such Director to give a special notice relating to the said matter.

## **25.7 Financial interest**

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.

## **25.8 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.

## **25.9 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 25.6 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.

## **25.10 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 25.6 and 25.7.

## **25.11 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.

# **26. DELEGATED POWERS AND DUTIES**

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## **26.1 General Manager**

- (a) The General Manager 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 General Manager.
- (b) The General Manager of the Association shall be responsible to the Board for the management of the affairs of the Association, and for this purpose may exercise all powers of the Association which are not, under the Act or these Rules, required to be exercised by the Board or by the Members.
- (c) The General Manager shall have the right to be present and to debate at all Board and General Meetings of the Association, but shall have no vote.
- (d) The General Manager must give the registrar notice of his or her appointment within 14 days after the appointment.
- (e) If the position of General Manager becomes vacant, the Board must appoint a person to the position within 14 days after the vacancy arises.

## **26.2 Sub-Committees**

- (a) 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
- (b) 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.
- (c) The Chairperson and Secretary shall be ex-officio members of any sub-committee so appointed.

- (d) 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 25.
- (e) 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.
- (f) In the appointment of committees under this Rule the Board must aim to meet the requirements set out in Rule 21.1.
- (g) In the appointment of sub-committees under this rule the board must aim to meet the requirement set out in Rule 20.2 (d).
- (h) Should the sub-committee have five or fewer members the minimum requirement shall be one person of each gender.

### **26.3 Duties**

- (a) General Duties
  - (i) As soon as practicable after being elected or appointed to the Board, each Director must become familiar with these Rules and the Act.
  - (ii) The Board is collectively responsible for ensuring that the Association complies with the Act and that individual Directors comply with these Rules.
  - (iii) In addition to any duties imposed by these Rules, a Director must perform any other duties imposed from time to time by resolution at a General Meeting.
  - (iv) The Board must ensure that the Association complies with all requirements in the Act regarding financial statements.
- (b) Financial Duties
  - (i) The Board must:
    - (A) Receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
    - (B) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt;
    - (C) make any payments authorised by the Association or by a General Meeting of the Association from the Association's funds;
    - (D) ensure that the financial records of the Association are kept in accordance with the Act;
    - (E) coordinate the preparation of the financial statements of the Association and their submission to the Annual General Meeting of the Association;
    - (F) ensure that at least two Directors have access to the accounts and financial records of the Club; and
    - (G) keep in their custody or under their control:
      - (1) the financial records for the current financial year; and
      - (2) any other financial records as authorised by the Board.

- (c) The Board may allocate responsibility for the financial duties described at rule 26.3(b) to the General Manager.

## **27. LACROSSE VICTORIA FOUNDATION SUBCOMMITTEE**

### **27.1 Background**

- (a) There will be established the Lacrosse Victoria Foundation Subcommittee (**LVFSC**), which for clarity is not a subcommittee of LV for the purposes of Rule 26.2.
- (b) In this Rule, **LVF Funds** mean funds identified by the Board and disclosed in the accounts of the Association as the 'Lacrosse Victoria Foundation Reserve', which will include any funds transferred to the Association from the revoked trust 'The Victorian Lacrosse Foundation' (**Prior Foundation**).
- (c) The Board may determine in written terms of reference the complete and specific duties, functions, rules and restrictions of the LVFSC, subject to there being no inconsistency with this Rule 27, and the LVFSC shall, in the exercise of its enshrined powers, conform to any directions or Regulations that may be prescribed by the Board, except to the extent they are inconsistent with this Rule 27.
- (d) Subject to these Rules and the Act, the LVFSC:
  - (i) shall control and manage the business and affairs of the LVFSC; and
  - (ii) may exercise all such powers and functions as may be exercised by the LVFSC under this Rule 27, subject to any permitted directions or Regulations under Rule 27.1(c).

### **27.2 Membership**

- (a) The LVFSC will from time to time comprise either four, six or eight members in accordance with Rule 27.2(e).
- (b) Half (50%) of the subcommittee members will be Directors appointed by the Board and half (50%) of the subcommittee members will be Life Members appointed by the Life Members.
- (c) At least 40% of the subcommittee members must be men and at least 40% of the subcommittee members must be women.
- (d) The subcommittee members appointed by the:
  - (i) Board will each be appointed annually at the first Board Meeting following each Annual General Meeting, and any vacancy in such appointed members may be filled by the Board for the remainder of the relevant term; and
  - (ii) Life Members will each be appointed for a three year term, commencing upon their date of appointment, and any vacancy in such appointed members may be filled by the Life Members for the remainder of the relevant term.
- (e) The Board will annually at the first Board Meeting following each Annual General Meeting, determine the number of members the LVFSC will comprise for the following year. For the purposes of Rule 27.2(d), an LVFSC member may only be appointed under (i) or (ii) where the:
  - (i) appointment of that individual will result in the LVFSC comprising a permitted number of subcommittee members under Rule 27.2(a); and

- (ii) requirements of Rule 27.2(c) are satisfied.

### **27.3 Administration**

- (a) The chair of the LVFSC will be one of the Life Member subcommittee members as determined annually following the Annual General Meeting by a majority of the subcommittee members.
- (b) The proceedings for the LVFSC shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under Rule 25, except that:
  - (i) the subcommittee will meet at least twice per calendar year;
  - (ii) a quorum will be three subcommittee members present in person or by technology, of which there must be at least one Board-appointed and one Life Member-appointed subcommittee member;
  - (iii) meetings may be held using any technology that permits attendees to hear and be heard by the others attending the meeting; and
  - (iv) minutes of the subcommittee will be circulated to the Board.

### **27.4 Role and Responsibilities**

The LVFSC will exclusively oversee the use of LVF Funds in pursuit of the following purposes:

- (a) Lacrosse administration. Supporting a professional management structure in the Association directed to:
  - (i) general administration of Lacrosse;
  - (ii) the raising of funds for the development of Lacrosse; and
  - (iii) development of new Lacrosse clubs.
- (b) Junior development.
  - (i) To provide funding and organisation assistance aimed at enabling young Victorians to participate in Lacrosse or its derivatives.
  - (ii) To undertake special clinics, workshops, coaching visits and competition for junior Lacrosse players.
- (c) Publicity, public relations and lobbying
  - (i) Financially assist in the development and support of services available to clubs, associations and Lacrosse organisations wishing to publicise new projects, the conduct of special events, the ways and means of attracting sponsorship, gaining publicity and solving planning problems affecting clubs.
  - (ii) Financially aid in the conduct of community awareness campaigns in suburban and country centres throughout Victoria, designed to encourage local authorities' support of Lacrosse clubs.

The LVFSC will, subject to this Rule, exclusively oversee the raising of LVFSC Funds by any means.

### **27.5 Use of Funds**

- (a) The LVFSC will observe the intent that LVF Funds will:
  - (i) be built up and protected until the level of \$1M is achieved; and
  - (ii) be maintained at a minimum level of \$1M as a capital base, with income earned to be used to meet the purposes of the LVFSC.
- (b) Notwithstanding anything in this Rule 27, the LVFSC must not, by reason of expenditure or otherwise, permit the LVF Funds to fall below the total amount originally transferred to the Association from the Prior Foundation.
- (c) The LVFSC may, subject to Rule 27.5(b), apply LVF Funds for the purposes outlined in Rule 27.4 where the following criteria is met:
  - (i) Once \$250,000 of LVF Funds is reached, up to \$10,000 of LVF Funds may be spent.
  - (ii) Once \$500,000 of LVF Funds is reached, up to \$10,000 of LVF Funds may be spent.
  - (iii) Once \$750,000 of LVF Funds is reached, up to \$10,000 of LVF Funds may be spent.
  - (iv) Once \$1,000,000 of LVF Funds is reached, any amount of LVF Funds may be spent if the minimum amount of LVF Funds remains at least \$1,000,000.
- (d) Should an exceptional project be identified, and only after unanimous approval of all members of the LVFSC and all Directors, an amount not exceeding \$20,000 may be spent but only once every two years.

#### **27.6 Dissolution of subcommittee**

- (a) If the Association passes a Special Resolution to remove the LVFSC or delete this Rule 27, all LVF Funds will be subsumed into the Association only for use in resourcing Lacrosse development in Victoria.
- (b) If the Association merges into one national lacrosse governance structure, all LVF Funds may only be transferred, loaned or subsumed into a new governing body under a binding agreement whereby they may only be used for resourcing Lacrosse development in Victoria only, or if such agreement cannot be reached, all LVF Funds shall be dispersed among Lacrosse development projects in Victoria prior to the commencement of the new national structure.

#### **27.7 Accounting**

- (a) All LVF Funds raised or spent will be identified by the Board and allocated and disclosed in the annual accounts of the Association as the 'Lacrosse Victoria Foundation Reserve'.
- (b) A separate note to the annual accounts will provide more detail on the 'Lacrosse Victoria Foundation Reserve' and the LVFSC's activities.

### **PART 6 – MISCELLANEOUS**

#### **28. GRIEVANCE PROCEDURES**

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##### **28.1 Member to follow grievance procedure**

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 12.1) and that Member considers the grievance warrants investigation and action by the Association that Member

shall follow the grievance procedure set out in this Rule.

## **28.2 Grievances Officer**

- (a) 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 the nature of the grievance.
- (b) The identity of the nominated Grievances Officer will be communicated to all Members of the Association by written notice.
- (c) Where a grievance is to be submitted in writing it should be addressed clearly to the Grievances Officer and marked "Private & Confidential".

## **28.3 Action by Grievances Officer**

- (a) Where a grievance has been received by the Grievances Officer in accordance with clause 27.2, they shall, as soon as practicable, meet with, or discuss the grievance with the aggrieved person. The Grievances Officer may take whatever steps and conduct whatever investigations reasonably necessary to determine whether the grievance is legitimate.
- (b) Where the Grievances Officer determines the grievance is legitimate, they shall take all reasonable steps to resolve the grievance, including, where applicable, processing the matter in accordance with the By-Laws as necessary.
- (c) Where the Grievances Officer determines the grievance is not legitimate they shall advise the aggrieved Member accordingly. If the aggrieved Member is not satisfied with the Grievances Officer's determination they may request their grievance be referred to the CEO.
- (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.
- (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.

## **28.4 Procedure by Grievances Officer**

In investigating a grievance and/or determining its legitimacy, the Grievances Officer shall observe and apply the procedures as set out in the By-Law in so far as they are applicable.

## **29. MANAGEMENT OF FUNDS**

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- (a) The Association must open accounts with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (b) The Board may authorise:
  - (i) the General Manager and one Director; or
  - (ii) 2 Directors,

to expend funds on behalf of the Association up to a specified limit without requiring approval from the Board for each item on which the funds are expended.



- (c) All funds of the Association must be deposited into the financial account of the Association no later than five working days after the receipt.
- (d) With the approval of the Board, the General Manager 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.

### **30. SIGNING OF NEGOTIABLE DOCUMENTS**

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All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by the Director of Finance and one other elected Director or the General Manager in such manner as approved by the Board from time to time.

### **31. COMMON SEAL**

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- (a) The common seal of the Association shall be kept in the custody of the Secretary.
- (b) 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.
- (c) 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.

### **32. ALTERATION OF CONSTITUTION AND RULES**

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The Constitution of the Association shall not be altered except by Special Resolution in accordance with the Act.

### **33. DISSOLUTION**

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#### **33.1 Winding Up of the Association**

The Association may be wound up voluntarily by special resolution.

#### **33.2 Members Contributions**

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).

#### **33.3 Distribution of Property on Winding Up**

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.

### **34. INDEMNITY**

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- (a) 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 them in their capacity as member of the Board, auditor, manager, employee or agent in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is granted to them or her by the Court.

- (b) 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 wilful misconduct:
  - (i) 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
  - (ii) In the case of an employee, performed or made in the course of, and within the scope of his or her employment by the Association.

### **35. SERVICE OF NOTICES**

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- (a) 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.
- (b) 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.
- (c) 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.
- (d) 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.

### **36. RECORDS AND ACCOUNTS**

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#### **36.1 Secretary to Keep Records**

- (a) The Secretary shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of the Association and the Board and shall produce these as appropriate at each Board meeting or General Meeting. Financial Records.
- (b) The Association must keep financial records that:
  - (i) correctly record and explain its transactions, financial position and performance; and
  - (ii) enable financial statements to be prepared as required by the Act.

### **36.2 Records Kept in Accordance with Act**

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

### **36.3 Association to Retain Records**

The Association shall retain such records for seven years after the completion of the transactions or operations to which they relate.

### **36.4 Board to Submit Accounts**

The Board shall submit to the Annual General Meeting the accounts of the Association in accordance with the Act.

### **36.5 Inspection of Records**

- (a) Members may on inspect free of charge:
  - (i) the minutes of general meetings; and
  - (ii) subject to Rule 36.5(b), the financial records, books, securities and any other relevant document of the Association.
- (b) The Board may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (c) The Board must on request make copies of these rules available to members and applicants for membership free of charge.
- (d) Subject to Rule 36.5(b), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (e) For the purposes of this rule:
  - (i) relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following:
    - (A) its financial statements;
    - (B) its financial records;
    - (C) records and documents relating to transactions, dealings, business or property of the Association.

## **37. SOURCES OF FUNDS**

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

## **38. REGULATIONS**

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- (a) 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).

- (b) 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.
- (c) 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.

### **39. AUSTRALIAN LACROSSE ASSOCIATION LIMITED**

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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.

Level 2, Sports House, 375 Albert Rd Albert Park, VIC 3206  
phone: 03 9682 3300  
email: [office@lacrossevictoria.com.au](mailto:office@lacrossevictoria.com.au)  
website: [lacrossevictoria.com.au](http://lacrossevictoria.com.au)  
ABN 31 876 640 323