



**LODDON CAMPASPE
SPORTS ASSEMBLY INCORPORATED
A0000094N**

**STATEMENT OF PURPOSES
AND RULES**

NOVEMBER 2019

Registered Office:

14 Nolan Street,

Bendigo. Victoria. 3550.

Telephone: (03) 5442 3101

Facsimile: (03) 5442 3878

Email: admin@sportsfocus.com.au

Website: www.sportsfocus.com.au

Table of Contents

PART 1—PRELIMINARY

<u>1</u>	<u>Name</u>	<u>5</u>
<u>2</u>	<u>Purposes</u>	<u>5</u>
<u>3</u>	<u>Financial year</u>	<u>5</u>
<u>4</u>	<u>Definitions</u>	<u>5</u>

PART 2—POWERS OF ASSOCIATION

<u>5</u>	<u>Powers of Association</u>	<u>6</u>
<u>6</u>	<u>Not for profit organization</u>	<u>7</u>

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

<u>7</u>	<u>Minimum number of members</u>	<u>7</u>
<u>8</u>	<u>Membership Classifications</u>	<u>7</u>
<u>9</u>	<u>Who is eligible to be a member</u>	<u>7</u>
<u>10</u>	<u>Application for membership</u>	<u>8</u>
<u>11</u>	<u>Consideration of application</u>	<u>8</u>
<u>12</u>	<u>New membership</u>	<u>8</u>
<u>13</u>	<u>Annual membership fees</u>	<u>8</u>
<u>14</u>	<u>General rights of members</u>	<u>9</u>
<u>15</u>	<u>Associate member</u>	<u>9</u>
<u>16</u>	<u>Corporate member</u>	<u>9</u>
<u>17</u>	<u>Rights not transferable</u>	<u>9</u>
<u>18</u>	<u>Ceasing membership</u>	<u>9</u>
<u>19</u>	<u>Resigning as a member</u>	<u>10</u>
<u>20</u>	<u>Register of members</u>	<u>10</u>
<u>21</u>	<u>Compliance with 'The Act'</u>	<u>10</u>
<u>22</u>	<u>Discipline Action</u>	<u>10</u>
<u>23</u>	<u>Grounds for taking disciplinary action</u>	<u>11</u>
<u>24</u>	<u>Member compliance</u>	<u>11</u>
<u>25</u>	<u>Application</u>	<u>11</u>

26	Parties must attempt to resolve the dispute	11
27	Appointment of a mediator	11
28	Mediation process	12
29	Failure to resolve dispute by mediation	12

PART 4—GENERAL MEETINGS OF THE ASSOCIATION

30	Annual General Meetings	12
31	Special General Meetings	13
32	Special general meeting held at request of members	13
33	Notice of general meetings	13
34	Proxies	14
35	Use of technology	14
36	Quorum at general meetings	14
37	Adjournment of general meeting	15
38	Voting at general meeting	15
39	Special resolutions	16
40	Determining whether resolution carried	16
41	Minutes of general meeting	16

PART 5—THE BOARD

42	Role and powers	17
43	Delegation	17
44	Composition of Board	17
45	General Duties	18
46	Board Chair and Deputy Chair	18
47	Secretary	18
48	Eligibility to be a board member	19
49	Positions to be declared vacant	19
50	Nominations	19
51	Election of Directors	20
52	Ballot	20
53	Term of office	21

<u>54</u>	<u>Vacation of office</u>	<u>21</u>
<u>55</u>	<u>Filling casual vacancies</u>	<u>22</u>
<u>56</u>	<u>Meetings of the Board</u>	<u>22</u>
<u>57</u>	<u>Notice of meetings</u>	<u>22</u>
<u>58</u>	<u>Urgent meetings</u>	<u>22</u>
<u>59</u>	<u>Procedure and order of business</u>	<u>23</u>
<u>60</u>	<u>Use of technology</u>	<u>23</u>
<u>61</u>	<u>Quorum</u>	<u>23</u>
<u>62</u>	<u>Voting</u>	<u>23</u>
<u>63</u>	<u>Conflict of interest</u>	<u>23</u>
<u>64</u>	<u>Minutes of meeting</u>	<u>24</u>
<u>65</u>	<u>Leave of absence</u>	<u>24</u>
PART 6—FINANCIAL MATTERS		
<u>66</u>	<u>Source of funds</u>	<u>24</u>
<u>67</u>	<u>Management of funds</u>	<u>25</u>
<u>68</u>	<u>Financial records</u>	<u>25</u>
<u>69</u>	<u>Financial statements</u>	<u>25</u>
PART 7—GENERAL MATTERS		
<u>70</u>	<u>Common seal</u>	<u>26</u>
<u>71</u>	<u>Registered address</u>	<u>26</u>
<u>72</u>	<u>Notice requirements</u>	<u>26</u>
<u>73</u>	<u>Custody and inspection of books and records</u>	<u>26</u>
<u>74</u>	<u>Winding up and cancellation</u>	<u>27</u>
<u>75</u>	<u>Indemnity</u>	<u>27</u>
<u>76</u>	<u>Audit</u>	<u>28</u>
<u>77</u>	<u>Service of Notices</u>	<u>28</u>
<u>78</u>	<u>Alteration of Rules</u>	<u>28</u>

PART 1—PRELIMINARY

1 Name

The name of the incorporated association is Loddon Campaspe Sports Assembly Incorporated T/as Sports Focus.

Note: Under section 23 of the Act, the name of the association and its registration number must appear on all its business documents.

2 Purposes

Sports Focus is an innovative, not for profit peak body that provides support to clubs and communities to achieve a more relevant and sustainable sport and recreation sector in the Loddon Campaspe region.

We provide leadership, advocacy, partnership opportunities and advice through collaboration. We help build healthier, more inclusive and connected communities through sport.

3 Financial Year

The financial year of Sports Focus is each period of 12 months ending on 30 June.

4 Definitions

In these Rules—

Absolute majority, of the Board, means a majority of the Board members currently holding office and entitled to vote at the time (as distinct from a majority of Board members present at a Board meeting);

Associate member means a member referred to in rule 15(1);

Board Chair, of a general meeting or board meeting, means the person chairing the meeting as required under rule 46;

Board means the board having management of the business of Sports Focus;

Board meeting means a meeting of the board held in accordance with these Rules;

Board member means a member of the board, either elected or appointed, in accordance with these Rules; for the purposes of this document, board member and Director are interchangeable.

Corporate member means a member referred to in rule 16 (1);

Director means member of the board, either elected or appointed, in accordance with these Rules; for the purposes of this document, Director and board member are interchangeable.

Disciplinary appeal meeting means a meeting of the members of Sports Focus convened under rule 23(3);

Disciplinary meeting means a meeting of the board convened for the purposes of rule 23;

Financial year means the 12 month period specified in rule 3;

General meeting means a general meeting of the members of Sports Focus convened in accordance with Part 4 and includes an Annual General Meeting, a Special General Meeting;

Member means any organisation or individual admitted to membership of Sports Focus of that class of members in accordance with these Rules.

Member entitled to vote means a member who under rule 14(2) is entitled to vote at a general meeting;

Senior management means the manager(s) of Sports Focus who appointed by the board.

Special resolution means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

Intellectual property means all rights subsisting in copyright, trade names, trademarks, logos, designs, equipment, images (including photographs, videos or films) or service marks relating to Sports Focus or activity conducted, promoted or administered by Sports Focus.

Region means the Loddon Campaspe region as more particularly described in Appendix 2

Register means the Register of Members kept in accordance with these Rules.

Regulations means any Regulations made by the board under these Rules.

Rules means Rules of Sports Focus and includes the Statement of Purposes

Seal means the Common Seal of Sports Focus and includes any official seal of Sports Focus.

Secretary when used in respect of a member means:

- where a person holds office under the Rules of that club, association, affiliate or corporate body as secretary to that body

Sports Focus means the Loddon Campaspe Sports Assembly Incorporated.

Statement of Purposes means the Statement of Purposes setting out the objects and purposes of Sports Focus, as varied from time to time.

The Act means the **Associations Incorporation Reform Act 2012** and includes any regulations made under that Act;

The Registrar means the Registrar of Incorporated Associations.

Voting Member means a member with voting rights as prescribed in these Rules.

PART 2—POWERS OF ASSOCIATION

5 Powers of Association

(1) Subject to the Act, Sports Focus has power to do all things incidental or conducive to achieve its purposes.

(2) Without limiting sub-rule (1), Sports Focus may—

- a. Acquire, hold and dispose of real or personal property;
- b. Open and operate accounts with financial institutions;
- c. Invest its money in any security in which trust monies may lawfully be invested;
- d. Raise and borrow money on any terms and in any manner as it thinks fit;
- e. Secure the repayment of money raised or borrowed, or the payment of a debt or liability;
- f. Appoint agents to transact business on its behalf;
- g. Enter into any other contract it considers necessary or desirable.

- (3) Sports Focus may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6 Not for Profit Organisation

- (1) Sports Focus must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Sub-rule (1) does not prevent Sports Focus from paying a member—
 - a. Reimbursement for expenses properly incurred by the member; or
 - b. For goods or services provided by the member—

If this is done in good faith on terms no more favourable than if the member was not a member.

Note: Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Membership

7 Minimum Number of Members

Sports Focus must have at least 5 members.

8 Membership Classifications

- i. Individual Members.
- ii. Organisation Members.
- iii. Corporate Members.
- iv. Associate Members.
- v. Such other class or classes of members as determined by the Board from time to time.

9 Member Eligibility

To be eligible for membership, a member must be an organisation whose activities embrace the values advocated by the Sports Focus Board of Management and does not contradict or bring into disrepute the reputation of Sports Focus with its key stakeholders; and at least two (2) of the following:-

- (a) Be located in the region (unless approved otherwise by the Board).
- (b) Be an incorporated association or a registered organisation.
- (c) Be a recognised sport under the guidelines provided by Sport and Recreation Victoria.
- (d) Be an individual that agrees to comply with the Rules and support the Statement of Purposes.

10 Application for Membership

- (1) To apply to become a member of Sports Focus, the intending party must complete a membership application on the prescribed Membership Application Form and lodge this at the Sports Focus office.
- (2) The application—
 - a. Must be completed by the applicant or their designated representative; and
 - b. May be accompanied by the membership fee.

11 Consideration of Application

- (1) At the board meeting following the application for membership, the board must decide by resolution whether to accept or reject the application.
- (2) Senior management or their designated representative must arrange to notify the applicant of its decision as soon as practicable after the decision is made.
- (3) If the board rejects the application, it must return any money accompanying the application to the applicant.
- (4) No reason need be given for the rejection of an application.

12 New Membership

- (1) If an application for membership is approved by the Board—
 - a. The resolution to accept the membership must be recorded in the minutes of the board meeting; and
 - b. Senior management or their designated representative must, as soon as practicable, arrange to enter the name and address of the new member, and the date of becoming a member, in the register of members.
- (2) An organisation/individual becomes a member of Sports Focus and, subject to these Rules, is entitled to exercise their rights of membership from the date, whichever is the later, on which—
 - a. The board approves the membership; or
 - b. The member pays, where applicable, the membership fee.

13 Annual Membership Fees

- (1) The annual membership fee(s) payable by members or classes of members to Sports Focus, the benefits which apply, the time period for and the manner of payment, shall be determined by senior management and/or the board from time to time.
- (2) Sports Focus may determine that a lower annual membership is payable by associate members.
- (3) Sports Focus may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—
 - a. The full annual membership; or
 - b. A pro rata annual membership based on the remaining part of the financial year; or a fixed amount determined from time to time by Sports Focus.

- (4) The rights of a member (including the right to vote) who has not paid the annual membership, where applicable, by the due date are suspended until the membership is paid.

14 General Rights of Members

- (1) A member of Sports Focus who is entitled to vote has the right—
- a. To receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - b. To submit items of business for consideration at a general meeting; and to attend and be heard at general meetings; and
 - c. To have a representative vote on their behalf at a general meeting; and to have access to the minutes of general meetings and other documents of Sports Focus as provided under rule 73; and
 - d. To inspect the register of members.
- (2) A member is entitled to vote if—
- a. The member is a member other than an associate member or corporate member; and
 - b. More than 10 business days have passed since he or she became a member of Sports Focus; and
 - c. The member's membership rights are not suspended for any reason.

15 Associate Member

- (1) Associate members of Sports Focus include—
- a. Any members under the age of 15 years; and
 - b. Any other category of member as determined by special resolution at a general meeting.
- (2) An associate member must not vote, but may have other rights as determined by the board or by resolution at a general meeting.

16 Corporate Member

- (1) A class of person(s) or organisation(s) that operate to derive a profit from their activities.
- (2) A corporate member has no voting rights, but may have other rights as determined by the board or by resolution at a general meeting.

17 Rights Not Transferable

The rights of a member are not transferable and end when membership ceases.

18 Ceasing Membership

- (1) The membership of a person ceases on resignation, expulsion or death.
- (2) If a person ceases to be a member of Sports Focus, the senior management or their designated representative must, as soon as practicable, arrange to enter the date the person ceased to be a member in the register of members.

19 Resigning as a Member

(1) A member may resign by notice in writing given to Sports Focus.

Note: Rule 72(3) sets out how notice may be given to Sports Focus. It includes by post, electronic or by handing the notice to a member of the committee.

(2) A member is taken to have resigned if—

- a. The member's annual membership is more than 12 months in arrears; or
- b. Where no annual membership is payable—
 - i. Senior management or their designated representative has made a written request to the member to confirm that they wish to remain a member; and
 - ii. The member has not, within 3 months after receiving that request, confirmed in writing that they wish to remain a member.

20 Register of Members

(1) The senior management or their designated representative must keep and maintain a register of members that includes—

- a. For each current member—
 - i. The member's name;
 - ii. The address for notice last given by the member;
 - iii. The date of becoming a member;
 - iv. If the member is an associate member, a note to that effect;
 - v. Any other information determined by the Board; and
- b. For each former member, the date of ceasing to be a member.

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

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

Disciplinary action

21 Compliance with 'The Act'

This section shall, at all times, comply with the requirements as set out in Part 5, Sections 54 and 55 of 'The Act'. Where a conflict or contradiction exists between 'The Act' and any Sports Focus created document, 'The Act' will overrule such conflict or contradiction.

22 Discipline Action

The board shall document a policy that deals with the discipline of members (The Discipline Action Policy) provided that such policy must ensure that the principles of natural justice are preserved in dealing with such disciplinary matters.

23 Grounds for Taking Disciplinary Action

Sports Focus may take disciplinary action against a member in accordance with this Division and/or the policies of Sports Focus if it is determined that the member—

- a. Has failed to comply with these Rules; or
- b. Refuses to support the purposes of Sports Focus; or
- c. Has engaged in conduct prejudicial to Sports Focus.

24 Member Compliance

Any disciplinary action taken in accordance with the Disciplinary Action Policy requires the member(s) to submit unreservedly to the jurisdiction, procedures, penalties and appeal mechanism (if any) of the policy and these decisions and actions shall be deemed final and binding.

Grievance Procedure

25 Application

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between—
 - a. A member and another member;
 - b. A member and the board and/or individual directors;
 - c. A member and the staff of Sports Focus.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

26 Dispute Resolution

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

27 Appointment of a Mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 26, the parties must within 10 days;
 - a. notify the board of the dispute; and
 - b. agree to or request the appointment of a mediator; and
 - c. attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be;
 - a. a person chosen by agreement between the parties; or
 - b. in the absence of agreement;
 - i. if the dispute is between a member and another member; a person appointed by the board; or

- ii. if the dispute is between a member and the board or Sports Focus; a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the board may be a member or former member of Sports Focus but in any case must not be a person who;
- a. has a personal interest in the dispute; or
 - b. is biased in favour of or against any party.

28 Mediation Process

- (1) The mediator to the dispute, in conducting the mediation, must;
- a. give each party every opportunity to be heard; and
 - b. allow due consideration by all parties of any written statement submitted by any party; and
 - c. ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.

29 Failure to Resolve Dispute by Mediation

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

PART 4—GENERAL MEETINGS OF THE ASSOCIATION

30 Annual General Meetings

- (1) The board must convene an Annual General Meeting of Sports Focus to be held within 5 months after the end of each financial year.
- (2) The board may determine the date, time and place of the Annual General Meeting.
- (3) The ordinary business of the Annual General Meeting is as follows—
- a. To confirm the minutes of the previous Annual General Meeting and of any Special General Meeting held since then;
 - b. To receive and consider—
 - i. The Annual Report of the board on the activities of Sports Focus during the preceding financial year; and
 - ii. The financial statements of Sports Focus for the preceding financial year submitted by the board in accordance with Part 7 of the Act;
 - c. To elect the required number of members to the board;
- (4) The Annual General Meeting may also conduct any other business of which notice has been given in accordance with these Rules.

31 Special General Meetings

- (1) Any general meeting of Sports Focus, other than an Annual General Meeting is a Special General Meeting.
- (2) The board may convene a Special General Meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under Rule 33 may be conducted at the meeting.

Note: General business may be considered at the meeting if it is included as an item for consideration in the notice under Rule 33 and the majority of members at the meeting agree.

32 Special General Meeting held at Request of Members

- (1) The Board must convene a Special General Meeting if a request to do so is made in accordance with sub-rule (2) by not less than one-fifth (20%) of the total number of members.
- (2) A request for a Special General Meeting must—
 - a. Be in writing; and
 - b. State the business to be considered at the meeting and any resolutions to be proposed; and
 - c. Include the names and signatures of the members requesting the meeting; and
 - d. Be given to senior management or their designated representative.
- (3) If the board does not convene a Special General Meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the Special General Meeting.
- (4) A Special General Meeting convened by members under sub-rule (3)—
 - a. Must be held within 3 months after the date on which the original request was made; and
 - b. May only consider the business stated in that request.
- (5) Sports Focus must reimburse all reasonable expenses incurred by the members convening a Special General Meeting under sub-rule (3).

33 Notice of General Meetings

- (1) Senior management or their designated representative (or, in the case of a Special General Meeting convened under rule 33(3), the members convening the meeting) must give to each member of Sports Focus—
 - a. At least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - b. At least 14 days' notice of a general meeting in any other case.
- (2) The notice must—
 - a. Specify the date, time and place of the meeting; and
 - b. Indicate the general nature of each item of business to be considered at the meeting; and
 - c. If a special resolution is to be proposed—

- i. State in full the proposed resolution; and
 - ii. State the intention to propose the resolution as a special resolution; and
- d. Comply with rule 34(6).

34 Proxies

- (1) A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting.
- (2) The appointment of a proxy must be in writing and signed by the member making the appointment. (See Appendix 1)
- (3) The appointment of a proxy by a member is limited to one (1) proxy per member.
- (4) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as they see fit.
- (5) Notice of a general meeting given to a member under rule 33 must—
 - a. State that the member may appoint another member as a proxy for the meeting; and
 - b. Include a copy of any form that the Board has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by Sports Focus no later than 24 hours before the commencement of the meeting.

35 Use of Technology

- (1) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a member participating in a general meeting as permitted under sub-rule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

36 Quorum at General Meetings

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 36) of 10 members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
 - a. In the case of a meeting convened by, or at the request of, members under rule 32— the meeting must be dissolved;

Note: If a meeting convened by, or at the request of, members is dissolved under this sub-rule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 32.

- b. In any other case—
 - i. The meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - ii. notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (1) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under sub-rule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

37 Adjournment of General Meeting

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting sub-rule (1), a meeting may be adjourned—
- a. If there is insufficient time to deal with the business at hand; or
 - b. To give the members more time to consider an item of business.

Example: *The members may wish to have more time to examine the financial statements submitted by the board at an Annual General Meeting.*

- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 33.

38 Voting at General Meeting

- (1) On any question arising at a general meeting—
- a. Subject to sub-rule (3), each member who is entitled to vote has one vote; and
 - b. Members may vote personally or by proxy; and
 - c. Except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.

39 Special Resolutions

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

Note:

In addition to certain matters specified in the Act, a special resolution is required—

- a. To remove a board member from office;
- b. To alter these Rules, including changing the name or any of the purposes of Sports Focus.

40 Determining Whether Resolution Carried

- (1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—
 - i. Carried; or
 - ii. Carried unanimously; or
 - iii. Carried by a particular majority; or
 - iv. Lost—

And an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

- (2) If a poll (where votes are cast in writing) is demanded by three or more members on any question—
 - a. The poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - b. The Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

41 Minutes of General Meeting

- (1) The board must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
 - a. The names of the members attending the meeting; and
 - b. Proxy forms given to the Chairperson of the meeting under rule 34(6); and
 - c. The financial statements submitted to the members in accordance with rule 30(3) (b) (ii); and
 - d. The certificate signed by two board members certifying that the financial statements give a true and fair view of the financial position and performance of Sports Focus; and
 - e. Any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—THE BOARD

Powers of the Board

42 Role and Powers

- (1) The business of Sports Focus must be managed by or under the direction of a board.
- (2) The board may exercise all the powers of Sports Focus except those powers that these Rules or the Act require to be exercised by general meetings of the members of Sports Focus.
- (3) The board may—
 - a. Appoint and remove management staff;
 - b. Establish subcommittees consisting of members with terms of reference it considers appropriate.

43 Delegation

- (1) The board may delegate to a member of the board, a subcommittee or staff, any of its powers and functions other than—
 - a. This power of delegation; or
 - b. A duty imposed on the board by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the board considers appropriate.
- (3) The board may, in writing, revoke a delegation wholly or in part.

Composition of the Board and Duties of Members

44 Composition of Board

- (1) The board shall consist of;
 - a. Up to eight (8) Directors, each of whom shall be elected at an Annual General Meeting; and
 - b. One (1) appointed Director to be determined by the elected Directors and be based on criteria determined by the board.
 - c. Any number of co-opted persons (as ex-officio with no voting rights) retained by the board.
 - d. Sports Focus senior management (as ex-officio with no voting rights).
 - e. The board shall comprise of a blend of skill and representative based characteristics with the preferred ratio of 70/30 skills to representative.
 - f. The composition of the board shall also reflect adherence to the good governance principles of gender diversity with the indicative ratio of 40% women, 40% men and 20% of either gender to be considered as a guide.
- (2) Sports Focus senior management shall be employed by the board.
- (3) The roles of Board Chair and Deputy Chair shall be appointed annually by the Directors at the first scheduled board meeting after the Annual General Meeting.

- (4) Each elected Board Member shall hold office for a term of three (3) years, which shall commence from the conclusion of the Annual General Meeting at which the election occurred until the conclusion of the third Annual General Meeting. Directors are eligible for re-election with no limit on the number of terms that can be served.
- (5) The role of any appointed Director will be reviewed annually by the board with a decision on whether to continue the appointment made by the elected Directors to a maximum period of three (3) years.

45 General Duties

- (1) As soon as practicable after being elected or appointed to the board, each Director must become familiar with these Rules and the Act.
- (2) The board is collectively responsible for ensuring that Sports Focus complies with the Act and that individual members of the board comply with these Rules.
- (3) Directors must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Directors must exercise their powers and discharge their duties—
 - a. In good faith in the best interests of Sports Focus; and
 - b. For a proper purpose.
- (5) Current Directors and former Directors must not make improper use of—
 - a. Their position; or
 - b. Information acquired by virtue of holding their position—

So as to gain an advantage for themselves or any other person or to cause detriment to Sports Focus.

Note: See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

- (6) 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.

46 Board Chair and Deputy Chair

- (1) Subject to sub-rule (2), the Board Chair or, in their absence, the Deputy Chair is the Chairperson for any general meetings and for any board meetings.
- (2) If the Board Chair and the Deputy Chair are both absent, or are unable to preside, the Chairperson of the meeting must be—
 - a. In the case of a general meeting—a member elected by the other members present; or
 - b. In the case of a board meeting—a board member elected by the other board members present.

47 Secretary

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

Example: Under the Act, the Secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

- (2) The Secretary must—
 - a. Maintain the register of members in accordance with Rule 20; and
 - b. Keep custody of the common seal (if any) of Sports Focus and, except for the financial records referred to in Rule 68(3), all books, documents and securities of Sports Focus in accordance with Rules 70 and 73; and
 - c. Subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - d. Perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.
- (4) The role of Secretary will be determined by the board.

Election of Board Members and Tenure of Office

48 Board Member Eligibility

A member is eligible to be elected or appointed as a board member if the member—

- (a) Is 18 years or over; and
- (b) Is entitled to vote at a general meeting.

49 Positions to be Declared Vacant

- (1) This Rule applies to—
 - a. Each Annual General Meeting of Sports Focus, after the Annual Report and financial statements of Sports Focus have been received.
- (2) The Chairperson of the meeting must declare the identified positions on the board vacant and hold elections for those positions in accordance with rules 50 to 52.

50 Nominations

- (1) Nominations of candidates for election as members of the board (also called Directors) shall be:
 - a. Made in writing in accordance with the prescribed board approved nomination process; and
 - b. Delivered in accordance with the instructions provided in the nomination process and to the timeframes prescribed in the notification announcing the intention to conduct the Annual General Meeting.
 - c. Subject to assessment by a board appointed sub-committee to ensure suitability in respect to the diversity of board established criteria.
 - d. Forward to members complete with the assessment(s) undertaken in Rule 50 (1) c.

51 Election of Directors

- (1) Each elected Director under Rules: 48-52 shall hold office until the conclusion of the third Annual General Meeting following the date of the Director's election, but the Director is

eligible for re-election. For the avoidance of doubt, the Director's office shall commence at the conclusion of the Annual General Meeting at which they were elected.

- (2) For each three (3) year interval, up to three (3) Directors will be elected in the first year; up to three (3) Directors in the second year; and up to two (2) Directors in the third year.
- (3) 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 one third the Board retiring each year.
- (4) If the number of members nominated for the vacant Director positions is less than or equal to the number to be elected, the Chairperson of the meeting may, based on the recommendation of the board appointed sub-committee, declare each of those members to be elected to those positions. Any remaining vacancies may be filled as casual vacancies.
- (5) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with Rule 52.
- (6) No paid staff member of Sports Focus shall be nominated for election under Rule 50.

52 Ballot

- (1) In the event of a ballot being required for a vacant board position, the voting papers and ballot box shall, subject to these Rules, be available and open at the Sports Focus office and such other places (if any) as the board may determine, during such time or times during the day of the meeting at which the election is to take place and shall be open at the meeting, until such time as the Chairperson of the meeting declares it closed.
- (2) Every member desiring to vote shall obtain a voting paper from Sports Focus by whatever means determined at the time and select their preferred candidate(s) by the means identified on the voting paper.
- (3) No person shall be entitled to receive more than one (1) voting paper. The custodian of the voting papers must maintain a record of members issued with voting papers.
- (4) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- (5) The returning officer must not be a member nominated for the position.
- (6) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (7) The election must be by secret ballot.
- (8) The returning officer must give a prescribed voting paper to—
 - a. Each member present in person; and
 - b. Each proxy appointed by a member.

Example: If a member has been appointed the proxy of another member under Rule 34 (3), the member must be given two (2) ballot papers—one for the member and one for the member they have been appointed proxy.

- (9) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- (10) If the ballot is for more than one position—
 - a. The voter must write on the ballot paper the name of each candidate for whom they wish to vote;

- b. The voter must not write the names of more candidates than the number to be elected.
- (11) Ballot papers that do not comply with sub-rule (10) (a) are deemed invalid and are not to be counted.
- (12) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (13) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (14) If the returning officer is unable to declare the result of an election under sub-rule (13) because 2 or more candidates received the same number of votes, the returning officer must—
- a. Conduct a further election for the position in accordance with sub-rules (7) to (13) to decide which of those candidates is to be elected; or
 - b. With the agreement of those candidates, decide by lot which of them is to be elected.

Examples: The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

- (15) No persons, other than the scrutineers, shall be entitled to see any voting paper and the scrutineers and the returning officer shall not nor shall any of them, disclose to any person the way in which any member has voted.

53 Term of Office

- (1) Subject to sub-rule (3) and rule 55, a board member holds office for three (3) years and until the conclusion of the third Annual General Meeting for which they were elected.
- (2) A board member may be re-elected.
- (3) A general meeting of Sports Focus may—
 - a. By special resolution remove a board member from office; and
 - b. Elect an eligible member of Sports Focus to fill the vacant position in accordance with this Division.
- (4) A member who is the subject of a proposed special resolution under sub-rule (3)(a) may make representations in writing to senior management or the Board Chair of Sports Focus (not exceeding a reasonable length) and may request that the representations be provided to the members of Sports Focus.
- (5) Senior management or the Board Chair may give a copy of the representations to each member of Sports Focus or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

54 Vacation of Office

- (1) A board member may resign from the board by written notice addressed to the board.
- (2) A person ceases to be a board member if he or she—
 - a. Ceases to be a member of Sports Focus; or

- b. Fails to attend 33% of scheduled board meetings (other than special or urgent board meetings) without providing reasonable excuse for their absence or having applied for a leave of absence under rule 65; or
- c. Otherwise ceases to be a board member by operation of section 78 of the Act.

55 Filling Casual Vacancies

- (1) The board may appoint an eligible member of Sports Focus to fill a position on the board that—
 - a. Has become vacant under Rule 54; or
 - b. Was not filled by election at the last Annual General Meeting.
- (2) If the position of Secretary becomes vacant, the board must appoint a replacement to the position within 14 days after the vacancy arises.
- (3) Rule 53 applies to any board member appointed by the board under sub-rule (1) or (2).
- (4) The board may continue to act despite any vacancy in its membership.

Meetings of the Board

56 Meetings of the Board

- (1) The board must meet at least 4 times in each year at the dates, times and places determined by the board.
- (2) The date, time and place of the first board meeting must be determined by the Directors as soon as practicable after the Annual General Meeting of Sports Focus at which the members of the board were elected.
- (3) Special board meetings may be convened by the Board Chair or by any 4 members of the board.

57 Notice of Meetings

- (1) Notice of each board meeting must be given to each board member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one board meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special board meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

58 Urgent Meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with Rule 57 provided that as much notice as practicable is given to each board member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the board.

- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

59 Procedure and Order of Business

- (1) The procedure to be followed at a meeting of a board must be determined from time to time by the board.
- (2) The order of business may be determined by the members present at the meeting.

60 Use of Technology

- (1) A board member who is not physically present at a board meeting may participate in the meeting by the use of technology that allows that board member and the board members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a board member participating in a board meeting as permitted under sub-rule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

61 Quorum

- (1) No business may be conducted at a board meeting unless a quorum is present.
- (2) The quorum for a board meeting is the presence (in person or as allowed under Rule 60) of four (4) board members either elected or appointed to hold office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a board meeting—
 - a. In the case of a special meeting—the meeting lapses;
 - b. In any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to the same place and at the same hour of the day in the following week in accordance with Rule 57.

62 Voting

- (1) On any motion arising at a board meeting, each board member present, either physically present or in accordance with Rule 61 (2), at the meeting has one (1) vote.
- (2) A motion is carried if a majority of board members present at the meeting vote in favour of the motion.
- (3) Sub-rule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the board.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

63 Conflict of Interest

- (1) A board member 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.

(2) The board member—

- a. Must not be present while the matter is being considered at the meeting; and
- b. Must not vote on the matter.

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

(3) This rule does not apply to a material personal interest—

- a. That exists only because the member belongs to a class of persons for whose benefit Sports Focus is established; or
- b. That the member has in common with all, or a substantial proportion of, the members of Sports Focus.

64 Minutes of Meeting

(1) The board must ensure that minutes are taken and kept of each board meeting by an appointed representative of Sports Focus.

(2) The minutes must record the following—

- a. The names of the members in attendance at the meeting;
- b. The business considered at the meeting;
- c. Any resolution on which a vote is taken and the result of the vote;
- d. Any material personal interest disclosed under rule 63.

65 Leave of Absence

(1) 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 senior management or Board Chair, provided;

- a. If such period is less than six (6) months, and the board member was an Officer, the board may appoint a temporary replacement from amongst the Directors;
- b. If such period is six (6) months or more, then the board member is taken to have resigned their position, but shall be entitled to seek re-election at the Annual General Meeting at which their term of office would otherwise have concluded; and
- c. In no circumstances shall the leave of absence exceed the remaining term of office of the board member.

(2) The board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the board member to seek the leave in advance.

PART 6—FINANCIAL MATTERS

66 Source of Funds

The funds of Sports Focus may be derived from participant fees, annual memberships, donations, fund-raising activities, recurrent and non-recurrent funding grants, interest and any other sources approved by the board.

67 Management of Funds

- (1) Sports Focus must open an account with a financial institution from which all expenditure of Sports Focus is made and into which all of Sports Focus' revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of Sports Focus, the board may approve expenditure on behalf of Sports Focus.
- (3) The board may authorise for senior management to expend funds on behalf of Sports Focus (including by electronic funds transfer) in accordance with the board approved delegation of authority without requiring approval from the board for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two (2) board approved representatives of Sports Focus. These being, but not limited to; representatives of senior management and/or current board members.
- (5) All funds of Sports Focus must be deposited into the financial account of Sports Focus as soon as practicable after receipt.
- (6) With the approval of the board, senior management 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.

68 Financial Records

- (1) Sports Focus must keep financial records that—
 - a. Correctly record and explain its transactions, financial position and performance; and
 - b. Enable financial statements to be prepared as required by the Act.
- (2) Sports Focus must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) Senior management must keep in their custody, or under their control—
 - a. The financial records for the current financial year; and
 - b. Any other financial records as authorised by the board.

69 Financial Statements

- (1) For each financial year, the board must ensure that the requirements under the Act relating to the financial statements of Sports Focus are met.
- (2) Without limiting sub-rule (1), those requirements include—
 - a. The preparation of the financial statements;
 - b. If required, the review or auditing of the financial statements;
 - c. The certification of the financial statements by the board;
 - d. The submission of the financial statements to the Annual General Meeting of Sports Focus;
 - e. The lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS

70 Common Seal

- (1) Sports Focus has a common seal.
- (2) The Sports Focus common seal—
 - a. The name of Sports Focus must appear in legible characters on the common seal;
 - b. A document may only be sealed with the common seal by the authority of the board and/or senior Management and the affixing of the common seal shall be attested by the signatures either of two (2) Board members or of a member of the board and senior management of Sports Focus;
 - c. The common seal must be kept in the custody of senior management.

71 Registered Address

The registered address of Sports Focus is—

- (1) The address determined from time to time by resolution of the board.

72 Notice Requirements

- (1) Any notice required to be given to a member or a board member under these Rules may be given—
 - a. By handing the notice to the member personally; or
 - b. By sending it by post to the member at the address recorded for the member on the register of members; or
 - c. By email, facsimile transmission and/or any other electronic means.
- (2) Sub-rule (1) does not apply to notice given under Rule 57.
- (3) Any notice required to be given to Sports Focus or the board may be given—
 - a. By handing the notice to a member of the board; or
 - b. By sending the notice by post and/or electronically to the registered address; or
 - c. By leaving the notice at the registered address; or
 - d. If the board determines that it is appropriate in the circumstances—
 - i. By email to the email address of Sports Focus or senior management; or
 - ii. By facsimile transmission to the facsimile number of Sports Focus.

73 Custody and Inspection of Books and Records

- (1) Members may on request inspect free of charge—
 - a. The register of members;
 - b. The minutes of general meetings;
 - c. Subject to sub-rule (2), the financial records, books, securities and any other relevant document of Sports Focus.

Note: See note following Rule 20 for details of access to the register of members.

- (2) The board may refuse to permit a member to inspect records of Sports Focus that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of Sports Focus.
- (3) If a member(s) wish to inspect the minutes to board meetings, they must, in the first instance, provide a written request to the board outlining the reasons for the inspection. The board will then determine whether to grant or deny access and notify the member(s) accordingly of their decision within 10 working days from such request. No reason needs to be given for the decision.
- (4) The board must on request make copies of these rules available to members and applicants for membership free of charge.
- (5) Subject to sub-rule (2), a member may make a copy of any of the other records of Sports Focus referred to in this Rule and Sports Focus may charge a reasonable fee for provision of a copy of such a record.
- (6) For purposes of this Rule—

Relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of Sports Focus and includes the following—

- a. Its membership records;
- b. Its financial statements;
- c. Its financial records;
- d. Records and documents relating to transactions, dealings, business or property of Sports Focus.

74 Winding Up and Cancellation

- (1) Sports Focus may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of Sports Focus, the surplus assets of Sports Focus must not be distributed to any members or former members of Sports Focus.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to Sports Focus and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

75 Indemnity

- (1) Every board member, officer, auditor, manager, employee or agent of Sports Focus shall be indemnified out of the property and assets of Sports Focus against any liability incurred by them in their capacity as board member, officer, auditor, manager, employee or agent in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is granted to them by the court.
- (2) Sports Focus shall indemnify its board members, officers, managers and employees against all damages and costs (including legal costs) for which any such board member, officer or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct.

- a. In the case of a board member or officer performed or made whilst acting on behalf of and with the authority, express or implied of Sports Focus; and
- b. In the case of an employee, performed or made in the course of, and within the scope of their employment by Sports Focus.

76 Audit

- (1) An Auditor or auditors shall be duly appointed at the Annual General Meeting and will remain in office until the conclusion of the next Annual General Meeting.
- (2) The accounts of Sports Focus shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor or auditors at least once in every year.

77 Service of Notices

- (1) A notice may be served by or on behalf of Sports Focus upon any member either personally or by sending it by post to the member at their postal address shown in the register or electronically to the email address shown in the register.
- (2) Where a document is properly addressed, prepaid 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. A notice sent electronically, is deemed to be delivered upon appearing in the Sent folder of the sender, unless otherwise can be proven.

78 Alteration of Rules

- (1) These Rules may only be altered by special resolution of a general meeting of Sports Focus.

Note: An alteration of these Rules does not take effect unless or until it is approved by the Registrar.



APPENDIX 1

LODDON CAMPASPE SPORTS ASSEMBLY INCORPORATED

("SPORTS FOCUS")

PROXY FORM

I, _____ (name of member or delegate), of

_____ (name of member, where applicable), being a member of Sports Focus, hereby appoint

_____ (name of proxy) of
_____ (name of member, (where applicable)) to act as proxy to vote for me/the member (please circle) on my/its behalf (please circle) at the general meeting of Sports Focus to be held on the day prescribed in the notice.

This form is to be used to record my/our (please circle) vote against/in favour (please circle) of the resolution.

Signed this _____ day of _____ 20____

(Signature of Member/Delegate)

APPENDIX 2

LODDON CAMPASPE SPORTS ASSEMBLY INCORPORATED

("SPORTS FOCUS")

THE REGION

