

RULES OF
THE VICTORIAN WEIGHTLIFTING ASSOCIATION
INCORPORATED

(Registration No. A0001425X)

TABLE OF CONTENTS

1.	<i>NAME</i>	- 4 -
2.	<i>PURPOSES OF ASSOCIATION</i>	- 4 -
3.	<i>DEFINITIONS</i>	- 5 -
4.	<i>ALTERATION OF THE RULES</i>	- 6 -
5.	<i>CATEGORIES OF MEMBERSHIP</i>	- 6 -
6.	<i>MEMBERSHIP, ENTRY FEES AND SUBSCRIPTION</i>	- 7 -
7.	<i>REGISTER OF MEMBERS</i>	- 8 -
8.	<i>CEASING MEMBERSHIP</i>	- 8 -
9.	<i>DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS</i>	- 8 -
10.	<i>DISPUTES AND MEDIATION</i>	- 10 -
11.	<i>ANNUAL GENERAL MEETINGS</i>	- 11 -
12.	<i>SPECIAL GENERAL MEETINGS</i>	- 11 -
13.	<i>SPECIAL BUSINESS</i>	- 12 -
14.	<i>NOTICE OF GENERAL MEETINGS</i>	- 12 -
15.	<i>QUORUM AT GENERAL MEETINGS</i>	- 12 -
16.	<i>PRESIDING AT GENERAL MEETINGS</i>	- 13 -
17.	<i>ADJOURNMENT OF MEETINGS</i>	- 13 -
18.	<i>VOTING AT GENERAL MEETINGS</i>	- 13 -
19.	<i>POLL AT GENERAL MEETINGS</i>	- 14 -
20.	<i>MANNER OF DETERMINING WHETHER RESOLUTION CARRIED</i>	- 14 -
21.	<i>PROXIES</i>	- 14 -
22.	<i>BOARD OF DIRECTORS</i>	14 -
23.	<i>DIRECTORS</i>	- 15 -
24.	<i>ROTATION OF MEMBERS OF THE BOARD</i>	- 16 -
25.	<i>ELECTION OF EXECUTIVE DIRECTORS AND DIRECTORS</i>	- 16 -
26.	<i>TERMS OF OFFICE</i>	- 17 -
27.	<i>DISQUALIFYING POSITIONS</i>	- 17 -
28.	<i>VACANCIES</i>	- 18 -
29.	<i>EMPLOYEES INELIGIBLE</i>	- 18 -
30.	<i>[REMOVED]</i>	- 18 -
31.	<i>MEETINGS OF THE BOARD</i>	- 18 -
32.	<i>URGENT RESOLUTIONS</i>	- 18 -
33.	<i>NOTICE OF BOARD MEETINGS</i>	- 19 -
34.	<i>QUORUM FOR BOARD MEETINGS</i>	- 19 -
35.	<i>PRESIDING AT BOARD MEETINGS</i>	- 19 -
36.	<i>VOTING AT BOARD MEETINGS</i>	- 20 -
37.	<i>REMOVAL OF BOARD MEMBER</i>	- 20 -
38.	<i>CHIEF EXECUTIVE OFFICER</i>	- 20 -
39.	<i>MINUTES OF MEETINGS</i>	- 20 -
40.	<i>FUNDS</i>	- 21 -

41.	<i>AFFILIATED CLUBS</i>	- 21 -
42.	<i>SEAL</i>	- 21 -
43.	<i>NOTICE TO MEMBERS</i>	- 21 -
44.	<i>NOTICE TO SECRETARY</i>	- 22 -
45.	<i>CUSTODY AND INSPECTION OF BOOKS AND RECORDS</i>	- 22 -
46.	<i>BY-LAWS</i>	- 22 -
47.	<i>ACCOUNTS</i>	- 23 -
48.	<i>WINDING UP</i>	- 23 -
	APPENDIX 1	- 24 -
	APPENDIX 2	- 25 -
	APPENDIX 3	- 26 -

1. NAME

The name of the incorporated association is the Victorian Weightlifting Association (the **Association**).

2. PURPOSES OF ASSOCIATION

The purposes for which the **Association** is established are to:

- a) be the Victorian member of the Australian Weightlifting Federation Limited (AWF) and to promote and enforce the Statutes and Regulations and AWF Rules throughout Victoria;
- b) be the premier body for Weightlifting in Victoria and, as such, to:
 - i. control the strategic direction of Weightlifting in Victoria; and
 - ii. determining the highest level policy for the conduct and management of Weightlifting in Victoria;
- c) support, supervise and control **Members**, Clubs and Registered Participants in relation to Weightlifting activities in Victoria and nationally;
- d) foster friendly relations among **Members**, Clubs and Registered Participants;
- e) prevent racial, gender, religious or political discrimination or distinction in Weightlifting and among **Members**, Clubs and Registered Participants;
- f) make, adopt, vary and publish rules, regulations, by-laws and conditions for:
 - i. the regulation of Weightlifting in Victoria; and
 - ii. deciding and settling all differences that arise between **Members**, Clubs and Registered Participants;
- g) promote, provide for, regulate and manage Weightlifting competitions in Victoria, including:
 - i. State championships between Clubs and/or **Members**;
 - ii. competitions in Victoria between visiting overseas teams, between visiting overseas teams and teams representing the **Association** or between visiting overseas teams and Clubs;
 - iii. tours overseas by teams representing the **Association**;
 - iv. participation in international competitions by Registered Participants representing the **Association**.
- h) do everything expedient to make known the Statutes and Regulations of the AWF, International Weightlifting Federation (IWF) Rules, and the activities of the **Association**, **Members**, Clubs and Registered Participants, in particular by:

- i. advertising in the press, on television and radio and by circular;
 - ii. controlling the rights to photograph or make films or other visual reproductions of the events controlled or organised by the **Association**;
 - iii. publishing books, programs, brochures and periodicals in relation to Weightlifting activities; and
 - iv. granting prizes, rewards and making donations in relation to Weightlifting activities.
- i) secure and maintain affiliation with other bodies, domestic and national, having a common interest in Weightlifting;
 - j) co-operate with other bodies, including other member associations of the AWF:
 - i. in the promotion and development of interstate, international and other Weightlifting competitions; and
 - ii. otherwise, in relation to Weightlifting, the Statutes and Regulations of the AWF and the IWF Rules
 - k) take any other action which, in the opinion of the Council, is in the best interests of Weightlifting in Victoria.

3. **DEFINITIONS**

3.1. In these Rules, unless the contrary intention appears:

"**Act**" means the *Associations Incorporation Reform Act 2012* (Vic) as amended from time to time;

"**annual general meeting**" means a meeting of the **Association** held in accordance with section 63 of the **Act**;

"**annual subscription**" means the subscription fee applicable in each year, determined by the **board**, with respect to **applications**;

"**application**" means a person's initial application for membership of the **Association** or an application for renewal of membership of the Association;

"**approved form**" means the application form approved by the **board**;

"**board**" means the board of directors of the **Association**;

"**Chief Executive Officer**" means the person, from time to time, appointed by the **board** in accordance with rule 38;

"**director**" means a member of the **board** who is not an **executive director**;

"**eligible person**" means a natural person whose permanent place of residence is located within the state of Victoria;

"financial year" means the period of 12 months ending on 30 June in each year;

"general meeting" means a general meeting of **members**, and includes an **annual general meeting** or **special general meeting**, convened in accordance with rule 14;

"life member" means a person appointed as a life member in accordance with rule 5.2;

"member" means a member of the **Association**;

"Regulations" means regulations under the **Act**;

"relevant documents" has the same meaning as in the **Act**;

"special general meeting" means a **general meeting** other than an **annual general meeting**;

"special resolution" means a resolution of the **Association**, passed at a **special general meeting**, in accordance with section 64 of the **Act**;

"voting member" means:

(a) a **member** who is over 18 years of age and who has paid the **annual subscription**; or

(b) a **life member**.

3.2. Words used in these Rules, and otherwise defined in the **Act**, have the meaning given to them in the **Act**.

4. ALTERATION OF THE RULES

These Rules must not be altered except by **special resolution** and otherwise in accordance with the **Act**.

5. CATEGORIES OF MEMBERSHIP

5.1. The membership of the Association shall comprise:

5.1.1. **members**;

5.1.2. **life members**; and

5.1.3. such other category or categories of members, created in accordance with Rule 5.3 below.

5.2. A **member** who has given distinguished service to the **Association** may, upon the recommendation of the **board**, be appointed a **life member** of the **Association** by resolution of a **general meeting**.

5.3. The **board** has the right and power from time to time to create and define new categories of membership. Notwithstanding Rule 6 below, the rights (other than voting rights), privileges and obligations as are determined applicable shall be

prescribed in the By-Laws. No new category of membership shall be granted voting rights without a **special resolution**.

6. MEMBERSHIP, ENTRY FEES AND SUBSCRIPTION

- 6.1. An **eligible person** whose **application** is approved, as provided in these Rules, is eligible to be a **member** upon payment of the **annual subscription**.
- 6.2. An **application** must:
 - 6.2.1. be made in writing in the **approved form**;
 - 6.2.2. be lodged with the Treasurer or as otherwise specified on the **approved form**;
 - 6.2.3. be accompanied by the **annual subscription**.
- 6.3. As soon as practicable after the receipt of an **application**, the Treasurer must refer the **application** to the **board**.
- 6.4. The **board** must determine whether to approve or reject the **application**. The **board** may approve or reject an application by urgent resolution, in accordance with rule 32.
- 6.5. If the **board** approves an **application**, the Secretary must, as soon as practicable:
 - 6.5.1. notify the applicant in writing of the approval of that person's membership;
and
 - 6.5.2. enter the applicant's name in the register of **members**.
- 6.6. An applicant for membership becomes a **member** and is entitled to exercise the rights of membership when his or her name is entered in the register of **members**.
- 6.7. An eligible person whose **application** is approved by the board shall be a **member** until 31 December in the year the person becomes a **member** or in which that person's membership is renewed.
- 6.8. If the **board** rejects an **application**, the Secretary must, as soon as practicable, notify the applicant in writing that the **application** has been rejected and return the application fee to the applicant.
- 6.9. A person who has been given notice in accordance with rule 6.8 may, within 14 days after such notice is given, make a request in writing to the Secretary for reasons for the rejection of that person's **application**.
- 6.10. If a request is made, in accordance with rule 6.9, the Secretary must provide the reasons in writing within 14 days of the receipt of that request.
- 6.11. A right, privilege or obligation of a **member**:
 - 6.11.1. is not capable of being transferred or transmitted to another person; and
 - 6.11.2. terminates upon the cessation of membership whether by death or resignation or otherwise.

7. REGISTER OF MEMBERS

- 7.1. The Secretary must keep and maintain a register of **members** containing:
 - 7.1.1. the name and address of each **member**; and
 - 7.1.2. the date on which each **member's** name was entered in the register.
- 7.2. Subject to section 59 of the **Act**, the register must be available for inspection free of charge by any **member** upon request.

8. CEASING MEMBERSHIP

- 8.1. A **member** who has paid all moneys due and payable by a **member** to the **Association** may resign from the **Association** by giving one month's notice in writing to the Secretary of his or her intention to resign.
- 8.2. After the expiry of the period referred to in rule 8.1:
 - 8.2.1. the person who gave notice under that rule, ceases to be a **member**; and
 - 8.2.2. the Secretary must record in the register of **members** the date on which the **member** ceased to be a **member**.
- 8.3. A **member**, other than a **life member**, who ceases to be an **eligible person** shall forthwith be deemed to have ceased to be a **member**.
- 8.4. Notwithstanding rule 6.7, an **eligible person** shall not be deemed to have ceased to be a **member** unless that person has failed to make an **application** by 28 February in the year after which that person's application was last approved by the **board**.
- 8.5. Notwithstanding rule 8.4 and any relevant by-laws, no person may participate in any competition in a calendar year until their membership application and subscription for that calendar year have been received by the **Association**.

9. DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS

- 9.1. Subject to these Rules, if the **board** is of the opinion that a **member** has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a **member**, or prejudicial to the interests of the **Association**, the **board** may by resolution:
 - 9.1.1. fine that **member** an amount not exceeding \$500; or
 - 9.1.2. suspend that **member** from membership of the **Association** for a specified period; or
 - 9.1.3. expel that **member** from the **Association**.
- 9.2. A resolution of the **board** under rule 9.1 does not take effect unless:
 - 9.2.1. at a meeting held in accordance with rule 9.3, the **board** confirms the resolution; and

- 9.2.2. if the **member** exercises a right of appeal to the **Association** under rule 9.6, the **Association** confirms the resolution in accordance with this rule.
- 9.3. A meeting of the **board** to confirm or revoke a resolution passed under rule 9.1 must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the **member** in accordance with rule 9.4.
- 9.4. For the purposes of giving notice in accordance with rule 9.3, the Secretary must, as soon as practicable, cause to be given to the **member** a written notice:
- 9.4.1. setting out the resolution of the **board** and the grounds on which it is based; and
- 9.4.2. stating that the **member**, or his or her representative, may address the **board** at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that **member**; and
- 9.4.3. stating the date, place and time of that meeting; and
- 9.4.4. informing the **member** that he or she may do one or both of the following:
- (i) attend that meeting; or
- (ii) give to the **board** before the date of that meeting a written statement seeking the revocation of the resolution;
- 9.4.5. informing the **member** that, if at that meeting, the **board** confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the **Association** in **general meeting** against the resolution.
- 9.5. At a meeting of the **board** to confirm or revoke a resolution passed under rule 9.1, the **board** must:
- 9.5.1. give the **member**, or his or her representative, an opportunity to be heard; and
- 9.5.2. give due consideration to any written statement submitted by the **member**; and
- 9.5.3. determine by resolution whether to confirm or to revoke the resolution.
- 9.6. If at the meeting of the **board**, the resolution is confirmed, the **member** may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the **Association** in **general meeting** against the resolution.
- 9.7. If the Secretary receives a notice under rule 9.6, he or she must notify the **board** and the **board** must convene a **general meeting** to be held within 21 days after the date on which the Secretary received the notice.
- 9.8. At a **general meeting** convened under rule 9.7:
- 9.8.1. no business other than the question of the appeal by the **member** may be conducted; and

- 9.8.2. the **board** may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
- 9.8.3. the **member**, or his or her representative, must be given an opportunity to be heard; and
- 9.8.4. the **members** present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 9.9. A resolution must be revoked unless, not less than two-thirds of the **members** present at the **general meeting**, or voting by proxy, vote in favour of confirmation of the resolution.

10. DISPUTES AND MEDIATION

- 10.1. The grievance procedure set out in this rule applies to disputes under these Rules between:
 - 10.1.1. a **member** and another **member**; or
 - 10.1.2. a **member** and the **Association**.
- 10.2. The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 10.3. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 10.4. The mediator must be:
 - 10.4.1. a person chosen by agreement between the parties; or
 - 10.4.2. in the absence of agreement:
 - (i) in the case of a dispute between a **member** and another **member**, a person appointed by the **board**; or
 - (ii) in the case of a dispute between a **member** and the **Association**, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice) or the successor body in operation at the relevant time.
- 10.5. A **member** may be appointed a mediator.
- 10.6. A **member** who is a party to the dispute must not be appointed as the mediator.
- 10.7. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 10.8. The mediator, in conducting the mediation, must:
 - 10.8.1. give the parties to the mediation process every opportunity to be heard; and

- 10.8.2. allow due consideration by all parties of any written statement submitted by any party.
- 10.9. The mediator must not determine the dispute.
- 10.10. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the by-laws of the **Association**, the **Act** or otherwise at law.

11. ANNUAL GENERAL MEETINGS

- 11.1. The **board** may determine the date, time and place of the **annual general meeting**.
- 11.2. Any notice given in accordance with rule 14 must specify that the meeting is an **annual general meeting**.
- 11.3. The ordinary business of the **annual general meeting** shall be:
 - 11.3.1. to confirm the minutes of the previous **annual general meeting** and of any **general meeting** held since that meeting; and
 - 11.3.2. to receive from the board reports upon the transactions of the **Association** during the last preceding **financial year**; and
 - 11.3.3. to elect the **executive directors** and the **directors**; and
 - 11.3.4. to receive and consider the statement submitted by the **Association** in accordance with the **Act**.
- 11.4. The **annual general meeting** may conduct any special business of which notice has been given in accordance with these Rules.

12. SPECIAL GENERAL MEETINGS

- 12.1. In addition to the **annual general meeting**, any other **general meeting** may be held in the same year.
- 12.2. The **board** may, whenever it thinks fit, convene a **special general meeting**.
- 12.3. If, but for this rule, more than 15 months would elapse between **annual general meetings**, the **board** must convene a **special general meeting** before the expiration of that period.
- 12.4. The **board** must, on the request in writing of **members** representing not less than 10 per cent of the total number of **voting members**, convene a **special general meeting**.
- 12.5. The request for a **special general meeting** must:
 - 12.5.1. state the purpose of the meeting; and
 - 12.5.2. be signed by the **voting members** requesting the meeting; and

12.5.3. be sent to the Secretary.

- 12.6. If the **board** does not cause a **special general meeting** to be held within one month after the date on which the request is sent to the Secretary, the **voting members** making the request, or any of them, may convene a **special general meeting** to be held not later than 3 months after that date.
- 12.7. If a **special general meeting** is convened by **voting members** in accordance with rule 12.6, it must be convened in the same manner so far as possible as a meeting convened by the board and all reasonable expenses incurred in convening the **special general meeting** must be refunded by the **Association** to the persons incurring the expenses.

13. SPECIAL BUSINESS

All business that is conducted at a **special general meeting** and all business that is conducted at the **annual general meeting**, except for business conducted under the rules as ordinary business of the **annual general meeting**, is deemed to be special business.

14. NOTICE OF GENERAL MEETINGS

- 14.1. The Secretary, at least 14 days, or if a **special resolution** has been proposed at least 21 days, before the date fixed for holding a **general meeting**, must cause to be sent to each **voting member**, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.

- 14.2. The Secretary must cause a copy of any notice given pursuant to this rule to also be published on the web site of the **Association**.

- 14.3. Notice of a **general meeting** may be sent:

14.3.1. by prepaid post;

14.3.2. by email; or

14.3.3. by fax;

to the postal address, email address or fax number of **voting members** recorded in the register of **members**.

- 14.4. No business other than that set out in the notice convening the meeting may be conducted at the meeting.

- 14.5. A **member** who intends to bring any business before a **general meeting** may notify the Secretary in writing of that item of business and, when so notified, the Secretary must include that item in the notice of the next **general meeting** given in accordance with rule 14.1.

15. QUORUM AT GENERAL MEETINGS

- 15.1. No item of business may be conducted at a **general meeting** unless a quorum of **voting members** is present at the time when the meeting is considering that item.

- 15.2. Subject to rule 15.5, the presence at the meeting of not less than 10% of the **voting members** shall constitute a quorum for the conduct of the business of a **general meeting**. Presence of a **voting member** includes, but is not limited to that member submitting a proxy vote in relation to all items being voted on, including the election of **executive directors** and **directors**.
- 15.3. If, within half an hour after the appointed time for the commencement of a **general meeting**, a quorum is not present:
- 15.3.1. in the case of a meeting convened upon the request of **voting members** -- the meeting must be dissolved; and
- 15.3.2. in any other case -- the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice given by the Secretary to **voting members** given before the day to which the meeting is adjourned) at the same place.
- 15.4. If at the adjourned meeting, the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the **voting members** personally present (being not less than 10) shall be a quorum.
- 15.5. In the event that a **special resolution** is being considered at a **special general meeting**, the presence at the meeting of not less than 10% of the **voting members** shall constitute a quorum for the conduct of the business of that meeting.

16. *PRESIDING AT GENERAL MEETINGS*

- 16.1. The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each **general meeting**.
- 16.2. If the President and the Vice-President are both absent from a **general meeting**, or are unable to preside, the **voting members** present must select one of their number to preside as Chairperson.

17. *ADJOURNMENT OF MEETINGS*

- 17.1. The Chairperson may, with the consent of a majority of **voting members** present at the meeting, adjourn the meeting from time to time and place to place.
- 17.2. No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 17.3. If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must again be given in accordance with rule 14.
- 17.4. Except as provided in rule 17.3, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

18. *VOTING AT GENERAL MEETINGS*

- 18.1. Upon any question arising at a **general meeting**, a **voting member** has one vote only.

- 18.2. All votes must be given personally or by proxy.
- 18.3. In the case of an equality of votes on a question, the Chairperson shall be entitled to exercise a second, or casting, vote.

19. POLL AT GENERAL MEETINGS

- 19.1. If at a meeting a poll on any question is demanded by not less than 3 **voting members**, it must be taken at that meeting in such manner as the Chairperson directs and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 19.2. A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately.
- 19.3. A poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson directs.

20. MANNER OF DETERMINING WHETHER RESOLUTION CARRIED

- 20.1. If a question arising at a **general meeting** is determined on a show of hands:

20.1.1. a declaration by the Chairperson that a resolution has been:

- (i) carried; or
- (ii) carried unanimously; or
- (iii) carried by a particular majority; or
- (iv) lost;

an entry to that effect must be made in the minute book of the **Association**.

- 20.2. An entry made in accordance with rule 20.1 is evidence of the outcome of the voting on the resolution, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

21. PROXIES

- 21.1. Each **member** is entitled to appoint another **member** as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

- 21.2. The notice appointing the proxy must:

21.2.1. for a meeting convened under rule 9.7, be in the form set out in Appendix 1; or

21.2.2. in any other case, in the form set out in Appendix 2.

22. BOARD OF DIRECTORS

- 22.1. The affairs of the **Association** shall be managed by a board of directors (the **board**).
- 22.2. The **board**:
- 22.2.1. shall control and manage the business and affairs of the **Association**; and
- 22.2.2. may, subject to these Rules, the **Act** and the **Regulations**, 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 resolution of a **general meeting**; and
- 22.2.3. subject to these Rules, the **Act** and the **Regulations**, has power to perform all such acts and things as appear to the **board** to be essential for the proper management of the business and affairs of the **Association**.
- 22.3. Subject to section 77 of the **Act**, the **board** shall consist of:
- 22.3.1. four **executive directors**; and
- 22.3.2. three **directors**.
- each of whom must be a **voting member** and, subject to rules 24 and 26 shall be elected at the **annual general meeting** in each year.
- 22.4. Appointed Directors:
- 22.4.1. The Elected **Board** may by resolution appoint up to three suitable **voting members** to be **Directors** in addition to the Elected **Board** ("Appointed Directors").
- 22.4.2. An Appointed Director holds office for a term of one year from date of appointment, but is eligible for re-appointment.
- 23. DIRECTORS**
- 23.1. The **executive directors** shall be:
- 23.1.1. a President;
- 23.1.2. a Vice-President;
- 23.1.3. a Treasurer; and
- 23.1.4. a Secretary.
- 23.2. The **directors** shall be classified as:
- 23.2.1. Director A;
- 23.2.2. Director B; and
- 23.2.3. Director C.

- 23.3. The provisions of rule 24 shall, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of **voting members** to any of the offices referred to in rule 23

24. ROTATION OF MEMBERS OF THE BOARD

- 24.1. At each **annual general meeting** from and including 2020 onwards, subject to rules 24.2 and 24.3, each of the following groups of **directors** and **executive directors** will be alternatively elected, starting with Group A (rule 24.1.1) in 2020, continuing with Group B (rule 24.1.2) in 2021 and then Group C (rule 24.1.3) in 2022 and so on, cyclically:

24.1.1. **Group A:** the President and Director A;

24.1.2. **Group B:** the Vice President, the Secretary;

24.1.3. **Group C:** Director B, Director C and the Treasurer.

- 24.2. The President will initially be elected in the 2021 **annual general meeting** as part of Group B. From and including the 2023 **annual general meeting** onwards the President will be elected in accordance with the Group A grouping. (See also rule 26.5)

- 24.3. The Secretary will initially be elected in the 2022 **annual general meeting** as part of Group C. From and including the 2024 **annual general meeting** onwards the Secretary will be elected in accordance with the Group B grouping. (See also rule 26.6)

- 24.4. A **member** shall not be elected as:

24.4.1. an **executive director**; or

24.4.2. a **director**;

for more than 3 consecutive terms of office or 9 consecutive years, whichever is the sooner.

25. ELECTION OF EXECUTIVE DIRECTORS AND DIRECTORS

- 25.1. Nominations of candidates for election as **executive directors** or as **directors** must be:

25.1.1. made in writing in accordance with Appendix 3, signed by two **voting members** and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and

25.1.2. delivered to the Secretary not less than 7 days before the date fixed for the holding of the **annual general meeting**.

- 25.2. If insufficient nominations are received to fill all vacancies on the **board**, the candidates nominated shall be deemed to be elected and further nominations may be received at the **annual general meeting**.

- 25.3. 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.
- 25.4. If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- 25.5. The ballot for the election of **executive directors** and **directors** must be conducted at the **annual general meeting** in such manner as the **board** may direct.

26. TERMS OF OFFICE

- 26.1. Subject to rules 26.3 to 26.6, each **executive director** or **director** shall hold office commencing from the close of the **annual general meeting** at which that person is elected until the third **annual general meeting** after the date of his or her election.
- 26.2. Subject to rule 24 each **executive director** or **director** is eligible for re-election.
- 26.3. In the event of a casual vacancy with respect to the position of an **executive director** or a **director**, the **board** may appoint another **voting member** to the position and the **voting member** appointed may continue in office up to, and including, the conclusion of the **annual general meeting** next following the date of that appointment. From the day after the 2020 **annual general meeting**, if the term of the original position of the **executive director** or **director** (as delineated by rules 23 and 26) was to continue beyond the conclusion of that **annual general meeting**, that position will become open for election at that **annual general meeting** for the remainder of the term which the original **executive director** or **director** would have served. Otherwise, the position will be up for election under rule 25 in the normal course.
- 26.4. A vacancy in the Secretary position must be filled within 14 days. For the avoidance of doubt, any appointment under this rule is separate from the appointment of Appointed Directors in accordance with rule 22.4.
- 26.5. The President elected in the 2021 **annual general meeting** will be elected until the second **annual general meeting** after the date of that election. At the 2023 **annual general meeting** and thereafter the President will be elected until the third **annual general meeting** after the date of his or her election.
- 26.6. The Secretary elected in the 2022 **annual general meeting** will be elected until the second **annual general meeting** after the date of that election. At the 2024 **annual general meeting** and thereafter the Secretary will be elected until the third **annual general meeting** after the date of his or her election.

27. DISQUALIFYING POSITIONS

- 27.1. A **voting member**, who is also an elected or appointed member of the board of directors of the Australian Weightlifting Federation Limited (**the AWF**) is **prohibited from being** elected, or appointed, an **executive director** or a **director during the currency of the** term of that person's membership of the board of directors of the AWF (**disqualifying position**).

27.2. An **executive director** or **director** who accepts election, or appointment, to a **disqualifying position** must, within 7 days of the acceptance of such position, give notice in writing to the Secretary of that acceptance.

27.3. Upon the receipt by the Secretary of the notice, given in accordance with rule 27.2, the relevant **executive director** or **director** shall be deemed to have resigned from his or her position on the **board**.

28. VACANCIES

28.1. The office of an **executive director**, or of a **director**, becomes vacant if the **executive director** or **director**:

28.1.1. ceases to be a **member**;

28.1.2. becomes an insolvent under administration within the meaning of the Corporations Law;

28.1.3. resigns from office by notice in writing given to the Secretary;

28.1.4. fails, without the leave of the **board**, to attend more than 3 consecutive meetings of the **board**; or

28.1.5. is deemed to have resigned his or her position by reason of the operation of rules 27.2 and 27.3.

29. EMPLOYEES INELIGIBLE

29.1. An employee of the Association, including the Chief Executive Officer, is prohibited from being elected, or appointed, as an executive director or director during the currency of such employment.

30. [REMOVED]

31. MEETINGS OF THE BOARD

31.1. The board must meet at least 4 times in each year at such place and such times as the **board** determines.

31.2. Special meetings of the board may be convened at the request of:

31.2.1. the President; or

31.2.2. any 4 members of the board.

31.3. Meetings of the board in excess of those required by rule 31.1 may, as appropriate, be conducted by way of telephone or video conference.

32. URGENT RESOLUTIONS

32.1. In the event that the **board** is required to consider, and resolve, an urgent item of business the **board** may, as appropriate, proceed to consider and resolve that item of business in accordance with rule 32.2.

- 32.2. The Secretary shall forward the documents relevant to the item of urgent business to each member of the **board** by email or fax and specify a period (not less than 24 hours) within which each member of the **board** must inform the Secretary in writing of his or her decision with respect to that have item of business.
- 32.3. A resolution of the **board** with respect to an urgent item of business shall be taken to been made when the Secretary has received an absolute majority decision from members of the **board** at or before the expiry of the period specified in accordance with rule 32.2.
- 32.4. The Secretary must cause any resolution taken to have been made, by reason of rule 32.3, to be recorded in the minutes of the next meeting of the **board**.

33. NOTICE OF BOARD MEETINGS

- 33.1. The Secretary must give written notice of each **board** meeting to each member of the **board** at least 2 business days before the date of the meeting.
- 33.2. The Secretary must give written notice to members of the **board** of any special meeting, specifying the general nature of the business to be conducted.
- 33.3. No other business, other than that specified in accordance with rule 33.2, may be conducted at a special meeting of the **board**.
- 33.4. The giving of notice by fax or email shall constitute sufficient compliance with rule 33.1 and 33.2.

34. QUORUM FOR BOARD MEETINGS

- 34.1. Any 4 members of the **board** shall constitute a quorum for the conduct of the business of a meeting of the **board**.
- 34.2. No business may be conducted unless a quorum is present.
- 34.3. If within half an hour of the time appointed for the meeting a quorum is not present:
- 34.3.1. in the case of a special meeting -- the meeting lapses;
- 34.3.2. in any other case -- the meeting shall stand adjourned to such place and time that the members of the **board** present shall determine.
- 34.4. The **board** may act notwithstanding any vacancy on the **board**.

35. PRESIDING AT BOARD MEETINGS

- 35.1. At meetings of the **board**:
- 35.1.1. the President or, in the President's absence, the Vice-President shall preside; or
- 35.1.2. if the President and the Vice-President are both absent, or are unable to preside, those present must choose one of their number to preside.

36. VOTING AT BOARD MEETINGS

- 36.1. Questions arising at a meeting of the **board**, or at a meeting of any sub-committee appointed by the **board**, shall be determined on a show of hands or, if an **executive director** or **director** requests, by a poll taken in such manner as the person presiding at that meeting determines.
- 36.2. Subject to rule 36.3, each **executive director** or **director** present at a meeting of the **board**, or at a meeting of any sub-committee appointed by the **board** (including the person presiding at the meeting), is entitled to one vote only.
- 36.3. In the event of an equality of votes on any question, the person presiding may exercise a second, or casting, vote.

37. REMOVAL OF BOARD MEMBER

- 37.1. The **Association** may, by **special resolution**, remove any **executive director** or **director** before the expiration of that person's term of office and appoint another **voting member** in his or her place to hold office until the expiration of the term of the replaced **executive director** or **director**.
- 37.2. An **executive director** or **director** who is the subject of a proposed **special resolution** referred to in rule 37.1 may make representations in writing to the Secretary, or the President, and may request that the representations be provided to the **voting members**.
- 37.3. The Secretary, or the President, must give a copy of the representations to each **voting member** and must ensure that they be read out at the meeting convened to consider the **special resolution**.

38. CHIEF EXECUTIVE OFFICER

- 38.1. The **board** may, by resolution, appoint a **Chief Executive Officer**.
- 38.2. The **Chief Executive Officer** shall be appointed upon terms and conditions (including as to remuneration), as determined by resolution of the **board**.
- 38.3. The **Chief Executive Officer** shall be entitled to exercise the powers and perform the functions as are, from time to time, delegated to the **Chief Executive Officer** by the **board** or otherwise specified in writing by authority of the **board**.
- 38.4. The **Chief Executive Officer** shall be entitled to have notice of, and to attend every:
- 38.4.1. meeting of the **board**;
 - 38.4.2. meeting of any sub-committee appointed by the **board**; and
 - 38.4.3. meeting of the **Association**.

39. MINUTES OF MEETINGS

The Secretary must keep minutes of the resolutions and proceedings of each **general meeting**, each **board** meeting and any urgent resolution made in accordance with

rule 32.

40. FUNDS

40.1. The Treasurer must:

40.1.1. collect and receive all moneys due to the **Association** and make all payments authorised by the **Association**; and

40.1.2. keep correct accounts and books showing the financial affairs of the **Association** with full details of all receipts and expenditure connected with the activities of the **Association**.

40.2. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the **board**.

40.3. The **board** may by resolution authorise the **Chief Executive Officer** to make payments on behalf of the **Association** by electronic funds transfer.

40.4. The funds of the **Association** shall be derived from **annual subscriptions**, donations and such other sources as the **board** determines.

41. AFFILIATED CLUBS

41.1. The **board** may, by resolution, affiliate clubs the members of which participate in weightlifting competitions conducted under the auspices of the **Association**.

41.2. Any club which seeks to be affiliated with the **Association** shall make application in writing in accordance with the by-laws of the **Association**.

42. SEAL

42.1. The common seal of the **Association** must be kept in the custody of the Secretary.

42.2. The common seal must not be affixed to any instrument except by the authority of the **board** and the affixing of the common seal must be attested to by the signatures either of two members of the **board**, one of whom must be an **executive director**.

43. NOTICE TO MEMBERS

43.1. Any notice that is required to be given to a **member**, by or on behalf of the **Association**, under these Rules may be given by:

43.1.1. delivering the notice to the **member** personally; or

43.1.2. sending it by:

- (i) prepaid post;
- (ii) email; or
- (iii) fax;

to the postal address, email address or fax number of **members** recorded in the register of **members**.

44. NOTICE TO SECRETARY

44.1. Any notice, or response, that is required to be given by a **member** to the Secretary under these Rules may be given by:

44.1.1. delivering the notice or response to the Secretary personally; or

44.1.2. sending it by:

- (i) prepaid post;
- (ii) email; or
- (iii) fax;

to the postal address, email address or fax number of the **Association**.

45. CUSTODY AND INSPECTION OF BOOKS AND RECORDS

45.1. Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the **Association**.

45.2. The Secretary must make available for inspection free of charge to any **member**, within 10 business days of the receipt by the Secretary of a request in writing:

- (a) all minutes of the resolutions and proceedings of each **general meeting**, each **board** meeting and any urgent resolution made in accordance with rule 32; and
- (b) all accounts, books, securities and any other **relevant documents** of the **Association**;

As are specified in that written request.

45.3. A **member** may make a copy of any accounts, books, securities and any other **relevant documents** of the **Association**.

46. BY-LAWS

46.1. The **board** may, from time to time, make by-laws for the administration or management of the **Association's** affairs.

46.2. The **board** may amend, replace or rescind any by-law of the **Association**.

46.3. The **Association** may, at a **general meeting**, amend, replace or rescind a by-law of the **Association**.

46.4. The amendment, replacement or rescission of a by-law of the **Association** by the **board**, or the **Association**, shall not affect the validity of any action taken by the **Association**, the **board** or any other person pursuant to that amended, replaced or

rescinded by-law as in force from time to time.

46.5. A by-law of the **Association**:

46.5.1. must be consistent with the provisions of these Rules; and

46.5.2. shall be binding upon the **members** as if it were a provision of these Rules.

47. ACCOUNTS

47.1. The accounts of the **Association** with respect to each **financial year** shall be presented in accordance with the **Act**.

48. WINDING UP

48.1. In the event of the winding up or the cancellation of the incorporation of the **Association**, the assets of the **Association** must be disposed of in accordance with the provisions of the **Act**.

APPENDIX 1

**FORM OF APPOINTMENT OF PROXY FOR MEETING OF
ASSOCIATION CONVENED UNDER RULE 9.7**

I,.....
(name)

of
(address)

being a member of
(name of Incorporated Association)

appoint
(name of proxy holder)

of
(address of proxy holder)

being a member of that Incorporated Association, as my proxy to vote for me on my behalf at
the appeal to the general meeting of the Association convened under rule 9.7, to be held on-

.....
(date of meeting)

and at any adjournment of that meeting.

I authorise my proxy to vote on my behalf at their discretion in respect of the following
resolution (insert details of resolution passed under rule 9.1).

.....
Signed
Date

APPENDIX 2

FORM OF APPOINTMENT OF PROXY

I,
(name)

of
(address)

being a member of
(name of Incorporated Association)

appoint
(name of proxy holder)

of
(address of proxy holder)

being a member of that Incorporated Association, as my proxy to vote for me on my behalf at the annual/special* general meeting of the Association to be held on

.....
(date of meeting)

and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against* the following resolution (insert details of resolution).

.....
Signed
Date

* Delete if not applicable

APPENDIX 3

NOMINATION FORM FOR ELECTION TO BOARD

I,.....
(name)

of
(address)

seek nomination for election to the Board of Directors as
(position)

.....
Signed
Date

I,.....
(name)

of
(address)

endorse this nomination.

.....
Signed
Date

I,.....
(name)

of
(address)

endorse this nomination.

.....
Signed
Date