

## **Amendments proposed for the 2017 AGM**

### **Red: Amendments from Submission 1**

### **Purple: Amendments from Submission 2**

### **Pink: Amendments from Submission 3**

## **CONSTITUTION OF THE VICTORIAN QUIDDITCH ASSOCIATION**

### **PART 1 - PRELIMINARY**

#### **1 Name**

The name of the incorporated association is the “Victorian Quidditch Association Incorporated” (the “VQA”).

#### **2 Purposes**

The purposes of the VQA are:

- (1) To promote quidditch as a legitimate sport in its own right, and as an extension of the Harry Potter fandom;
- (2) To encourage an active and healthy lifestyle in the community;
- (3) To promote a welcoming and inclusive community by encouraging good sportsperson conduct, diversity of members and through other means;
- (4) To manage, administer and expand the sport of quidditch throughout Victoria and where appropriate other regions.

#### **3 Financial Year**

The financial year of the Association is each period of 12 months ending on 31 December.

#### **4 Schedules**

- (1) Subject to subrule (3) schedules to these Rules shall have the same force as these Rules.
- (2) In schedules to these Rules, unless the contrary intention appears, words and expressions shall have the same meaning as they have in these Rules.
- (3) Where a schedule to these Rules is inconsistent with the Rules, the latter shall prevail and the former shall, to the extent of the inconsistencies, be without force and effect.
- (4) Subject to subrule (3), a breach of any schedule to these Rules shall be deemed to be a breach of these Rules.
- (5) Schedules to these Rules may be –
  - a) added or removed by an absolute majority of the Committee; or
  - b) amended by the process outlined in the schedule.

#### **5 Definitions**

In these Rules, unless the contrary intent appears:

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

*associate member* means a member as referred to in rule 15(1);

*Chairperson*, of a general meeting or committee meeting, means the person chairing the meeting specified under Rule 49(2);

*Club*: A group of players forming a team or teams that is governed by a single executive body

*Committee* means the Committee having management of the business of the Association;

*committee meeting*, means a meeting of the Committee held in accordance with these rules;

*committee member*, means a member of the Committee elected or appointed under Division 3 of Part 5;

*disciplinary appeal meeting* means a meeting of the members of the Association convened under rule 25(3);

*disciplinary meeting* means a meeting of the Committee convened for the purposes of rule 24;

*disciplinary subcommittee* means the subcommittee appointed under rule 22;

*financial year* means the 12 month period specified in rule 3;

*general meeting* means a general meeting of the members of the Association convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

*member* means a member of the Association;

*member entitled to vote* means member who under rule 14 is entitled to vote at a general meeting;

*the schedules* means the schedules of the VQA made under rule 4;

*signed notice* means a written notice containing a person's signature or an electronic notice from their listed email address;

*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;

*team*: A group of members of an affiliated club who identify as a team for the purpose of playing together in VQA Victoria Cup.

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

*the Registrar* means the Registrar of the Incorporated Associations.

## **PART 2 – POWERS OF ASSOCIATION**

### **6 Powers of Association**

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

(2) Without limiting subrule (1), the Association 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) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

### **7 Not for profit organisation**

(1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.

(2) Subrule (1) does not prevent the Association 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.

## **PART 3 – MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES**

### **Division 1 - Membership**

#### **8 Minimum number of members**

The Association must have at least 5 members.

#### **9 Who is eligible to be a member**

Any person or body who supports the purposes of the Association is eligible for membership.

#### **10 Term of Membership**

Unless otherwise stated, a member's term of membership extends from approval by the Committee under rule 12(1) until the end of the financial year.

#### **10 11 Application for membership**

(1) To apply to become a member of the Association, a person or body must submit a written application to the President, Vice President, Treasurer or Secretary stating that they –

- a) wish to become a member of the Association; and
- b) support the purposes of the Association; and

- c) agree to comply with these Rules.
- (2) The application –
  - a) must be signed by the applicant; and
  - b) may be accompanied by the joining fee.

#### **11 12 Consideration of application**

- (1) As soon as practicable after an application for membership is received, the Committee must decide by resolution whether to accept or reject the application.
- (2) The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (3) If the Committee 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 13 New Membership**

- (1) If an application for membership is approved by the Committee-
  - a) the resolution to accept the membership must be recorded in the minutes of the committee meeting; and
  - b) the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- (2) An applicant becomes a member of the Association and, subject to rule 14(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which –
  - a) the Committee approves the applicant's membership; or
  - b) the applicant pays the joining fee.

#### **13 14 Annual subscription and fee on joining**

- (1) The Committee can set or change joining fees and annual subscription fees for members prior to the start of the financial year by absolute majority.
- (2) Where there is an annual subscription fee, the Committee must determine the date for the payment of the annual subscription.
- (3) The Committee may determine that a lower annual subscription is payable by associate or affiliate members.
- (4) The Committee may determine that any new member who joins after the start of the financial year must, for that financial year, pay a fee equal to-
  - a) the full annual subscription; or
  - b) a pro rata annual subscription based on the remaining part of the financial year; or
  - c) a fixed amount determined from time to time by the Committee.
- (5) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

#### **14 15 General rights of members**

- (1) A member of the Association 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
  - c) to attend and be heard at general meetings; and

- d) to vote at a general meeting; and
  - e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 84; and
  - f) to inspect the register of members.
- (2) A member is entitled to vote if –
- a) the member is a member other than an associate or affiliate member; and
  - b) more than 10 business days have passed since he or she became a member of the Association; and
  - c) the member’s membership rights are not suspended for any reason.

**15-16 Associate members**

- (1) Associate members of the Association include-
- a) any members under the age of 17 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 Committee or by resolution at a general meeting.

**16-17 Affiliate members**

- (1) Affiliate membership shall be open to quidditch ~~teams or~~ clubs within the state of Victoria
- (2) Affiliate members shall appoint a ~~Team~~ Club Representative to represent the ~~team~~/club and hold a voting position at committee meetings.
- ~~(3) An associate member must not vote but may have other rights as determined by the Committee or by resolution at a general meeting.~~

**17 18 Rights not transferable**

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

**18 19 Ceasing membership**

- (1) The membership of a person ceases on resignation, expulsion or death.
- (2) If a person or body ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person or body ceased to be a member in the register of members.

**19 20 Resigning as a member**

- (1) A member may resign by notice in writing given to the Association.
- (2) A member is ~~take~~ taken to have resigned if –
- a) the member’s annual subscription is more than 12 months in arrears; or
  - b) where no annual subscription is payable –
    - i. the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and
    - ii. the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

**20 21 Register of members**

- (1) The Secretary 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 Committee; 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.

## **22 Honorary Membership**

- (1) Honorary life membership of the association may be conferred by the affirmative votes of at least 2/3 of the voting members at a General Meeting, on a person who has made a substantial contribution to the club.
- (2) Honorary life members of the association who are eligible for ordinary membership shall have all the rights of ordinary members.
- (3) Honorary life members of the association who are ineligible for ordinary membership shall have all the rights of associate members.

## **Division 2 – Disciplinary action**

### **~~21~~ 22      Grounds for taking disciplinary action**

The Association may take disciplinary action against a member in accordance with this Division if it is determined that the member –

- a) has failed to comply with these Rules or a schedule to these Rules; or
- b) refuses to support the purposes of the Association; or
- c) has engaged in conduct prejudicial to the Association.

### **~~22~~ 23      Disciplinary subcommittee**

(1) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.

(2) The members of the disciplinary subcommittee –

- a) may be Committee members, members of the Association or anyone else; but
- b) must not be biased against, or in favour of, the member concerned.

### **~~23~~ 24      Notice to member**

(1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member –

- a) stating that the Association proposes to take disciplinary action against the member; and
- b) stating the grounds for the proposed disciplinary action; and
- c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the *disciplinary meeting*); and
- d) advising the member that he or she may do one or both of the following –
  - i. attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
  - ii. give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
- e) setting out the member's appeal rights under rule 25.

(2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

### **24 25      Decision of subcommittee**

- (1) At the disciplinary meeting, the disciplinary subcommittee must –
  - a) give the member an opportunity to be heard; and
  - b) consider any written statement submitted by the member.
- (2) After complying with subrule (1) the disciplinary subcommittee may –
  - a) take no further action against the member; or
  - b) subject to subrule (3) –
    - i. reprimand the member; or
    - ii. suspend the membership rights of the member for a specified period; or
    - iii. expel the member from the Association.
- (3) The disciplinary subcommittee may not fine the member.
- (4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

## **25 26 Appeal rights**

- (1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 24 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given –
  - a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
  - b) to the Secretary not later than 48 hours after the vote.
- (3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must –
  - a) specify the date, time and place of the meeting; and
  - b) state –
    - i. the name of the person against whom the disciplinary action has been taken; and
    - ii. the grounds for taking that action; and
    - iii. that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

## **26- 27 Conduct of disciplinary appeal meeting**

- (1) At a disciplinary appeal meeting –
  - a) no business other than the question of the appeal may be conducted; and
  - b) the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
  - c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.

- (2) After complying with subrule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) A person may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

### **Division 3 – Grievance procedure**

#### **27 Application**

- (1) The grievance procedure set out in this Division applies to disputes under the Rules between –
  - a) a member and another member;
  - b) a member and the Committee;
  - c) a member and the Association.
- (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.

#### **28 Parties must attempt to resolve the dispute**

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.

#### **29 Appointment of mediator**

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 28, the parties must within 10 days-
  - a) notify the Committee 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 Committee; or
    - ii. if the dispute is between a member and the Committee or the Association – a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Committee may be a member or former member of the Association but in any case may not be a person who –
  - a) has a personal interest in the dispute; or
  - b) is biased in favour of or against any party.

#### **30 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.

**31 Failure to resolve the 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**

**32 Annual general meetings**

(1) The Committee must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.

(2) Despite subrule (1), the Association may hold its first annual general meeting at any time within 18 months after its incorporation.

(3) The Committee may determine the date, time and place of the annual general meeting.

(4) 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 Committee on the activities of the Association during the preceding financial year; and

ii. the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;

c) to elect the members of the Committee;

d) to confirm or vary the amounts (if any) of the annual subscription and joining fee.

(5) The annual general meeting may also conduct any other business of which notice has been given in accordance with the Rules.

**33 Special general meetings**

(1) Any general meeting of the Association, other than an annual general meeting or disciplinary appeal meeting, is a special general meeting.

(2) The Committee may convene a special general meeting whenever it thinks fit.

(3) No business other than that set out in the notice under rule 35 may be conducted at the meeting.

**34 Special general meeting held at request of members**

(1) The Committee must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 10% 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 meetings; and
  - d) be given to the Secretary.
- (3) If the Committee 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 subrule (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) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

### **35 Notice of general meetings**

- (1) The Secretary (or, in the case of a special general meeting convened under rule 34(3), the members convening the meeting) must give to each member of the Association –
  - 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 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 subrule 36(6)

### **36 Call for Motion**

(1) A call for submissions for motions must be made to Members entitled to vote under Rule 14(1) by the Secretary no less than sixty (60) days prior to a general meeting except in the case of a special general meeting convened under rule 34(3).

### **36 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 other than at a disciplinary appeal meeting.
- (2) A member may hold at most one proxy vote at a time.
- (3) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (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 way he or she sees fit.
- (5) If the Committee has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member’s proxy and that has been signed by the member.
- (6) Notice of a general meeting given to a member under rule 35 must –

- a) state that the member may appoint another member as a proxy for that meeting; and
  - b) include a copy of any form that the Committee has approved for the appointment of a proxy.
- (7) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (8) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

**37 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 subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

**38 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 37) of 10% of the 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 subrule 34 – the meeting must be dissolved;
  - 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.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)b), the members present at the meeting (if not fewer than 10) may proceed with the business of the meeting as if a quorum were present.

### **39 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 subrule (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
- (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 35.

### **40 Voting at general meeting**

- (1) On any question arising at a general meeting –
  - a) subject to subrule (2), each member who is entitled to vote has one deliberative vote except for the Chairperson; and
  - b) the Chairperson shall have a casting vote when votes are divided equally on a question; and
  - c) members may vote personally or by proxy; and
  - d) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) 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.
- (3) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 26.

### **41 Special resolutions**

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

### **42 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 –
  - a) carried; or
  - b) carried unanimously; or
  - c) carried by a particular majority; or
  - d) 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.

**43 Minutes of general meeting**

- (1) The Committee 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 members attending the meeting; and
  - b) proxy forms given to the Chairperson of the meeting under rule 36(7); and
  - c) the financial statements submitted to the members in accordance with rule 32(4)b)ii); and
  - d) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; 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 – COMMITTEE**

**Division 1 – Powers of Committee**

**44 Role and powers**

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

**45 Delegation**

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

## Division 2 – Composition of Committee and duties of members

### 46 Composition of Committee

The Committee consists of –

- a) a President; and
- b) a Vice-President; and
- c) a Secretary; and
- d) a Treasurer; and
- e) a Head of Officials; and
- f) a Head of Gameplay;
- g) a Head of Events and Fundraising; and
- h) a Head of IT; and
- i) a Head of Media; and
- ~~j) a Head of Fundraising and Sponsorship; and~~
- k) one ~~Team~~ Club Representatives per affiliate member.

### 47 Staffing Positions

(1) At any given point, the VQA executive may appoint individuals to voluntary staff positions at their discretion with the consultation with the committee. Staff members are subject to all relevant policies under **Division 3 - Election of Committee Members and tenure of office** with an exemption made to sections 59, 60, 61, 62 and 63.

(2) Staff members do not hold a vote on the committee.

### 47 General duties

- (1) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.
- (2) The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with these Rules.
- (3) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Committee members must exercise their powers and discharge their duties –
  - a) in good faith in the best interests of the Association; and
  - b) for a proper purpose.
- (5) Committee members and former committee members 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 the Association.
- (6) In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

### 48 President

- (1) The duties of the President shall be to –

- a) preside as chairperson over committee meetings and General Meetings;
- b) co-ordinate the activities of the committee;
- c) represent the Association, and act as its spokesperson;
- d) submit reports to committee meetings;
- e) submit an annual report to the AGM; and
- f) perform other duties, as the Committee may resolve.

#### **49 Vice President**

- (1) The duties of the Vice President shall be to –
- a) attend committee meetings and General Meetings;
  - b) preside as chair over committee meetings and General Meetings in the absence of the President;
  - c) assist the President in her/his duties;
  - d) perform the duties of the President if that office is vacant;
  - e) submit an annual report to the AGM; and
  - f) perform other duties, as the committee may resolve.
- (2) If the President and the Vice President are both absent, or do not wish to preside, the Chairperson of a meeting shall be –
- a) in the case of a general meeting – a member elected by the other members present; or
  - b) in the case of a committee meeting – a committee member elected by the other committee members present.

#### **50 Secretary**

- (1) The duties of the Secretary shall include to –
- a) attend committee meetings and General Meetings;
  - b) prepare agendas and minutes for General Meetings and committee meetings or delegate their preparation;
  - c) serve noticed as prescribed for General Meetings and committee meetings;
  - d) act as Returning Officer for elections, as appropriate;
  - e) ensure that inwards and outwards correspondence for the Association is handled correctly and in a timely manner;
  - f) submit an annual report to the AGM; and
  - g) perform other duties as the Committee may resolve.
- (2) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- (3) 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 the Association and, except for the financial records referred to in rule 79(3), all books, documents and securities of the Association in accordance with rules 81 and 84; 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.
- (4) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

## **51 Treasurer**

- (1) The duties of the Treasurer shall include to –
  - a) attend committee meetings and General meetings;
  - b) prepare an Association Budget, at least annually;
  - c) prepare monthly financial statements;
  - d) submit an Annual Report; and
  - e) perform other duties as the Committee may resolve.
- (2) The Treasurer must –
  - a) receive all moneys paid to or received by the Association and ensure that receipts are issued in the name of the Association; and
  - b) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
  - c) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and
  - d) ensure cheques are signed by at least 2 committee members.
- (3) The Treasurer must –
  - a) ensure that financial records of the Association are kept in accordance with the Act; and
  - b) coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association.
- (4) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.

## **52 Head of Officials**

- (1) The duties of the Head of Officials shall include to –
  - a) attend committee meetings and General meetings;
  - b) organise and schedule Head Referees for tournament games;
  - c) recruit, train and support referees within Victoria;
  - d) provide advice where appropriate on rules or refereeing matters;
  - e) liaise with external refereeing bodies where appropriate;
  - f) work with the Head of Gameplay to ensure tournament games are fair and unbiased;
  - g) submit an Annual Report; and
  - h) perform other duties as the Committee may resolve.

## **53 Head of Gameplay**

- (1) The duties of the Head of Gameplay shall include to –
  - a) attend committee meetings and General meetings;
  - b) organising the fixture, scheduling and other tasks for tournaments;
  - c) developing gameplay standards and resources for the approval of the Committee;

- d) training and supporting referees within Victoria to ensure consistently high standards;
- e) working with the Head of Officials to ensure that tournament games are fair and unbiased;
- f) submit an Annual Report; and
- g) perform other duties as the Committee may resolve.

**54 ~~Head of Events~~ **Head of Events and Fundraising****

- (1) The duties of the Head of Events shall include to –
- a) attend committee meetings and General meetings;
  - b) plan and run events such as ‘Come and Try’ days, conventions and social gatherings;
  - c) recruit, train, organise and develop volunteers to assist in the Association’s events **and fundraising;**
  - d) work with the Head of Media and Head of IT to promote upcoming events **and fundraising opportunities;**
  - e) organise supplementary merchandise for sale at events;**
  - f) explore alternate merchandise and fundraising options;**
  - g) actively raise money to financially support the Association;**
  - e) ~~h)~~ submit an Annual Report; and
  - f) ~~i)~~ perform other duties as the Committee may resolve.

**55 Head of IT**

- (1) The duties of the Head of IT shall include to –
- a) liaise with relevant departments to ensure that appropriate information is distributed;
  - b) ensure that the Association’s online and social media presence is vibrant and up-to-date;
  - c) submit an Annual Report; and
  - d) perform other duties as the Committee may resolve.

**56 Head of Media**

- (1) The duties of the Head of Media shall include to –
- a) attend committee meetings and General meetings;
  - b) contact possible media sources to gain exposure for quidditch and the Association;
  - c) work with the Head of IT to promote the Association;
  - d) submit an Annual Report; and
  - e) perform other duties as the Committee may resolve.

**~~57~~ **Head of Fundraising and Sponsorship****

- ~~(1) The duties of the Head of Officials shall include to –~~
- ~~a) actively raise money to financially support the Association;~~
  - ~~b) explore various avenues of sponsorship or donations to the Association;~~
  - ~~c) liaise with the Head of Events to organise supplementary merchandise for sale at events;~~
  - ~~d) explore alternate merchandise and fundraising options;~~
  - ~~e) submit an Annual Report; and~~
  - ~~f) perform other duties as the Committee may resolve~~

### **Division 3 – Election of Committee Members and tenure of office**

#### **58 Who is eligible to be an Committee Member**

A member is eligible to be elected or appointed as a committee member if the member –

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

#### **59 Positions to be declared elected**

(1) This rule applies to –

- a) the first annual general meeting of the Association after its incorporation; or
- b) any subsequent annual general meeting of the Association, after the annual report and financial statements of the Association have been received.

(2) The Chairperson of the meeting must declare all positions on the Committee vacant and pass the chair to the Returning Officer to hold election for those in accordance with these Rules, in particular Rules 62 and 63.

#### **60 Nominations**

- (1) The notice sent out for the general meeting in accordance with Rule 35 must inform members that if they are unable to attend they may nominate in absentia by providing signed notice to the Returning Officer prior to the commencement of the general meeting
- (2) Prior to the election of each position at the general meeting, the Returning Officer of the meeting must call for nominations to fill that position.
- (3) An eligible member of the Association may –
  - a) nominate himself or herself; or
  - b) with the member's consent, be nominated by another member.
- (4) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

#### **61 Election of ~~Team~~ Club Representatives**

- (1) Each Affiliate Member shall appoint/elect one ~~Team~~ Club Representative who shall hold a vote on the Committee.
- (2) A person may not concurrently hold the position of ~~Team~~ Club Representative and any of the positions in Rule 46a) to 46j) inclusive.

#### **62 Election of Other Positions**

- (1) At the annual general meeting, separate elections must be held for the positions listed in Rule 46a) to 46j) inclusive.
- (2) The Returning Officer shall be appointed by the Committee prior to the notice of the general meeting and Election.
- (3) If only one member is nominated for that position, the Returning Officer of the meeting must declare the member elected to the position.
- (4) If more than one member is nominated –
  - a) the Returning Officer shall in his/her absolute discretion determine the speaking time for each nominee;
  - b) after each nominee has received an opportunity to speak each member eligible to vote shall be issued a ballot, or two ballots if they are holding a valid proxy; and

- c) once members have received sufficient time to vote, the Returning Officer shall count the ballot in accordance with rule 63.

**63 Counting of Ballot (Single Member Positions)**

- (1) Each candidate may appoint one person as scrutineer, provided that person is not also a candidate for that position.
- (2) Votes shall be counted using the ‘Optional Preferential’ system as follows –
  - a) Each ballot must first be given a value of one;
  - b) The value of each ballot shall be allocated to the continuing candidate whose name appears with the lowest number on the ballot paper;
  - c) A ballot paper which does not show a valid preference for a continuing candidate is said to be exhausted and cannot be allocated further;
  - d) The quota shall be equal to the total value of remaining valid ballots at any given time, divided by 2 and rounded up;
  - e) If at any stage a continuing candidate is allocated a value in excess of the quota, that candidate shall be declared elected;
  - f) If at any stage no continuing candidate is allocated a value in excess of quota, the candidate with the lowest value shall be eliminated. If there are two or more candidates with an equal lowest value the Returning Officer must determine which candidate shall be eliminated by lot.
  - g) Subrules b) to f) are to be repeated until the position is filled.
  - h) In this subrule –
    - i. ‘Continuing Candidate’ means a candidate who has neither been eliminated or elected
    - ii. ‘Valid Ballots’ means ballots that have been cast that are not exhausted

**64 Term of office**

- (1) Subject to subrule (3) , and rule 65, a Committee member holds office until the positions of the Committee are declared vacant at the next annual general meeting.
- (2) A Committee member may be re-elected.
- (3) A general meeting of the Association may –
  - a) by special resolution remove a committee member from office; and
  - b) elect an eligible member of the Association to fill the vacant position in accordance with this Division.
- (4) A member who is the subject of a proposed resolution under subrule (3)a) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (5) The Secretary or President may give a copy of the representations to each member of the Association 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.

**65 Vacation of office**

- (1) A committee member may resign from the Committee by written notice addressed to the Committee.
- (2) A person ceases to be a committee member if he or she –
  - a) ceases to be a member of the Association; or

- b) is removed by resolution of the Committee after failing to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 76; or
- c) otherwise ceases to be a committee member by operation of section 78 of the Act.

(3) In the event that the President, Vice President, Treasurer and/or Secretary vacate their office prior to the conclusion of an ordinary term, a by-election shall be held at a Special General Meeting within 60 days unless the Annual General Meeting is scheduled within that period.

#### **66 Filing casual vacancies**

- (1) The Committee may appoint an eligible member of the Association to fill a position on the committee until the next General Meeting where that position –
  - a) has become vacant under rule 65; or
  - b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Committee must appoint a committee member to hold the position for the purposes of the Act within 14 days after the vacancy arises.
- (3) Rule 64 applies to any committee member appointed by the Committee under subrule (1) or (2).

### **Division 4 – Meetings of Committee**

#### **67 Meeting of Committee**

- (1) The Committee must meet at least 4 times in each year..
- (2) Subject to Rule 68 the Secretary -
  - a) may convene a committee meeting whenever s/he deems it appropriate;
  - b) must convene a committee meeting whenever s/he receives a written request from the President; and
  - c) must convene a committee meeting whenever s/he receives a written request from 3 committee members to do so.

#### **68 Notice of meetings**

- (1) Notice of each committee meeting must be given to each committee member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one committee meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special committee 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.

#### **69 Urgent meetings**

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 68 provided that as much notice as practicable is given to each committee member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Committee.

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

**70 Procedure and order of business**

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

**71 Use of technology**

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

**72 Quorum**

- (1) No business may be conducted at a Committee meeting unless a quorum is present
- (2) The quorum for a committee meeting is the presence (in person or as allowed under rule 71) of a majority of the committee members holding office and at least two of whom must be Team Representatives.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting –
  - a) in the case of a special meeting – the meeting lapses;
  - b) in any other case – the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 68.

**73 Voting**

- (1) On any question arising at a committee meeting, each committee member present at the meeting has one deliberative vote except the Chairperson.
- (2) The Chairperson has a casting vote only.
- (3) A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.
- (4) Subrule (3) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.
- (5) Voting by proxy is only permitted for Team Representatives.

**74 Conflict of interest**

- (1) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
- (2) The member –
  - a) must not be present while the matter is being considered at the meeting; and
  - b) must not vote on the matter.
- (3) This rule does not apply to a material personal interest –

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

**75 Minutes of meeting**

- (1) The Committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following –
  - a) the names of the members in attendance;
  - 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 person interest disclosed under rule 74.

**76 Leave of absence**

- (1) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.
- (2) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

**PART 6 – FINANCIAL MATTERS**

**77 Source of funds**

The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.

**78 Management of funds**

- (1) The Association must open an account with a financial institution from which all the expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- (3) The Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members authorised by the Committee to do so.
- (5) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- (6) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of transaction.

**79 Financial records**

- (1) The Association must keep financial records that –
  - a) correctly and accurately explain its transactions, financial position and performance; and
  - b) enable financial statements to be prepared as required by the Act.
- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control –
  - a) the financial records for the current financial year; and
  - b) any other financial records as authorised by the Committee.

**80 Financial statements**

- (1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting subrule (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 Committee; d) the submission of the financial statements to the annual general meeting of the Association;
  - e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

**PART 7 – GENERAL MATTERS**

**81 Common Seal**

- (1) The Association may have a common seal.
- (2) If the Association has a common seal –
  - a) the name of the Association 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 Committee and the sealing must be witnessed by the signatures of two Committee members;
  - c) the common seal must be kept in the custody of the Secretary.

**82 Registered Address**

The registered address of the Association is –

- a) the address determined from time to time by resolution of the Committee; or
- b) if the Committee has not determined an address to be the registered address – the postal address of the Secretary.

**83 Notice requirements**

- (1) Any notice required to be given to a member or a committee member under these Rules may be given –
  - a) by handing the notice to the member personally; or



- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- (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 the Association 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.

**86      Alteration of Rules**

These Rules may only be altered by special resolution of a general meeting of the Association.