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<p><b>APPROVED BY MEMBERS APRIL 2003</b></p>
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**SPORTS FEDERATION OF VICTORIA  
INCORPORATED**

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**STATEMENT OF PURPOSES AND RULES**

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## **STATEMENT OF PURPOSES**

**of**

### **SPORTS FEDERATION OF VICTORIA INCORPORATED**

#### **1. NAME OF THE ASSOCIATION**

The name of the Association is Sports Federation of Victoria Incorporated, trading as VicSport ("Association").

#### **2. PURPOSES OF THE ASSOCIATION**

The purposes for which the Association is established are to:

- (1) provide for the representation, promotion and support of sport and sporting organisations, throughout Victoria and elsewhere, including but not limited to:
  - (a) promoting a greater community awareness of sport and its contribution to the community generally;
  - (b) promoting and holding, either alone or jointly with any other association, club, or person, meetings, educative exercises and other activities of the Association generally;
  - (c) promoting, encouraging and providing facilities and materials for education relating to sport, the practice and play of sport and to raise levels and standards of sport in Victoria and elsewhere;
  - (d) facilitating and encouraging excellence in sport and sporting administration and improving the standards of sportsmanship generally, including through the "VicSport Awards";
  - (e) representing the interests of sport and participants in sport within the State of Victoria at all levels;
  - (f) co-operating with and assisting any organisation having objects and purposes similar to those of the Association in any manner which may further the interests of sport, recreation or the Association generally;
  - (g) pursuing, supporting, promoting and conducting such programs and projects that relate to sport and to the other activities of the Association generally; and
  - (h) assisting in the resolution of any matters affecting the interest of sport or of the Association;
- (2) affiliate and/or otherwise liaise with such bodies as have similar (in whole or in part) purposes;

- (3) use and protect the Intellectual Property of the Association;
- (4) undertake and foster such commercial alliances as will or may further facilitate achievement of the Association's purposes, and otherwise engage in such commercial activities as are conducive to achievement of the Association's purposes;
- (5) collect, distribute and publish information in connection with sport and related issues;
- (6) co-operate with and advise all levels of government, sporting associations and the private sector of the needs of sport and to initiate the means of meeting those needs;
- (7) lobby, strive for and maintain government, media, commercial and public recognition and support of the Association and sport generally;
- (8) further develop the Association (or any substitute or other entity) into an organised institution and having regard to these purposes, to foster, lobby on behalf of, and otherwise assist sport and sporting organisations in Victoria and elsewhere;
- (9) encourage and raise the levels and standards of fitness, sport and recreation in Victoria and to encourage general participation in sport in the interests of health and quality of life;
- (10) promote, protect and represent the interests of the members of the Association that relate directly or indirectly to sport;
- (11) have regard to the public interest in pursuing these purposes;
- (12) utilise and promote such technological advances as will or may further facilitate the achievement of the Association's purposes, including multimedia technologies;
- (13) encourage and promote safe, healthy, enjoyable, equitable, performance enhancing drug free competition and involvement in sport; and
- (14) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these purposes.

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

Solely for furthering the purposes set out in clause 2 the Association has, in addition to the rights, powers and privileges conferred on it under the Act, the legal capacity and powers of a company as set out under section 124 of the Corporations Act.<sup>1</sup>

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<sup>1</sup> Section 124 states that a company has the legal capacity and powers of an individual both in and out of Australia.

**4. APPLICATION OF INCOME**

- 4.1 The income and property of the Association shall be applied solely towards the promotion of the purposes of the Association as set out in this Statement of Purposes.
- 4.2 No portion of the income or property of the Association shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member, but this shall not preclude payment to a Member or Director in good faith for expenses incurred or services rendered.

**5. LIABILITY OF MEMBERS**

The liability of the Members of the Association is limited.

**6. INTERPRETATION CLAUSE**

- 6.1 The specification of the purposes of the Association in clause 2 are not in any particular order and are not to be construed so as to lead to the construction that any purpose is more important than any other purpose nor than any purpose which is specified in detail is more important than any purpose which has not been specified in detail, and no particular purpose will be limited by reference to any other and the rule of construction known as the *ejusdem generis* rule shall not apply.

# RULES

of

## SPORTS FEDERATION OF VICTORIA INCORPORATED

### PART I - INTERPRETATION

#### 1. NAME

The name of the incorporated association is Sports Federation of Victoria Incorporated, trading as VicSport ("Association").

#### 2. INTERPRETATION AND DEFINITIONS

##### 2.1 Definitions

In these Rules, unless the contrary intention appears:

"**Act**" means the Associations Incorporation Act 1981 (Vic).

"**Affiliated Member**" means a Member under **Rule 3.4**.

"**Board**" means the Board of the Association, comprising Directors appointed in accordance with **Rule 16.2(1)**.

"**Board Special Resolution**" means a resolution passed by at least three-quarters of the Board present and entitled to vote, at any duly convened meeting of the Board.

"**Chair**" means the Director appointed in accordance with **Rule 16.2(2)**.

"**Chief Executive Officer**" means the person appointed to the position of Chief Executive Officer or similar or substitute position from time to time, by whatever name called, in accordance with **Rule 21.3**.

"**Delegate**" means a representative of an Affiliated Member appointed in accordance with **Rule 3.6**.

"**Director**" shall be any of those persons appointed in accordance with **Rule 16.2(1)**, and where appropriate shall include any person appointed to fill a casual vacancy under **Rule 16.3**, or acting as a temporary replacement under **Rule 19.2(1)**.

"**Disciplinary Committee**" means the Committee appointed in accordance with **Rule 21.2**.

"**Financial Year**" means the year commencing 1 July and concluding 30 June.

"**General Meeting**" means a meeting of Members convened in accordance with **Rules 9 and 10**.

"**Intellectual Property**" means all rights subsisting in copyright, trade names, trade marks, logos, designs, equipment, images (including photographs, videos or films) or service marks relating to the Association or any sport or any event, competition or

activity conducted, promoted, underwritten, sponsored or administered by the Association.

**"Life Member"** means an individual appointed as a Life Member of the Association under **Rule 3.3**.

**"Member"** means a member of the Association for the time being under **Rule 3**.

**"Register"** means the register of Members kept in accordance with **Rule 5**.

**"Regulations"** means any regulations made by the Board under **Rule 32**.

**"Rules"** means these Rules of the Association and include the Statement of Purposes.

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

**"Secretary"**, when used in respect of an Affiliated Member, means:

- (a) where a person holds office under the rules of that Affiliated Member as secretary - to that person; and
- (b) in any other case, to the public officer of that Affiliated Member.

**"Special Resolution"** means a resolution at a meeting:

- (a) of which not less than 21 days' notice has been given under these Rules specifying the intention to propose the resolution as a special resolution; and where;
- (b) of the members entitled to vote under these Rules who vote (either in person or by proxy), not less than three quarters vote in favour of the resolution,

or such other majority or procedure as is required under the Act from time to time.

**"Statement of Purposes"** means the Statement of Purposes setting out the objects and purposes of the Association, as this may vary from time to time.

## **2.2 Interpretation**

In these Rules including the Statement of Purposes:

- (1) a reference to a function includes a reference to a power, authority and duty;
- (2) a reference to the exercise of a function includes where the function is a power, authority or duty a reference to the exercise of the power or authority of the performance of the duty;
- (3) words importing the singular include the plural and vice versa;

- (4) words importing any gender include the other genders;
- (5) words or expressions shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 (Vic) and the Act as they vary from time to time;
- (6) references to persons include corporations and bodies politic;
- (7) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (8) a reference to a statute, ordinance code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (9) expressions referring to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

### **2.3 Enforceability**

If any provision of these Rules or any phrase contained in them is invalid or unenforceable in any jurisdiction, the phrase or provision 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.

## **PART II - MEMBERS**

### **3. QUALIFICATIONS FOR MEMBERSHIP**

#### **3.1 Classes of Member**

The Members shall be, and shall be divided into, the following classes;

- (1) Affiliated Members;
- (2) Life Members; and
- (3) Such other class or classes of Members in accordance with **Rule 3.2** below.

#### **3.2 Creation of New Classes**

The Board shall, by a Board Special Resolution, have the right to create from time to time, new classes of membership with such rights, privileges and obligations as are determined applicable, even if the effect of creating a new class creates, alters or extinguishes rights, privileges or obligations of any existing class of Members.

### **3.3 Life Members**

- (1) The Board may recommend (of itself, or following application by an Affiliated Member) to the Annual General Meeting that any person who has rendered distinguished service to the Association, where such service is deemed to have assisted the advancement of sport in Victoria, as a player or administrator or otherwise, be appointed as a Life Member.
- (2) A resolution of the Annual General Meeting to confer life membership on the recommendation of the Board must be passed by a Special Resolution.
- (3) Only 4 Life Members may be appointed in any one year.

### **3.4 Affiliated Members**

- (1) To be eligible for membership, an association or other similar entity must be engaged in playing, controlling or promoting, within Victoria, any sporting activity or game, or shall be otherwise involved in or associated with the sporting industry in Victoria.
- (2) Where an association is not incorporated, the Secretary or other nominated person of any unincorporated association shall be deemed to be the Member, and shall be entitled to the same voting and other rights and shall follow such procedures as incorporated Affiliated Members, to the extent that this is possible.
- (3) Any dispute as to the application of these Rules to an unincorporated Affiliated Member shall be resolved by the Board in its sole discretion.

### **3.5 Application For Membership**

- (1) Subject to these Rules, an application for membership as a Member must be:
  - (a) in writing in the form approved by the Board which may be varied by the Board from time to time;
  - (b) accompanied by a copy of the association's constitution (where applicable) which must be acceptable by the Board, comply with the Act and substantially conform with these Rules;
  - (c) accompanied by the appropriate fee or fees, if any; and
  - (d) lodged with the Chief Executive Officer .
- (2) As soon as is practicable after the receipt of an application under **Rule 3.5(1)** above, the Chief Executive Officer shall refer the application to the Board.
- (3) Upon an application being referred to the Board, the Board shall, as soon as practicable, determine whether to approve or to reject the application.

- (4) If the Board approves the application for membership, the Board shall determine the appropriate class of membership and the Chief Executive Officer shall, as soon as practicable, notify the applicant in writing that it is approved for membership, which shall commence on entry into the Register in accordance with **Rule 3.5(6)**.
- (5) If the Board does not approve a nomination for membership, the Chief Executive Officer shall, as soon as practicable, notify the applicant in writing that it is not approved as a Member. The Board shall not be required to give reasons for its decision.
- (6) If the application for membership is approved and the relevant subscriptions and fees paid, the Chief Executive Officer shall enter the applicant's name and other required details in the Register, and upon the name of the applicant being so entered, the applicant becomes a Member. The Chief Executive Officer shall also enter the class of membership afforded to a Member.
- (7) A person shall not represent that any eligible association is a Member unless the association so represented has been registered as a Member under these Rules.

### **3.6 Delegate of Affiliated Member**

- (1) The Affiliated Member may appoint one of its members as a Delegate, to represent the interests of the Affiliated Member at General Meetings of the Association, and such person shall be notified to the Association prior to the commencement of any General Meeting.
- (2) Each Delegate shall comply with the directions given by a resolution of the Affiliated Member, including in respect of voting, and if required by the Board, shall provide to the Board evidence of such compliance.

### **3.7 Effect of Membership**

- (1) Members acknowledge and agree that:
  - (a) these Rules constitute a contract between each of them and the Association and that they are bound by the Act, Rules and Regulations;
  - (b) they shall comply with and observe these Rules, the Regulations and any policy, determination or resolution which may be made or passed by the Board or any duly authorised committee;
  - (c) by submitting to the Act and these Rules and the Regulations they are subject to the jurisdiction of the Association;
  - (d) the Rules and Regulations are necessary and reasonable for promoting the purposes of the Association; and
  - (e) they are entitled to all benefits, advantages, privileges and services of membership.

- (2) Members have the following privileges by virtue of membership of the Association:
- (a) to express in writing or otherwise their views and opinions in any meeting in respect of which they are entitled to participate in accordance with these Rules;
  - (b) to make proposals or submissions to the Board;
  - (c) to engage and participate in any activity approved, sponsored or recognised by the Association; and
  - (d) to conduct any activity approved by the Association.
- (3) A right, privilege or obligation of a person by reason of their membership of the Association:
- (a) is not capable of being transferred or transmitted to another person; and
  - (b) terminates upon the cessation of membership whether by death or resignation or otherwise.

#### **4. SUBSCRIPTIONS AND FEES**

The annual membership subscriptions and fees payable by Members to the Association, the time for and manner of payment and penalties (if any) for late payment shall be as determined by the Board from time to time.

#### **5. REGISTER OF MEMBERS**

##### **5.1 Chief Executive Officer to Keep Register**

The Chief Executive Officer shall keep and maintain a Register of Member in which shall be entered, as soon as practicable after approval of membership or receipt of the relevant information by the Chief Executive Officer (as the case may be) the full name, address, class of membership and date of entry of the name of each Member.

##### **5.2 Inspection of Register**

Having regard to confidentiality considerations, an extract of the Register, detailing names of Members entitled to vote at a General Meeting may be available for inspection by Members at the premises of the Association, upon reasonable request, at the discretion of the Chief Executive Officer.

#### **6. CESSATION OF MEMBERSHIP**

##### **6.1 Notice of Resignation**

Any Member who has paid all monies due and payable to the Association may resign from the Association by giving 1 month's notice in writing to the Association

of such intention to resign and upon the expiration of that period of notice, the Member shall cease to be a member.

## **6.2 Expiration of Notice Period**

Upon the expiration of a notice given under **Rule 6.1**, 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.

## **6.3 Failure to Re-Affiliate**

A Member ceases to be a Member if it fails to re-affiliate with or re-join the Association in accordance with the procedure set down from time to time within 3 months of being required to do so, unless otherwise determined in the Board's discretion.

## **6.4 Forfeiture of Rights**

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

## **7. DISCIPLINE OF MEMBERS**

### **7.1 Breach of Discipline by Member**

A Member shall not:

- (1) breach, fail, refuse or neglect to comply with a provision of these Rules, the Regulations or any policy, resolution or determination of the Board;
- (2) act in a manner unbecoming of a Member or prejudicial to the purposes and interests of the Association or sport generally; or
- (3) bring the Association or sport generally into disrepute.

### **7.2 Report of Disciplinary Matter**

- (1) Any Member, Director, official or other interested person (in this Rule, "complainant") may give written notice of a complaint relating to the conduct or otherwise of a Member to the Chief Executive Officer.
- (2) The Chief Executive Officer shall as soon as practicable, but within 7 days, forward written details of the complaint to at least 1 member of the Disciplinary Committee.

### **7.3 Consideration of Matter**

- (1) The Disciplinary Committee shall, as soon as practicable after receiving a notice under **Rule 7.2(2)**, investigate and consider the matter, and shall within 14 days of receiving such notice, determine whether:

- (a) the matter should be dismissed, because, in its determination, there has been no relevant breach of discipline in accordance with **Rule 7.1**; or
  - (b) the matter warrants further review and determination in accordance with the principles of natural justice (in this Rule "preliminary determination").
- (2) If the Disciplinary Committee determines the complaint should be dismissed under **Rule 7.3(1)(a)**, it shall, as soon as practicable, give written notice to the complainant of its determination.
- (3) If the Disciplinary Committee determines the matter warrants further review under **Rule 7.3(1)(b)**, it shall, as soon as practicable, serve a notice in writing on the Member:
- (a) setting out its preliminary determination, and including the grounds on which this preliminary determination has been reached;
  - (b) stating that the Member (personally or by its Delegate, or by its adult representative (not being legally trained or qualified)) may address the Disciplinary Committee at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
  - (c) stating the date, place and time of that meeting;
  - (d) informing the Member that they may do 1 or more of the following:
    - (i) attend that meeting;
    - (ii) give the Association, before the date of that meeting a written statement setting out relevant information surrounding the complaint, and (if appropriate) seeking dismissal of the complaint; or
    - (iii) (in the case of a person not being a Director) not less than 7 days after the date of the meeting, lodge with the Association a notice to the effect that they wish to appeal to the Board.

#### **7.4 Meeting of Disciplinary Committee**

The Disciplinary Committee may conduct the meeting convened in accordance with **Rule 7.3(3)** in such manner as it sees fit, but shall:

- (1) give to the Member every opportunity to be heard;
- (2) give due consideration to any written statement submitted by the Member;

- (3) allow the Member to have an adult representative, which representative shall not be legally trained or qualified; and
  - (4) by resolution determine whether to dismiss or uphold the complaint;
- and may:
- (5) request and/or require the complainant or any other witness to attend the meeting and/or provide (wherever possible, in writing) such evidence as is available.

## **7.5 Disciplinary Committee Resolution**

The Disciplinary Committee, having had regard to any submission or evidence of the Member, may by resolution:

- (1) impose a warning;
- (2) reprimand the Member;
- (3) fine the Member;
- (4) direct that any rights, privileges and benefits provided to that Member by the Association be suspended for a specified period and/or terminated;
- (5) suspend the Member from membership of the Association for a specified period;
- (6) expel the Member from the Association;
- (7) any other such penalty as the Disciplinary Committee considers appropriate,

if the Disciplinary Committee considers that the Member has committed a breach of discipline contrary to **Rule 7.1** above.

## **7.6 Effect of Resolution**

Where the Member exercises a right of appeal to the Board under **Rule 7.3(3)(d)(iii)**, a resolution of the Disciplinary Committee under **Rule 7.5** does not take effect unless the Board confirms the resolution in accordance with this Rule.

## **7.7 Notice of Appeal to Board**

Where the Association receives a notice under **Rule 7.3(3)(d)(iii)** indicating the Member wishes to appeal to the Board, the Board shall convene a meeting in accordance with these Rules, to be held within 28 days of the date on which the Association received such notice.

## **7.8 Proceedings of Board Meeting**

At a Board meeting convened under **Rule 7.7**:

- (1) no business other than the question of the appeal shall be transacted;
- (2) the Disciplinary Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
- (3) the Member, personally, or by its Delegate, or through an adult representative (not being legally trained or qualified) shall be given every opportunity to be heard; and
- (4) the Directors shall by Board Special Resolution determine whether the resolution should be confirmed, revoked or altered.

### **7.9 Decision of Board**

At a Board meeting convened under **Rule 7.7** the Directors may by Board Special Resolution confirm, revoke or alter the penalty imposed on the Member.

### **7.10 Decisions Binding**

Decisions of the Board will be binding upon the Association and the Member.

### **7.11 Continuation of Rights**

Until such time as the procedures set down until this **Rule 7** are exhausted and/or a final determination is made, the Members shall be entitled to exercise all the usual rights of membership under these Rules unless determined otherwise by the Board.

## **8. GRIEVANCE PROCEDURE**

### **8.1 Notice of Dispute**

- (1) Any Member, Director, official or other interested person may give written notice of a dispute under these Rules (not being a disciplinary matter within the meaning of **Rule 7.1**) between:
  - (a) Members; or
  - (b) a Member or Members and the Association,to the Chief Executive Officer.
- (2) The Chief Executive Officer shall soon as practicable, but within 7 days, forward written details of the dispute to all parties to the dispute, requiring the parties to meet to discuss and attempt to resolve the dispute in good faith, within 14 days of the notice of dispute being forwarded to all parties or such other time as the parties agree.
- (3) If requested by any one or more parties to the dispute, the Chief Executive Officer shall act to facilitate the arrangement of the meeting referred to in **Rule 8.1(2)**.

## **8.2 Dispute referred to mediation**

If the parties are unable to resolve the dispute at the meeting referred to in **Rule 8.1(2)**, or if any party fails to attend that meeting, or the meeting does not occur, then, unless all parties agree to continue attempts to resolve the dispute in good faith, the parties shall proceed to mediate the dispute in accordance with this **Rule 8**.

## **8.3 Appointment of Mediator**

If the matter proceeds to mediation in accordance with **Rule 8.2**, an independent mediator (who may be a Member or associated with a Member) shall be appointed to mediate the dispute within 14 days of the meeting (or the time for the meeting) referred to in **Rule 8.1(2)**, which mediator shall be:

- (1) person having knowledge and expertise in relation to sport and the subject matter of the dispute; and
- (2) a person agreed by the parties, or
- (3) in the absence of agreement:
  - (a) in the case of a dispute between Members, a Director appointed by the Chair; or
  - (b) in the case of a dispute between a Member and the Association, a mediator appointed by the National Sports Dispute Centre or such other independent mediation service as is determined appropriate by the President of the Australian and New Zealand Sports Law Association Inc.

## **8.4 Mediation Procedure**

- (1) The mediation shall be administered by the mediator. In particular, the mediator shall have control of the timetable for the undertaking of the mediation, but in any event the mediation shall be completed within 30 days of the appointment of the mediator.
- (2) The mediator shall conduct the mediation in accordance with current and established principles of mediation, but shall: -
  - (a) give to the parties every opportunity to be heard;
  - (b) allow due consideration by all parties of any written statement submitted by any party;
  - (c) allow each of the parties to appoint any person to act on their behalf in respect of the mediation; and
  - (d) otherwise ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
- (3) The cost of the mediation shall be equally borne by the parties.

- (4) The parties to the dispute shall, in good faith, attempt to settle the dispute by mediation. No determination of the dispute shall be made by the mediator.
- (5) If the dispute referred to mediation in accordance with **Rule 8.2** is not resolved, there shall be no further right of complaint or appeal under the Rules, but the parties may seek other means of resolving the dispute in accordance with the Act and otherwise at law.

### **PART III - GENERAL MEETINGS**

#### **9. ANNUAL GENERAL MEETINGS**

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

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

##### **9.2 Ordinary Business**

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

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

##### **9.3 Special Business**

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

##### **9.4 Additional Meetings**

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

##### **9.5 Entitlement to Attend Meeting**

The only persons entitled to be present at Annual General Meetings of the Association shall be the Members and Directors (personally, or by their Delegates), except with the prior consent of the Board in its discretion.

## **9.6 Other General Meetings**

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

## **10. SPECIAL GENERAL MEETINGS**

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

The Board may, whenever it thinks fit convene a Special General Meeting of the Association and, where, but for this Rule more than 15 months would elapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.

### **10.2 Requisition of Special General Meetings**

- (1) The Board shall on the requisition in writing of twenty five per cent (25%) of Affiliated Members convene a Special General Meeting.
- (2) The requisition for a Special General Meeting shall state the object(s) of the meeting and shall be signed by the Members making the requisition and be sent to the Association and may consist of several documents in a like form, each signed by 1 or more of the Members making the requisition.
- (3) If the Board does not cause a Special General Meeting to be held within 1 month after the date on which the requisition is sent to the Association, the Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than 3 months after that date.
- (4) A Special General Meeting convened by Members under these Rules shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Board.

## **11. NOTICE OF MEETINGS**

### **11.1 Notice to be Given**

The Chief Executive Officer shall, at least 21 days before the date fixed for holding a General Meeting, cause to be sent to each Member, a notice in the manner described in **Rule 29**, stating the place, date and time and the nature of the proposed business to be transacted at the meeting.

### **11.2 Business of Meeting**

- (1) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (2) A Member desiring to bring any business before a meeting shall give at least 28 days' notice in writing of that business to the Association which shall include that business in a notice calling the next General Meeting after the receipt of the notice.

## **12. PROCEEDINGS AT MEETINGS**

### **12.1 Special Business**

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

### **12.2 Quorum**

- (1) No item of business shall be transacted at a General Meeting unless a quorum of Members entitled under these Rules to vote is present during the time when the meeting is considering that item.
- (2) Ten per cent (10%) of Members personally present constitute a quorum for the transaction of the business at a General Meeting.
- (3) If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting:
  - (a) if convened upon the requisition of Members, shall be dissolved; and
  - (b) in any other case, shall stand adjourned to the same day in the next week at the same time and (unless Members are notified of an alternate venue) at the same place and if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being not less than 5) shall be a quorum.

## **13. PRESIDING AT MEETINGS**

### **13.1 Chair to Preside**

The Chair shall preside at each General Meeting of the Association.

### **13.2 Where Chair Absent**

If the Chair is absent from a General Meeting or is unable or unwilling to preside, the Directors present shall elect 1 of their number to preside at the meeting.

## **14. ADJOURNMENT OF MEETINGS**

### **14.1 Person Presiding May Adjourn Meeting**

The person presiding under these Rules at a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

### **14.2 Further Notice**

- (1) Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the General Meeting.

- (2) Except as provided in **Rule 14.2(1)**, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

## **15. VOTING AT GENERAL MEETINGS**

### **15.1 Voting Rights**

Unless and until otherwise determined by the Members in General Meeting, Members shall have the following voting rights in General Meeting:

- (1) Affiliated Members shall be entitled to appoint 1 Delegate, each of whom shall be entitled to participate in debate and exercise 1 vote on behalf of the Affiliated Member at General Meetings of the Association; and
- (2) Life Members shall not be entitled to vote, but shall be entitled to participate in debate, at General Meetings of the Association.

### **15.2 Voting Procedure**

- (1) All votes shall be given personally, or by proxy.
- (2) A question arising at a General Meeting of the Association shall be determined on a show of hands.
- (3) In the case of an equality of voting on a question, the person presiding at the meeting may exercise a second or casting vote.
- (4) A Member is not entitled to vote at any General Meeting unless all monies due and payable to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

### **15.3 Recording of Determinations**

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

### **15.4 Proxies**

- (1) Each Member (individually or by its Delegate) shall be entitled to appoint another Member as proxy by notice given to the Chief Executive Officer no later than 48 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in the form set out in Appendix 1, or as otherwise determined by the Board from time to time.

### **15.5 Poll at General Meetings**

- (1) If at a meeting a poll on any question is demanded by ten per cent (10%) of Affiliated Members, it shall be taken at the meeting in such manner as the person presiding may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a person presiding (if any) or on a question of an adjournment shall be taken immediately and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the person presiding may direct.

### **15.6 Postal Voting**

- (1) Postal voting may be held from time to time in such instances as the Board may determine (other than in respect of matters which must be passed by Special Resolution) and shall be held in accordance with procedures prescribed by the Board.
- (2) Postal voting papers shall (on request) be given to all Members with a residential or registered address outside a 90 kilometre radius of the General Post Office, Melbourne.
- (3) All postal voting shall be conducted under conditions of a secret ballot and shall be scrutinised by an impartial person duly appointed by the Board to conduct the ballot.

## **PART IV - BOARD**

### **16. BOARD**

#### **16.1 Powers of Board**

- (1) The affairs of the Association shall be managed by a Board constituted under **Rule 16.2**.
- (2) Subject to these Rules and the Act, the Board:
  - (a) shall control and manage the business and affairs of the Association;
  - (b) may exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by the Members in General Meeting; and
  - (c) has power to perform all such acts and things as appear to the Board to be essential for the proper governance of the business and affairs of the Association.

#### **16.2 Board Constitution**

- (1) The Board shall consist of:

- (a) a number of Directors (which shall be determined from time to time by the Board in accordance with the Association's requirements and this Rule) provided there is a minimum of 6 and a maximum of 8 Directors, each of whom shall be elected at an Annual General Meeting;
  - (b) up to two other Directors which may be appointed by the elected Directors under **Rule 16.2(1)(a)**.
- (2) The position of Chair shall be appointed by the Board from amongst the Directors as soon as practicable after each Annual General Meeting. The appointee will hold the position of Chair until the conclusion of the next Annual General Meeting following their appointment. A Director may be reappointed as Chair.
  - (3) Each elected Director under **Rule 16.2(1)(a)** shall hold office until the conclusion of the second Annual General Meeting following the date of the Director's election, but the Director is eligible for re-election. For the avoidance of doubt, the Director's office shall commence at the conclusion of the Annual General Meeting at which they are elected. The appointed Directors under **Rule 16.2(1)(b)** shall be appointed for the term as determined by the elected Directors.
  - (4) Four Directors shall be elected in each year of even number and the remaining Directors shall be elected, in each year of odd number.

### **16.3 Casual Vacancy**

- (1) In the event of a casual vacancy in the office of any Director, the Board may appoint an individual (who may be a Delegate) to the vacant office and the person so appointed may continue in office up to and including the conclusion of the Annual General Meeting at which the term of the previous appointee would have expired.
- (2) Should the Directors be reduced in number to 4 or less, a General Meeting shall be convened by the Chief Executive Officer, or if there is no Chief Executive Officer, a surviving Director for the purpose of filling the vacancies.

## **17. ELECTION OF DIRECTORS**

### **17.1 Nominations of Candidates**

- (1) Nominations of candidates for election as Directors shall be:
  - (a) made in writing, signed by 2 Affiliated Members of the Association and accompanied by the written consent of the nominee (which may be endorsed on the form of nomination); and

- (b) delivered to the Association not less than 28 days before the date fixed for the holding of the Annual General Meeting.
- (2) If insufficient nominations are received to fill all vacancies on the Board the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.
- (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (4) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in alphabetical order, for each vacancy on the Board.

## **17.2 Voting Procedures**

- (1) Each Member entitled to vote must vote for as many candidates as there are vacancies to be filled and no more, otherwise the ballot paper shall be declared informal.
- (2) The voting papers shall, subject to these Rules, be available at the Association's offices and such other places (if any) as the Board may determine during times at least as long as the ballot box or boxes are open.
- (3) A ballot box or boxes shall be open at the Association's offices and such other places (if any) as the Board may determine, during such time or times during the day of the meeting at which the election is to take place and shall be open at the meeting until such time as the person presiding at the meeting declares it closed.
- (4) Every Member desiring to vote shall obtain a voting paper and sign a receipt for it in a book or 1 of the books to be kept for the purpose by the person or persons having custody of the voting papers and shall strike out on the voting paper the names of the candidates for whom the Member does not desire to vote for and place it in the ballot box.
- (5) No Member shall be entitled to receive more than 1 voting paper.
- (6) No persons other than the scrutineers shall be entitled to see any voting paper and the scrutineers and the returning officer shall not nor shall any of them disclose to any person the way in which any Member has voted.

## **18. VACANCY ON THE BOARD**

### **18.1 Grounds for Termination of Position of Director**

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

- (1) becomes an insolvent under administration within the meaning of the Corporations Act;
- (2) resigns the Director's office by notice in writing given to the Association;

- (3) dies or becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (4) is expelled from the Association;
- (5) is prohibited from being a director of a company under the Corporations Act; or
- (6) fails to attend 3 consecutive meetings of the Board without having previously obtained leave of absence or provided reasonable excuse for the Director's absence at such meetings.

## **18.2 Removal of Director by Members**

- (1) The Association in a Special General Meeting may by resolution remove any Director before the expiration of the Director's term of office and appoint another Life Member, Delegate or other appropriately qualified person in the Director's stead to hold office until the expiration of the term of the first mentioned Director.
- (2) Where the Director to whom a proposed resolution referred to in **Rule 18.2(1)** makes representations in writing to the Chief Executive Officer or Chair and requests that such representations be notified to the Members, the Chief Executive Officer or the Chair may send a copy of the representations to each Member or, if they are not so sent, the Director may require that they be read out at the meeting, and the representations shall be so read.

## **19. LEAVE OF ABSENCE**

### **19.1 Grant of Leave of Absence**

The Board shall grant a leave of absence to a Director for a period not exceeding 3 months, on the submission of a written application for such leave to the Chief Executive Officer.

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

The Board may, in its discretion, grant leave of absence to a Director for such period as it sees fit following consideration of an application submitted in writing to the Chief Executive Officer, provided:

- (1) if such period is less than 1 year, the Board may appoint a temporary replacement from amongst the Members or any other individual (who may be a Delegate);
- (2) if such period is 1 year or more, that Director is taken to have resigned from the Director position (and a casual vacancy arises), but the Director shall be entitled to seek re-election at the Annual General Meeting at which the term of office would otherwise have expired; and
- (3) in no circumstances shall the leave of absence exceed the remaining term of office of the Director.

## **20. QUORUM AND PROCEDURE AT BOARD MEETINGS**

### **20.1 Convening a Board Meeting**

- (1) The Board shall meet as required, but shall meet on at least 3 occasions in each year.
- (2) Additional meetings of the Board may be convened by the Chair or by any 3 Directors.
- (3) Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced in writing or by their presence) not less than 2 days' written notice of the meeting of the Board shall be given to each Director.
- (4) Written notice of each Board meeting, specifying the general nature of the business to be transacted, shall be served on each Director by:
  - (a) delivering personally;
  - (b) sending it by prepaid post addressed to the Director; or
  - (c) sending it by facsimile or other means of electronic communication (subject to receiving appropriate confirmation that the notice has been effectively dispatched);

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

### **20.2 Quorum**

- (1) Any 4 Directors constitute a quorum for the transaction of the business of a meeting of the Board.
- (2) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week.
- (3) Subject to this **Rule 20.2**, the Board may act notwithstanding any vacancy.

### **20.3 Procedures at Meetings**

- (1) At meetings of the Board:
  - (a) the Chair shall preside; and
  - (b) if the Chair is absent or is unwilling or unable to preside, the Board shall appoint one of its members to preside for the meeting.
- (2) Questions arising at a meeting of the Board shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.

- (3) Each Director present at a meeting of the Board (including the person presiding at the meeting) is entitled to 1 vote and in the event of an equality of votes on any question, the person presiding may exercise the second or casting vote.
- (4) A resolution in writing signed or assented to by telegram, cablegram, radiogram, facsimile, telex or other form of visible or other electronic communication by all the Directors for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Directors.
- (5) Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of Directors may be held where one or more of the Directors is not physically present at the meeting, provided that:
  - (a) all persons participating in the meeting are able to communicate with each other effectively simultaneously and instantaneously whether by means of telephone or other form of communication;
  - (b) notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board and such notice specifies that Directors are not required to be present in person;
  - (c) in the event that a failure in communications prevents condition (a) from being satisfied by that number of Directors which constitutes a quorum, and none of such Directors are present at the place where the meeting is deemed by virtue of the further provisions of this Rule to be held, then the meeting shall be suspended until condition (a) is satisfied again. If such condition is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated; and
  - (d) any meeting held where one or more of the Directors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Director is there present and if no Director is there present the meeting shall be deemed to be held at the place where the person presiding at the meeting is located.

## **20.4 Minutes**

The Chief Executive Officer shall cause to be kept minutes of the resolutions and proceedings of each General Meeting or Board meeting in books provided for that purpose, together with a record of the names of persons present at all meetings.

## **21. DELEGATED POWERS AND DUTIES**

### **21.1 Committees**

- (1) The Board may delegate any of its functions, powers or duties (except this power to delegate) to such committee as it thinks fit and may recall or revoke

any such delegation or appointment and may amend or repeal any decision made by such committee.

- (2) The Board shall determine in writing the duties and powers afforded to any committee appointed in accordance with **Rule 21.1(1)**, and the committee shall, in the exercise of such delegated powers, conform to any directions or Regulations that may be prescribed by the Board.
- (3) The Chair and Chief Executive Officer shall be ex-officio members of any committee so appointed.
- (4) The proceedings for any committee shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the Board in **Rule 20** above.
- (5) Within 7 days of any meeting of any committee, the committee shall send a copy of the ratified minutes and any supporting documents to the Chief Executive Officer.

### **21.2 Disciplinary Committee**

- (1) The Board shall delegate its functions, powers or duties in relation to discipline of Members in accordance with **Rule 21.1** to a Disciplinary Committee, comprised of 3 persons appointed by the Board from time to time, which persons shall not be Directors.
- (2) If any matter to be determined by the Disciplinary Committee under **Rule 7** gives rise to a conflict of interest on the part of any member of the Disciplinary Committee, the Board may appoint another independent person in the member's stead for the determination of that matter only.

### **21.3 Chief Executive Officer**

The Chief Executive Officer shall be responsible to the Board to:

- (1) execute tasks relating to the day to day management of the Association;
- (2) regularly report on the ongoing activities of, and issues relating to, the Association; and
- (3) carry out the functions of the secretary and the public officer of the Association in accordance with the Act, for the duration of the Chief Executive Officer's appointment.

## **PART V - GENERAL MATTERS**

### **22. SIGNING OF NEGOTIABLE INSTRUMENTS**

All cheques, drafts, bill of exchange, promissory notes and other negotiable instruments shall be signed by any of 3 Directors and/or public officer, or as designated in writing by the Board from time to time.

**23. COMMON SEAL**

- (1) The common seal of the Association shall be kept in the custody of the Chief Executive Officer.
- (2) The common seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the common seal shall be attested by the signatures either of 2 Directors or of 1 Director and of the public officer of the Association.

**24. ALTERATION OF STATEMENT OF PURPOSES AND RULES**

- (1) These Rules and the Statement of Purposes of the Association shall not be altered except by Special Resolution in accordance with the Act.
- (2) In addition, there shall be no alteration or amendment to **Rules 25** or **26** without the consent of the relevant Minister under the Act.

**25. DISSOLUTION**

- (1) Every Member of the Association undertakes to contribute to the assets of the Association in the event of it being wound up while a Member, or within 1 year after ceasing to be a Member, for payment of the debts and liabilities of the Association contracted before the time at which they cease 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 \$5.
- (2) If upon winding up or dissolution of the Association, there remains, after satisfaction of all its debts and liabilities, any property, the same shall not be paid to or distributed amongst the Members of the Association, but shall be given or transferred to some other organisation having purposes similar to the purposes of the Association and which prohibits the distribution of its or their income and property among its or their Members and which is also not carried on for the profit or gain to its Members and which is or is entitled to be similarly exempt from income tax. Such body or bodies to be determined by the Members of the Association at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter.

**26. AUTHORITY TO TRADE**

The Association is authorised to trade in accordance with section 51 of the Act.

## **27. INDEMNITY**

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

## **28. AUDIT**

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

## **29. SERVICE OF NOTICES**

- (1) A notice may be served by or on behalf of the Association upon any Member either personally or by sending it:
  - (a) by post to the Member at the Member's address shown in the Register; or
  - (b) by facsimile, e-mail or other form of electronic communication to the Member in accordance with details previously provided to the Association by the Member;
- (2) Where a document is properly addressed prepaid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.
- (3) Where a document is forwarded to a person by facsimile or by some other form of electronic communication, the document shall, unless the contrary is

proved be deemed to have been given to the person at the time recorded in the transmission report or other log or record of sending, as appropriate.

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

Except as otherwise provided in these rules, the Chief Executive Officer shall keep in their custody or under their control all books, documents and securities of the Association.

**31. SOURCES OF FUNDS**

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

**32. REGULATIONS**

The Board may make Regulations and/or by-laws and alter, amend or rescind the same as occasions may require, and enforce penalties for their breach. Such Regulations and by-laws shall have the same force and effect as the Rules, but shall not be in any way oppose or be in conflict with the Rules. Such Regulations and by-laws shall be available for inspection in the Association premises and duly circulated to Members.

**APPENDIX 1**  
**APPOINTMENT OF PROXY**  
**SPORTS FEDERATION OF VICTORIA INC ("ASSOCIATION")**

I, \_\_\_\_\_ of \_\_\_\_\_

being a duly authorised Delegate of an Affiliated Member of the Association hereby appoint

\_\_\_\_\_ of \_\_\_\_\_

as my proxy to vote for me on behalf of my Affiliated Member at the General Meeting of the Association (annual general meeting or special general meeting, as the case may be) to be held on

the \_\_\_\_\_ day of \_\_\_\_\_

and at any adjournment

of that meeting.

My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

I confirm that my Affiliated Member has authorised me (as Delegate) to vote in the manner in which I have authorised my proxy to vote.

(signed)

(date)