

SKATE VICTORIA INC.

STATEMENT OF PURPOSES AND RULES

November 2009

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STATEMENT OF PURPOSES

of

SKATE VICTORIA INC.

1. NAME OF ASSOCIATION

The name of the association is Skate Victoria Inc. (“the Association”).

2. OBJECTS OF THE ASSOCIATION

The objects for which the Association is established and maintained are to:

- (a) affiliate with Skate Australia Inc. as the peak body for the administration of Roller Sports in Australia;
- (b) create a single uniform entity through and by which Roller Sports can be conducted, promoted and administered in Victoria;
- (c) provide for the encouragement, conduct, promotion, control and administration of Roller Sports throughout Australia;
- (d) affiliate and otherwise liaise with such other bodies as may be desirable, in the pursuit of these objects;
- (e) encourage, conduct, promote, advance and control Roller Sports, in any form;
- (f) control, manage and conduct Roller Sports competitions;
- (g) conduct or commission research and development for improvements in Roller Sports;
- (h) use and protect the Intellectual Property;
- (i) promote the importance of Roller Sports standards, techniques, awards and education to bodies involved in or related to Roller Sports;
- (j) strive for and maintain government, commercial and public recognition of the Association as the authority on Roller Sports in Victoria;
- (k) pursue through itself or others such commercial arrangements, including sponsorship and marketing opportunities, as are appropriate to further the objects of the Association;
- (l) maintain and extend the operations and activities of the Association throughout Victoria;
- (m) further develop the Association and Roller Sports into an organized institution and having regard to these objects, to foster, regulate, organize, control, conduct and manage tournaments, competitions, displays and other activities and to issue certificates and award trophies;
- (n) ensure that environmental considerations are taken into account in all Roller Sports and related activities conducted by the Association;

- (o) promote the health and safety of Members;
- (p) act as final arbiter on all matters pertaining to the conduct of Roller Sports in Victoria, including disciplinary matters;
- (q) establish and conduct educational programs for coaches, officials and participants in the implementation and interpretation of Roller Sports playing rules and standards;
- (r) formulate and implement appropriate policies, including policies in relation to 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 in Roller Sports;
- (s) represent the interests of its Members and of Roller Sports generally in any appropriate forum;
- (t) have regard to the public interest in its operations;
- (u) encourage Members to realize their potential and athletic abilities;
- (v) encourage and promote performance-enhancing drug free competition;
- (w) give, and where appropriate, seek recognition for Members to obtain awards or public recognition in fields of endeavor other than Roller Sports;
- (x) seek and obtain improved facilities for the enjoyment of Roller Sports; and
- (y) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these objects.

3. POWERS OF THE ASSOCIATION

Solely for furthering the objects set out above, and in addition to the rights, powers and privileges provided under the Act, the Association has power to:

- (a) purchase, take on lease or in exchange or otherwise acquire any real or personal estate which may be deemed necessary or convenient for any of the objects of the Association and to sell, manage, lease, mortgage, give in exchange or otherwise deal with any part of the rights or property of the Association, whether subject to any charges or encumbrances or not and to erect, replace, maintain, reconstruct, adapt and furnish any offices or other buildings thereon and to sell, let, alienate, mortgage, charge or deal with all or any such lands, tenements or hereditaments or any part of them;
- (b) construct, maintain and alter any houses, buildings, grounds, courses, conveniences or works necessary or convenient for the purposes of, or which seem likely to advance, the Association;
- (c) borrow funds as it may think fit, including on bonds or mortgage or other security of any property held for or on behalf of the Association or without any such security;
- (d) take, or otherwise acquire and hold shares, debentures or other securities of any company or body corporate;
- (e) take or hold mortgages, liens or charges, to secure payment of the purchase price, or any part of the Association's property sold, or any money due to the Association from any purchasers or others;
- (f) receive money on deposit with or without allowance of interest thereon;

- (g) invest and deal with any monies of the Association, not immediately required for the objects of the Association, in such manner as may from time to time be determined by the Executive Committee;
- (h) do all or any of the matters authorised either alone or in conjunction with any person, company or unincorporated body or by or through any factors, trustees or agents;
- (i) take any gift of property whether subject to any special trust or not for any one or more of the objects of the Association, provided the Association shall only deal with any such trusts in such manner as is allowed by law;
- (j) take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purposes of procuring contributions to the funds of the Association in the form of donations, annual subscriptions or otherwise;
- (k) subscribe to, become a member of or co-operate with any other organisation whether incorporated or not whose objects are similar, in whole or in part, to those of the Association, so long as that other organisation prohibits the distribution of its income and property amongst its members at least to the extent provided under the Association's Statement of Purposes and Rules;
- (l) print and publish any newspapers, periodicals, books or leaflets and develop and implement any computer system or software package that the Association may think desirable for the promotion of its objects;
- (m) appoint, hire, employ, remove, replace or reinstate secretaries, managers, servants, employees and other persons in and for the carrying out of the objects of the Association and to pay them in return for services rendered to the Association, salaries, wages and gratuities, as appropriate;
- (n) buy, sell and deal in all kinds of articles, commodities and provisions both liquid and solid for Members or other persons frequenting the premises or facilities of or under the control of the Association;
- (o) subscribe to any charities and to grant donations for any public purpose;
- (p) produce, develop, create, licence and otherwise exploit, use and protect the Association's Intellectual Property;
- (q) establish and maintain corporate entities to carry on and conduct the business affairs and undertakings, or any aspect thereof, of the Association and for that purpose, to utilize any of the assets of or held on behalf of the Association;
- (r) promote any other person or company for any purpose calculated to benefit the Association;
- (s) enter into arrangements with any government or authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association, and to obtain rights, privileges and concessions from such government or authority and carry out, exercise and comply with any such rights, privileges and concessions;
- (t) take and effect insurance or seek, obtain and in its discretion act on, any professional advice necessary or appropriate; and
- (u) do all such acts and things as are incidental, conducive or subsidiary to all or any of the objects of the Association.

4. APPLICATION OF INCOME

- (a) The income and property of the Association shall be applied solely towards the promotion of the objects of the Association as set out in this Statement of Purposes.
- (b) Except as prescribed in this Statement of Purposes:
 - (i) 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; and
- (c) Nothing contained in clauses 4 (a) or (b) shall prevent payment in good faith of or to any Member for:
 - (i) any services actually rendered to the Association whether as an employee or otherwise;
 - (ii) goods supplied to the Association in the ordinary and usual course of operation;
 - (iii) interest on money borrowed from any Member;
 - (iv) rent for premises demised or let by any Member to the Association;
 - (v) any out-of-pocket expenses incurred by the Member on behalf of the Association;
 - (vi) or 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.

5. LIABILITY OF MEMBERS

The liability of Members of the Association is limited.

6. 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 contracted before the time at which he, she or it ceases to be a Member, and the costs, charges and expenses of winding up and for an adjustment of the rights of contributors among themselves, such amount as may be required not exceeding \$1.00.

7. 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 assets or property, the same shall not be paid to or distributed amongst the Members of the Association but shall be given or transferred to Skate Australia Inc.

8. ACCOUNTS

True accounts shall be kept of the sum of money received and expended by the Association and the manner in respect of which such receipt and expenditure takes place and of the property, assets and liabilities of the Association. Once at least in every year the accounts of the Association shall be examined by one or more properly qualified auditor or auditors who shall report to the Members in accordance with generally accepted accounting principles and/or practices and/or the provisions of the Act.

9. INTERPRETATION CLAUSE

The specification of the objects of the Association in clause 2 and the powers set out in clause 3 of this Statement of Purposes, are not in any particular order and are not to be construed so as to lead to the construction that any object or power is more important than any other object or power nor than any object or power which is specified in detail is more important than any object or power which has not been specified in detail, and no particular object or power will be limited by reference to any other and the rule of construction known as the *ejusdem generis* rule shall not apply.

** The rule that where particular words are followed by general words, the general words are limited to the same kind as the particular words.*

RULES
of
SKATE VICTORIA INC.

1. NAME

The name of the association is Skate Victoria Inc. (“Association”).

2. INTERPRETATION

2.1 Definitions

In these Rules unless the contrary appears, these words shall have the following meanings:

“**Active Discipline**” means a discipline that competes at the State Championships for at least two (2) consecutive years prior to the Annual General Meeting

“**Administrator**” means the State Administrator of the Association for the time being appointed under these Rules

“**Association**” means Skate Victoria Inc., the peak body responsible for the administration of the sport of roller sports in Victoria

“**Branch**” means a discipline of the sport recognised by the Executive Committee as having the power to administer Branch matters

“**Delegate**” means the representative entitled to vote at a General Meeting of the Association

“**Discipline**” means one of the disciplines which make up roller sports and currently include artistic skating, inline hockey, roller hockey and speed skating

“**Executive Committee**” means the committee of management as elected at an Annual General Meeting of the Association

“**Financial Year**” means the year ending 30th June each year

“**FIRS**” means the International Federation of Roller Sports

“**General Meeting**” means the Annual or any Special General Meeting of the Association

“**Individual Member**” means an individual who is a financial member of the Association.

“**Intellectual Property**” means all rights subsisting in copyright, business names, names, trade marks (or signs), logos, designs, equipment, images (including photographs, videos or films) or service marks relating to the Association or any event, competition or Roller Sports activity of or conducted, promoted or administered by the Association

“Life Member” means an individual appointed as a Life Member of the Association under the Rules

“Member” means either an Individual Member or Club Member unless specified to the contrary

“Member Club” means a club which is a financial member of the Association

“National Branch” means a discipline of the sport recognized by the Executive Committee having the power to administer Branch matters

“Participant” means a person who participates, including but not only, as a coach, official, competitor or player in a Roller Sports competition organised or controlled by the Association, a Branch or a Member Club

“Regulations” means any Regulations, By-Laws or Policies made by the Executive Committee under these Rules

“Roller Sports” means the sport or games played under the rules determined from time to time by FIRS, Skate Australia Inc. and the Association

“Skate Australia Inc.” means the peak body responsible for the administration of the sport of roller sports in Australia

“Rules” means these Rules of the Association

“Seal” means the common seal of the Association and includes any official seal of the Association

“Special Resolution” means a resolution passed in accordance with the Act

“the Act” means the *Associations Incorporation Act 1981* and its *Regulations*

2.2 Interpretation

In these Rules:

- (a) a reference to a function includes a reference to a power, authority or 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 or the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing either gender include the other gender;
- (e) references to persons include corporations and bodies politic;
- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) 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
- (h) a reference to “writing” shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and

other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

2.3 Severance

If any provision of these Rules or any phrase contained in them 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 these Rules or affecting the validity or enforceability of that provision in any other jurisdiction.

2.4 The 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.

3. MEMBERS

3.1 Categories of Members

The Members of the Association shall consist of:

- (a) Member Clubs, represented at General Meetings of the Association by appointed representatives;
- (b) Individual Members;
- (c) Life Members, and
- (d) any new categories of Members created by Skate Victoria Inc.

All categories of members, subject to these Rules, shall have the right to be present and to debate at General Meetings, but only those entitled to vote can do so.

3.2 Life Members

- (a) Any person who has rendered distinguished or special service to Roller Sports in Victoria, may be granted life membership at any Executive Committee Meeting by a 75% majority of those entitled to vote at that meeting,
- (b) Only an Executive Committee Member may nominate a person for life membership and he should present to the Executive Committee a written report outlining the history of the service of the nominee, which should be placed on the agenda and voted on at the next Executive Committee Meeting,
- (c) Conditions, obligations and privileges of life membership shall be as prescribed in the Regulations,
- (d) By resolution of a General Meeting, following recommendation by the Executive Committee, a life membership may be cancelled.

4. SUBSCRIPTIONS, FEES AND LEVIES

The annual membership subscription, fees and any levies payable by Individual Members and Member Clubs to the Association and the time for and manner of payment, shall be as determined at the Annual General Meeting.

5. APPLICATION FOR MEMBERSHIP

5.1 Application

An application for membership must be:

- (a) in writing on the form as prescribed by Skate Victoria Inc. from time to time; and
- (b) accompanied by the appropriate fee (if any).

5.2 Discretion to Accept or Reject Applications

- (a) The Association may accept or reject an application whether the applicant has complied with the requirements in Rule 5.1 or not.
- (b) Where the Association accepts an application, the applicant will become a Member to which these Rules and the Regulations apply.
- (c) Membership of the Association will commence upon acceptance of the application by the Association.
- (d) If the Association rejects an application, the Association will refund any fees forwarded with the application, and the application will be deemed rejected by the Association. The Association is not required to give reasons for its decision.

5.3 Membership Renewal

Applicants must renew membership of the Association in accordance with the procedures set down by the Executive Committee from time to time.

5.4 Deemed Membership

- (a) All Members of the Association, at the time of approval of these Rules under the Act, shall be deemed Members of the Association from the time of approval of these Rules under the Act. The category of membership shall be as determined by Skate Victoria Incorporated, and
- (b) Member Clubs shall have one year from the approval of these Rules under the Act in which to amend their constitution in accordance with these Rules, and for such time as their constitutions do not conform shall not be unduly penalised for such non-compliance, to the extent that such non-compliance is not willful or calculated to cause harm or prejudice to the Association.

5.5 Unfinancial Members

Where a Member has not paid their annual membership subscription (if any), fees or any levies within thirty (30) days of the due date as determined by the Annual General Meeting, they will be deemed to be an unfinancial Member and any membership rights held by the Member may be cancelled.

6.0 REGISTER OF MEMBERS

6.1 Administrator to Keep Register

The Administrator shall keep and maintain a Register of Members in which shall be recorded:

- (a) the full name, address, and date of entry of the name of each Individual Member; and
- (b) the full name, address and date of entry of the name of each Member Club.

6.2 Inspection of Register

Having regard to confidentiality considerations, an extract of the Register, excluding the address of any Member, shall be available for inspection by Members, upon reasonable request always subject to the relevant Privacy legislation in place at the time of inspection.

7. EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

- (a) these Rules constitute a contract between each of them and the Association and Skate Australia Inc. and that they are bound by the Rules and Regulations;
- (b) they shall comply with and observe these Rules and the Regulations and any determination, resolution or policy which may be made or passed by the Executive Committee;
- (c) by submitting to these Rules and Regulations they are subject to the direction and jurisdiction of the Association;
- (d) the Rules and Regulations are necessary and reasonable for promoting the objects of the Association and particularly the advancement and protection of Roller Sports; and
- (e) they are entitled to all benefits, advantages, privileges and services of the Association membership.

8.0 DISCONTINUANCE OF MEMBERSHIP

8.1 Notice of Resignation

Any Member which or who has paid all monies due and payable to the Association may resign from the Association by giving one month's notice in writing to the Association of such intention to withdraw or resign and upon the expiration of that period of notice, the Member shall cease to be a Member.

8.2 Expiration of Notice Period

Upon the expiration of a notice given under Rule 8.1, an entry recording the date on which the Member who or which gave notice ceased to be a Member shall be recorded in the Register.

8.3 Forfeiture of Rights

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

8.4 Failure to Renew

Notwithstanding Rule 9, the Executive Committee may expel or suspend a Member which or who has not renewed its or his membership of the Association within one month of membership renewal falling due.

8.5 Member to Re-Apply

A Member who has been expelled or suspended or whose membership has lapsed under Rule 8.4;

- (a) may re-apply for membership in accordance with these Rules; and
- (b) may be re-admitted at the discretion of the Executive Committee.

9. DISCIPLINE OF MEMBERS

Disciplinary Action

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

- (a) breached, failed, refused or neglected to comply with a provision of these Rules, the Regulations or any resolution or determination of the Executive Committee or any duly authorised committee; or
- (b) acted in a manner unbecoming of a Member or prejudicial to the objects and interests of the Association and/or Roller Sports; or
- (c) brought the Association or Roller Sports into disrepute;

the Executive Committee 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 Regulations, Disciplinary Procedures, Member Protection Policy and Anti Doping Policy.

10. DISPUTES AND MEDIATION

Grievance Procedure

The grievance procedure set out in this Rule applies to disputes under these Rules between a Member and another Member, or between a Member and the Association.

- (a) The parties to the dispute must meet and discuss the matter in dispute, and if possible resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (b) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must within 10 days hold a meeting in the presence of a mediator.
- (c) The mediator must be:
 - (i) a person chosen by agreement between the parties; or
 - (ii) in the case of a dispute between a Member and another Member, a person appointed by the Executive Committee of the Association; or
 - (iii) in the case of a dispute between a Member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (d) A Member of the Association can be a mediator.
- (e) The mediator cannot be a Member who is a party to the dispute.
- (f) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (g) The mediator, in conducting the mediation, must:
 - (i) give the parties to the mediation process every opportunity to be heard; and
 - (ii) allow due consideration by all parties of any written statement submitted by any party; and

- (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (h) The mediator must not determine the dispute.
- (i) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act.

11. GENERAL MEETINGS

- (a) An Annual General Meeting of the Association shall be held within five months of the end of the financial year and in accordance with the provisions of the Act, on a date and at a venue to be determined by the Executive Committee, and
- (b) All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with these Rules.
- (c) Each Member Club shall appoint one person as a Delegate to act as its representative at a General Meeting.
- (d) Member Clubs must notify the Administrator of the Association in writing of the Delegate appointed under Rule 11 (c).

12. ANNUAL GENERAL MEETINGS

12.1 Powers and Duties

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

- (a) to confirm the minutes of the previous Annual General Meeting and of any General Meeting held since that meeting;
- (b) to elect members of the Executive Committee;
- (c) to approve the annual accounts of the Association prepared by the Executive Committee;
- (d) to vote on and approve any amendments to the Association Rules and Statement of Purposes;
- (e) to appoint an auditor.

12.2 Special Business

The Annual General Meeting may conduct any special business of which notice has been given in accordance with these Rules. All business that is conducted at a Special General Meeting and all business that is conducted at the Annual General Meeting, except for business conducted under the Rules as ordinary business of the Annual General Meeting, is deemed to be special business.

13. NOTICE OF GENERAL MEETINGS

- (a) Notice of every General Meeting shall be given to Executive Committee Members, Member Clubs and Life Members at the address appearing in the Register of Members kept by the Association. No other person shall be entitled as of right to receive notices of General Meetings.

- (b) Notice of a General Meeting specifying the place, day and hour of the meeting, together with an agenda stating the business to be transacted at the meeting shall be given to Executive Committee Members, Member Clubs and Life Members at least twenty one (21) days prior to the General Meeting.

14. BUSINESS

14.1 Business of General Meetings

- (a) The business to be transacted at the Annual General Meeting includes consideration of the reports of the Executive Committee and auditors, the election of officers and the appointment of auditors.
- (b) The Annual General Meeting may transact special business of which notice is given in accordance with these Rules.

14.2 Business Transacted

No business other than that stated on the notice shall be transacted at a General Meeting.

15. NOTICES OF MOTION

15.1 Notices of Motion to be Submitted

All notices of motion for inclusion as special business at a General Meeting must be submitted in writing to the Administrator not less than seven (7) days prior to the General Meeting.

15.2 Unsuccessful Notice of Motion

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 unless a Special General Meeting is called to deal with the motion.

16. SPECIAL GENERAL MEETINGS

16.1 Special General Meetings May be Held

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

16.2 Requisition of Special General Meetings

- (a) The Executive Committee may by resolution convene a Special General Meeting.
- (b) The Administrator shall convene a Special General Meeting within twenty one (21) days of receiving a requisition signed by the President and Secretary of not less than one-third of the Member Clubs.
- (c) The requisition for a Special General Meeting shall state the object(s) of the meeting.
- (d) If the Special General Meeting is not convened within twenty eight (28) days after the requisition for that purpose has been sent to the Administrator, the Member Clubs making the requisition may convene the meeting themselves to be held not later than fifty six (56) days after the date.
- (e) A Special General Meeting convened by Member Clubs under these Rules shall be convened in the same manner in which meetings are convened by the Executive Committee. All reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

17. PROCEEDINGS AT GENERAL MEETINGS

17.1 Quorum

- (a) No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business.
- (b) Eight (8) members personally present (being members entitled under these Rules to vote at a General Meeting) constitute a quorum for the conduct of the business of a General Meeting.
- (c) At least four (4) of the members present must be Club Delegates.

17.2 Chairperson

- (a) The President shall, subject to these Rules, preside as Chairperson at every General Meeting of the Association. If the Chairperson is not present, or is unwilling or unable to preside, the Executive Committee shall appoint one of their number to preside as Chairperson for that meeting only.
- (b) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.

17.3 Adjournment of General Meetings

- (a) If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall be adjourned until the same day in the next two weeks at the same time and place, or to such other day and at such other time and place as the Executive Committee may determine. If at the adjourned meeting a quorum is not present with half an hour from the time appointed for the meeting, the meeting will lapse.
- (b) The Chairperson may, either with the consent of any meeting at which a quorum is present, or shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

17.4 Voting Procedure

At any meeting, a resolution other than a Special Resolution put to the vote of the meeting shall, subject to these Rules, be decided by a simple majority on a show of hands unless a poll is demanded (before or on the declaration of the result of the show of hands):

- (a) by the Chairperson, or
- (b) by any member entitled under these Rules to vote.

17.5 Recording of Determinations

Unless a poll is demanded under Rule 17.4, a declaration by the Chairperson that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number of votes recorded in favour of or against the resolution.

17.6 Where Poll Demanded

If a poll is duly demanded under Rule 17.4, it shall be taken at such time before the close of the meeting as the Chairperson may direct.

18. VOTING AT GENERAL MEETINGS

18.1 Voting Rights

Club Delegates and Executive Committee Members shall have one vote at General Meetings.

18.2 Methods of Voting

Where voting is required to be by secret ballot or where a poll is demanded, the Chairperson will appoint a Returning Officer. In the event of a ballot for the election of any Executive Committee Member, the Chairperson may not appoint any candidate for election as scrutineer or Returning Officer.

18.3 Where Voting Equal

Where voting is equal on any resolution at a General Meeting, the Chairperson will have a casting vote.

18.4 Proxy Vote

"A Member with voting rights pursuant to Rule 18.1 is entitled to appoint another Member as a proxy by notice given to the Executive Officer and, in the case of Delegates, to the appointer Club, in each case up to 24 hours before the time of the meeting in respect of which the proxy is appointed."

19. THE EXECUTIVE COMMITTEE

- (a) The affairs of the Association shall be managed by the Executive Committee.
- (b) The Executive Committee shall consist of the President, Treasurer, the Chairpersons of the Branches and two Individual Members.

20. ELECTION OF EXECUTIVE COMMITTEE MEMBERS

20.1 Terms of Appointment

- (a) The President, Treasurer and the two Individual Members shall be elected at the Annual General Meeting every odd year for a two (2) year term, which shall commence from the conclusion of the Annual General Meeting at which the election occurred until the conclusion of the second Annual General Meeting following.
- (b) The Speed And Roller Hockey Branch Chairpersons shall be elected at the Annual Branch Meeting every even year for a two (2) year term, which shall commence from the conclusion of the Annual Branch Meeting at which the election occurred until the conclusions of the second Annual Branch Meeting following

The Artistic Branch Chairperson shall be elected at the Annual Branch Meeting in accordance with the Artistic State Branch Committee By-Law, which shall commence from the conclusion of the Annual Branch Meeting at which the election occurred.

20.2 Nominations for Executive Committee Members Positions

- (a) The Administrator shall call for nominations for the relevant positions at least fourteen (14) days before the date of the Annual General Meeting.
- (b) Nominations of candidates for the election of members of the Executive Committee must be:
 - (i) in writing;
 - (ii) on the prescribed form (if any) provided for that purpose;
 - (iii) signed by a nominator and a seconder, who must be a member; and
 - (iv) accompanied by the written consent of the candidate (which may be endorsed on the nomination form).
- (c) Nominations must be received by the Administrator at least seven (7) days prior to the Annual General Meeting.
- (d) If the number of nominations received for the Executive Committee is equal to the number of vacancies to be filled, then those nominated shall be declared elected at the Annual General Meeting. If there are insufficient nominations received to fill all positions, then further nominations may be received at the Annual General Meeting. Any unfilled positions will be declared vacant, and may be filled as per Rule 22.3.

20.3 Voting Procedure for Executive Positions

- (a) If there are multiple nominations for any position to be filled, the Administrator shall prepare voting papers containing the names of the nominees in alphabetical order.
- (b) Members with voting rights shall number the nominees in their order of preference, with 1 indicating their highest preference, 2 indicating the next highest preference, and so on. A number must be entered next to each nominee, otherwise the vote shall be considered invalid.
- (c) The voting shall be conducted by secret ballot. The Administrator shall add, for each nominee, the sum of the preference numbers from each vote. The combined total for each nominee shall be reported to the meeting by the Administrator. The nominee(s) with the lowest combined total shall be elected to the vacant position(s).
- (d) Should a deadlock occur for a vacant position (i.e. two or more nominees have the same total number), the Administrator shall prepare voting papers containing the names of the two or more nominees in alphabetical order. Nominees shall be numbered in the order of preference, using the same method as set out in Rule 20.3 (b).

21. POWERS OF THE EXECUTIVE COMMITTEE

Subject to the Act and these Rules, the business of the Association shall be managed, and the powers of the Association shall be exercised, by the Executive Committee. In particular, the Executive Committee as the controlling authority of the Association shall be responsible for acting on all issues in accordance with the objects of the Association and shall operate for the benefit of the Members and the community throughout Victoria including:

- (a) governing Roller Sports in Victoria in accordance with its mission and objectives;
- (b) determining major strategic directions in line with those of Skate Australia Inc.;
- (c) determining policies; and
- (d) reviewing the Association's performance in achieving its aims and objectives.

22. VACANCIES OF EXECUTIVE COMMITTEE MEMBERS

22.1 Grounds for Termination of Executive Committee Member's Position

In addition to the circumstances in which the office of an Executive Committee Member becomes vacant by virtue of the Act, the office becomes vacant if the Executive Committee Member:

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with creditors;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (d) resigns his or her office in writing to the Association;
- (e) is absent from three (3) consecutive Executive Committee Meetings without the consent of the Executive Committee, whenever obtained; or
- (f) holds any office of employment with the Association.

22.2 Removal of Executive Committee Member

- (a) The Association in a General Meeting may by Special Resolution remove any Executive Committee Member before expiration of their term of office, and appoint another Individual Member in their place to hold office until the expiration of the term of the first mentioned Executive Committee Member.
- (b) Where the Executive Committee Member referred to in Rule 22.2 (a) makes representation in writing to the Administrator, and requests that such representations be notified to Member Clubs, the Administrator may send a copy of the representations to each Member Club or, if they are not so sent, the Executive Committee Member may request that they be read out at the General Meeting, and the representations shall be so read.

22.3 Casual Vacancies

- (a) The Executive Committee shall have the power to appoint a Member to act as an Executive Committee Member if a vacancy occurs. Such acting Executive Committee Member shall retire at the next Annual General Meeting and an election to the office of Executive Committee Member shall be held.
- (b) Any casual vacancy may only be filled for the remainder of the Executive Committee Member's term under these Rules.

23. MEETINGS OF THE EXECUTIVE COMMITTEE

23.1 Executive Committee to Meet

The Executive Committee shall meet as often as is deemed necessary in every calendar year for the dispatch of business, and may adjourn and, subject to these Rules, regulate its meetings as it sees fit.

23.2 Decisions of Executive Committee

Subject to these Rules, questions arising at any meeting of the Executive Committee shall be decided by a majority of votes of those present at the meeting, and a determination of a majority of Executive Committee Members shall for all purposes be deemed a determination

of the Executive Committee. All Executive Committee Members shall have one vote on any question. The Chairperson shall have a casting vote where the voting is equal.

23.3 Resolutions not in Meeting

- (a) A resolution in writing, signed or assented to by telegram, cablegram, radiogram, facsimile, telex or other form of visible or electronic communication by all the Executive Committee Members shall be as valid and effectual as if it had been passed at a meeting of Executive Committee Members duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more of the Executive Committee Members.
- (b) Without limiting the power of the Executive Committee to regulate their meetings as they think fit, a meeting of the Executive Committee may be held at which one or more of the Executive Committee Members is not physically present, provided that:
 - (i) all persons participating in the meeting are able to communicate with each other effectively, whether by means of telephone or other forms of communication;
 - (ii) notice of the meeting is given to all of the Executive Committee Members entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Executive Committee and such notice specifies that Executive Committee Members are not required to be present in person.

23.4 Quorum

At meetings of the Executive Committee the number of Executive Committee Members whose presence is required to constitute a quorum is four (4).

23.5 Notice of Executive Committee Meetings

Unless all Executive Committee Members agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence) not less than seven (7) days written notice of the meeting shall be given to each Executive Committee Member. The agenda for the meeting shall be forwarded to each Executive Committee Member prior to such meeting.

23.6 Executive Committee Members' Interests

An Executive Committee Member is disqualified from contracting with the Association either as a vendor, purchaser or otherwise except with an express resolution of approval of the Executive Committee.

23.7 Conflicts of Interest

An Executive Committee Member, notwithstanding a conflict of interest, may be counted in the quorum present at any meeting, but cannot vote in respect of any contract or arrangement in which the Executive Committee Member has an interest.

24. ADMINISTRATOR

24.1 Appointment of an Administrator

An Administrator shall be appointed by the Executive Committee for such term and on such conditions as it thinks fit.

24.2 Administrator to Act as Secretary

The Administrator shall act as, and carry out the duties of, the Public Officer and Secretary of the Association, and shall administer the Association in accordance with these Rules.

24.3 Specific Duties

The Administrator shall:

- (a) as far as practicable, attend all Executive Committee Meetings and General Meetings;
- (b) prepare the agenda for all Executive Committee Meetings and General Meetings;
- (c) facilitate the recording and preparation of minutes of the proceedings of all meetings of the Executive Committee and the Association, and use his or her best efforts to distribute those minutes to Members promptly after the meeting;
- (d) undertake administrative duties in relation to the State and National Championships, the Association's relationship with Government and all other interested parties; and
- (e) regularly report on the activities of, and issues relating to, the Association.

25. BRANCHES

25.1 Recognised Disciplines

The Association shall include such Branches as are recognised by the Association to conduct Roller Sports on behalf of each recognised discipline which makes up the sport.

25.2 Recognition of Branches as Sub-Committees

A State Branch shall be recognised as a sub-committee of the Association and shall administer Roller Sports on behalf of Members, subject always to the direction of the Association and in accordance with the objects of the Association.

25.3 Compliance of Branches

Each Branch shall:

- (a) be subject to the direction of the Association;
- (b) support the Association in the encouragement and promotion of its objects; and
- (c) by adopting the objects of the Association, abide by these Rules and any Regulations as amended by the Executive Committee from time to time.

25.4 Operation of Rules

The Association and each Branch agree:

- (a) that they are bound by these Rules and that these Rules operate to create uniformity in the way in which the objects of the Association and Roller Sports are to be conducted, promoted and administered;
- (b) where the Executive Committee considers or is advised that a Branch has allegedly:

- (i) breached, failed, refused or neglected to comply with a provision of these Rules, the Regulations, or any resolution or determination of the Executive Committee, or
- (ii) acted in a manner prejudicial to the objects and interests of the Association and/or Roller Sports; or
- (iii) brought the Association, any Member or the sport into disrepute;

the Executive Committee may, after allowing the Branch the opportunity to explain, adjudicate and if necessary penalise that Branch for such conduct or omission with such penalty as it thinks appropriate.

25.5 Power of Veto

Each State Branch acknowledges and agrees that the Association has the power to veto any decision of a Branch which, in the Executive Committee's opinion, is contrary to or in conflict with, the objects of the Association, these Statement of Purposes and Rules, or the Regulations.

26. DELEGATION OF AUTHORITY

26.1 Executive Committee may Delegate Functions

The Executive Committee may by instrument in writing create or establish or appoint special committees, officers or consultants to carry out such duties and functions, and with such powers, as the Executive Committee determines.

26.2 Procedures of Delegated Entity

The procedures for any delegated entity shall, with any necessary or incidental amendment, be the same as those that are applicable to meetings of the Executive Committee under these Rules.

26.3 Revocation of Delegation

The Executive Committee may by instrument in writing, revoke wholly or in part any delegation made under this Rule, and may amend or repeal any decision made by such body or person under this Rule.

27. REGULATIONS AND BY-LAWS

27.1 Executive Committee to Formulate Regulations

The Executive Committee may formulate, issue, adopt, interpret and amend such Regulations for the proper advancement, management and administration of the Association as it thinks necessary or desirable. Such Regulations must be consistent with the Statement of Purposes and Rules of the Association and any policy directives of the Executive Committee.

27.2 Regulations Binding

All Regulations made under this Rule shall be binding on the Association and Members.

27.3 Regulations Deemed Applicable

All By-Laws and Regulations of the Association in force at the date of the approval of these Rules under the Act, insofar as such By-Laws and Regulations are not inconsistent with, or have been replaced by these Rules, shall be deemed to be Regulations under this Rule.

28. RECORDS AND ACCOUNTS

28.1 Administrator to Keep Records

The Administrator shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of the Association and the Executive Committee and shall produce these as appropriate at each Executive Committee or General Meeting or when required by the Executive Committee.

28.2 Records Kept in Accordance with the Act

- (1) Proper accounting and other records shall be kept in accordance with the Act. The books of account shall be kept in the care and control of the Treasurer.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by a member of the committee and the Administrator.
- (3) The funds of the Association shall be derived from annual membership fees, competition fees and such other sources as the committee determines.

28.3 Association to Retain Records

The Association shall retain such records for seven (7) years after the completion of the transactions to which they relate.

28.4 Executive Committee to Submit Accounts

The Executive Committee shall submit to the Members at the Annual General Meeting the statements of account of the Association in accordance with these Rules.

28.5 Accounts to be Sent to Members

The Administrator shall cause to be sent to all persons entitled to receive notice of Annual General Meetings of the Association in accordance with these Rules, a copy of the statements of account, the Executive Committee's report, the auditor's report and every other document required under the Act (if any).

28.6 Inspection of Books and Records

All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request.

29. AUDITOR

- (a) A properly qualified auditor eligible under the Act shall be appointed and the auditor's duties shall be regulated in accordance with the Act.
- (b) The accounts of the Association shall be examined and reported on by the auditor at least once in every year.

30. NOTICES TO MEMBERS

30.1 Manner of Notice

- (a) Notices may be given by the Administrator to 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.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected two days after posting.

- (c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming that the facsimile was sent to or received at the facsimile number to which it was sent.
- (d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected upon the receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.

30.2 Notice of General Meeting

Notice of every General Meeting shall be given in the manner authorised in these Rules.

31. SEAL

31.1 Safe Custody of the Seal

The Administrator shall provide for safe custody of the Seal.

31.2 Affixing Seal

The Seal shall only be used by authority of the Executive Committee and every document to which the seal is affixed shall be signed by two members of the Executive Committee or in such other manner as the Executive Committee determines.

31.3 Executive Committee Member's Interest

An Executive Committee Member may not sign a document to which the seal of the Association is affixed where the Member is interested in the contract or arrangements to which the document relates.

32. ALTERATION OF STATEMENT OF PURPOSES AND RULES

These Rules and Statement of Purposes of the Association shall not be altered except by Special Resolution in accordance with the Act.

33. INDEMNITY

- (a) The Administrator and every Executive Committee Member, auditor, manager, employee or agent of the Association shall be indemnified out of the property or assets of the Association against any liability incurred by them in their capacity as Executive Committee Member, auditor 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, under the Act, granted to them by the Court.
- (b) The Association shall indemnify its Executive Committee Members and employees, including the Administrator, against all damages and costs (including legal costs) for which any such Executive Member or employee may be or becomes liable to any third party in consequence of any act or omission except willful misconduct or criminal conduct:
 - (i) in the case of an Executive Committee Member, 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, their employment by the Association.

34. DISSOLUTION

- (a) Subject to paragraph (b) below, the Association may be wound up in accordance with the provisions of the Act.
- (b) The provisions of clauses 6 and 7 of the Statement of Purposes relating to the winding up and dissolution of the Association shall take effect and be observed as if the same were repeated in these Rules.