

RULES
of
SPORTS FEDERATION OF VICTORIA
INCORPORATED
November 2019

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RULES

of

SPORTS FEDERATION OF VICTORIA INCORPORATED

1. NAME

The name of the association is Sports Federation of Victoria Incorporated, trading as Vicsport (**Vicsport**).

2. PURPOSES OF THE VICSPORT

The Purposes for which Vicsport 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 Vicsport 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 Vicsport in any manner which may further the interests of sport, recreation or Vicsport generally;
 - (g) pursuing, supporting, promoting and conducting such programs and projects that relate to sport and to the other activities of Vicsport generally; and
 - (h) assisting in the resolution of any matters affecting the interest of sport or of Vicsport;
- (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 Vicsport;
- (4) undertake and foster such commercial alliances as will or may further facilitate achievement of these Purposes, and otherwise engage in such commercial activities as are conducive to achievement of these 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 Vicsport and sport generally;
- (8) further develop Vicsport (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 Vicsport 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 these 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 VICSPORT

Solely for furthering the Purposes in **Rule 2** Vicsport has, in addition to the rights, powers and privileges conferred on it under the Act, the legal capacity and powers of a company limited by guarantee as set out under section 124 of the *Corporations Act*.¹

4. APPLICATION OF INCOME

- 4.1 The income and property of Vicsport shall be applied solely towards the promotion of the Purposes.
- 4.2 No portion of the income or property of Vicsport shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member, but this shall not

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

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 Vicsport is limited.

6. INTERPRETATION CLAUSE

6.1 These Rules expressly displace the model rules under the Act.

6.2 The specification of the Purposes in **Rule 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.

7. INTERPRETATION AND DEFINITIONS

7.1 Definitions

In these Rules, unless the contrary intention appears:

Act means the *Associations Incorporation Reform Act 2012* (Vic).

Affiliated Member means a Member under **Rule 8.4**.

Board means the Board of Vicsport, comprising Directors appointed under **Rule 21.2(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 under with **Rule 21.2(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, under **Rule 26.3**.

Delegate means a representative of an Affiliated Member appointed under **Rule 8.6**.

Deputy Chair means the Director appointed under **Rule 21.2(2)**.

Director shall be any of those persons appointed under **Rule 21.2(1)**, and where appropriate shall include any person appointed to fill a casual vacancy under **Rule 21.3**, or acting as a temporary replacement under **Rule 24.2(1)**.

Disciplinary Committee means the Committee appointed under **Rule 26.2**.

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

General Meeting means a meeting of Members convened under **Rules 14** and **15**.

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 Vicsport or any sport or any event, competition or activity conducted, promoted, underwritten, sponsored or administered by Vicsport.

Life Member means an individual appointed as a Life Member of Association under **Rule 8.3**.

Member means a member of Vicsport for the time being under **Rule 8**.

Purposes means the purposes of Vicsport in **Rule 2**.

Register means the register of Members kept under **Rule 10**.

Regulations means any regulations made by the Board under **Rule 39**.

Rules means these Rules of Vicsport.

Seal means the common seal of Vicsport (if any) and includes any official seal of Vicsport.

Secretary means the Secretary of Vicsport or 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.

7.2 Interpretation

In these Rules:

- (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.

7.3 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.

8. QUALIFICATIONS FOR MEMBERSHIP

8.1 Categories of Member

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

- (1) Affiliated Members;
- (2) Life Members; and
- (3) such other category or categories of Members in accordance with **Rule 8.2** below.

8.2 Creation of New Categories

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

8.3 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 Vicsport, 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 four (4) Life Members may be appointed in any one year.

8.4 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.

8.5 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) The Chief Executive Officer, or their delegate, shall, as soon as practicable, determine whether to approve or to reject the application.
- (3) If the Chief Executive Officer approves the application for membership, the Chief Executive Officer 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 8.5(5)**.
- (4) If the Chief Executive Officer does not approve a nomination for membership, the Chief Executive Officer shall, as soon as practicable, refer the application to the Board for decision. If the Board does not approve the nomination for membership, the CEO 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. There is no appeal against the decision.
- (5) 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.

- (6) 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.
- (7) This **Rule 8.5** also applies to applications to renew membership.

8.6 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, and such person shall be notified to Vicsport 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.

8.7 Effect of Membership

- (1) Members acknowledge and agree that:
 - (a) these Rules constitute a contract between each of them and Vicsport 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 Vicsport;
 - (d) the Rules and Regulations are necessary and reasonable for promoting the purposes of Vicsport; 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 Vicsport:
 - (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 Vicsport; and
 - (d) to conduct any activity approved by Vicsport.
- (3) A right, privilege or obligation of a person by reason of their membership of Vicsport:

- (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.

9. SUBSCRIPTIONS AND FEES

The annual membership subscriptions and fees payable by Members to Vicsport, 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.

10. REGISTER OF MEMBERS

10.1 Chief Executive Officer to Keep Register

The Chief Executive Officer shall keep and maintain a Register of Members 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, category of membership and date of entry of the name of each Member.

10.2 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 Vicsport, upon reasonable request, at the discretion of the Chief Executive Officer.

11. CESSATION OF MEMBERSHIP

11.1 Notice of Resignation

Any Member who has paid all monies due and payable to Vicsport may resign from Vicsport by giving one (1) month's notice in writing to Vicsport of such intention to resign and upon the expiration of that period of notice, the Member shall cease to be a member.

11.2 Expiration of Notice Period

Upon the expiration of a notice given under **Rule 11.1**, 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.

11.3 Failure to Re-Affiliate

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

11.4 Forfeiture of Rights

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

12. DISCIPLINE OF MEMBERS

12.1 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 Vicsport or sport generally; or
- (3) bring Vicsport or sport generally into disrepute.

12.2 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 seven (7) days, forward written details of the complaint to at least one (1) member of the Disciplinary Committee.

12.3 Consideration of Matter

- (1) The Disciplinary Committee shall, as soon as practicable after receiving a notice under **Rule 12.2(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 12.1**; 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 12.3(1)(a)**, it shall, as soon as practicable, give written notice to the complainant of its determination. There is no appeal against a decision made under **Rule 12.3(1)(a)**.
- (3) If the Disciplinary Committee determines the matter warrants further review under **Rule 12.3(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 one (1) or more of the following:
 - (i) attend that meeting;
 - (ii) give Vicsport, 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 seven (7) days after the date of the meeting, lodge with Vicsport a notice to the effect that they wish to appeal to the Board.

12.4 Meeting of Disciplinary Committee

The Disciplinary Committee may conduct the meeting convened in accordance with **Rule 12.3(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.

12.5 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 Vicsport be suspended for a specified period and/or terminated;
- (5) suspend the Member from membership of Vicsport for a specified period;
- (6) expel the Member from Vicsport; and/or
- (7) impose 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 12.1** above.

12.6 Effect of Resolution

Where the Member exercises a right of appeal to the Board under **Rule 12.3(3)(d)(iii)**, a resolution of the Disciplinary Committee under **Rule 12.5** does not take effect unless the Board confirms the resolution in accordance with this Rule.

12.7 Notice of Appeal to Board

Where Vicsport receives a notice under **Rule 12.3(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 Vicsport received such notice.

12.8 Proceedings of Board Meeting

At a Board meeting convened under **Rule 12.7**:

- (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.

12.9 Decision of Board

At a Board meeting convened under **Rule 12.7** the Directors may by Board Special Resolution confirm, revoke or alter the penalty imposed on the Member.

12.10 Decisions Binding

Decisions of the Board will be binding upon Vicsport and the Member. There is no further right of appeal against a decision of the Board under **Rule 12.9**.

12.11 Continuation of Rights

Until such time as the procedures set down under this **Rule 12** 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.

12.12 Bar to proceedings

Every Member acknowledges and agrees that this Rule 12.12 may be pleaded as an absolute bar to proceedings, suit or action against Vicsport, and agrees that they will not become a party to any suit, at law or equity, against Vicsport, its Directors and officers or any other person subject to these Rules, until all remedies allowed by these Rules have been exhausted, save with the written consent of Vicsport.

13. GRIEVANCE PROCEDURE

13.1 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 12.1**) between:

- (a) Members; or
- (b) a Member or Members and Vicsport;

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 facilitate the arrangement of the meeting referred to in **Rule 13.1(2)**.

13.2 Dispute referred to mediation

If the parties are unable to resolve the dispute at the meeting referred to in **Rule 13.1(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 13**.

13.3 Appointment of Mediator

If the matter proceeds to mediation in accordance with **Rule 13.2**, 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 13.1(2)**, which mediator shall be:

- (1) a 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 Vicsport, 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.

13.4 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 13.2** 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.

14. ANNUAL GENERAL MEETINGS

14.1 Annual General Meeting to be Held

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

14.2 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 Vicsport during the last preceding year;
- (3) elect the Directors; and
- (4) receive and consider the statement submitted by the Board in accordance with the Act.

14.3 Special Business

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

14.4 Additional Meetings

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

14.5 Entitlement to Attend Meeting

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

14.6 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.

15. SPECIAL GENERAL MEETINGS

15.1 Special General Meetings May be Held

The Board may, whenever it thinks fit convene a Special General Meeting of Vicsport 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.

15.2 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 Vicsport 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 one (1) month after the date on which the requisition is sent to Vicsport, the Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than three (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.

16. NOTICE OF MEETINGS

16.1 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 34**, stating the place, date and time of the meeting, the nature of the proposed

business to be transacted at the meeting and the manner in which the meeting will be held.

16.2 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 Vicsport which shall include that business in a notice calling the next General Meeting after the receipt of the notice.

17. PROCEEDINGS AT MEETINGS

17.1 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.

17.2 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.

18. PRESIDING AT MEETINGS

18.1 Chair to Preside

The Chair shall preside at each General Meeting of Vicsport.

18.2 Where Chair Absent

- (1) If the Chair is absent or is unwilling or unable to preside, the Deputy Chair shall preside; and
- (2) If the Chair and Deputy Chair are absent or are unwilling or unable to preside, the Board shall appoint one of its members to preside for the meeting.

19. ADJOURNMENT OF MEETINGS

19.1 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.

19.2 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 19.2(1)**, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

20. VOTING AT GENERAL MEETINGS

20.1 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 one (1) vote on behalf of the Affiliated Member at General Meetings; and
- (2) Life Members shall not be entitled to vote, but shall be entitled to participate in debate, at General Meetings.

20.2 Voting Procedure

- (1) All votes shall be given personally or by proxy.
- (2) Unless otherwise determined by the Chair and/or required by the manner by which the meeting is being held, a question arising at a General Meeting 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 Vicsport have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

20.3 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 Vicsport is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

20.4 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.

20.5 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.

20.6 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, which may include options for electronic voting.
- (2) 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.

21. BOARD

21.1 Powers of Board

- (1) The affairs of Vicsport shall be managed by a Board constituted under **Rule 21.2**.
- (2) Subject to these Rules and the Act, the Board:
 - (a) shall control and manage the business and affairs of Vicsport;
 - (b) may exercise all such powers and functions as may be exercised by Vicsport 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 Vicsport.

21.2 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 Vicsport'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; and
 - (b) up to two other Directors who may be appointed by the elected Directors under **Rule 21.2(1)(a)**.
- (2) The positions of Chair and Deputy Chair shall be appointed by the Board from amongst the Directors as soon as practicable after each Annual General Meeting. The appointees will hold their respective positions until the conclusion of the next Annual General Meeting following their appointment. A Director may be reappointed as Chair or Deputy Chair (as the case may be).
- (3) Each elected Director under **Rule 21.2(1)(a)** shall hold office until the conclusion of the third Annual General Meeting following the date of the Director's election, but the Director is eligible for re-election, subject to **Rule 21.2(6)**. For the avoidance of doubt, the Director's office shall commence at the conclusion of the Annual General Meeting at which they are elected. (4) Directors appointed under **Rule 21.2(1)(b)** shall be appointed for a term of three (3) years.
- (5) For each three year interval, up to three Directors shall be elected in the first year, up to three Directors shall be elected in the second year and up to two Directors shall be elected in the third year.
- (6) Should any adjustment to the term of Directors elected under **Rule 21.2(1)(a)** be necessary to ensure rotational terms in accordance with these Rules, this shall be determined by the Board. Elections to subsequent Boards shall then proceed in accordance with the procedure under **Rule 21.2(4)** of these Rules.
- (7) Directors may only be elected or appointed (as the case may be) for three (3) consecutive terms of three (3) years; so a total of nine (9) years.

21.3 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 four (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.

22. ELECTION OF DIRECTORS

22.1 Nominations of Candidates

- (1) Nominations of candidates for election as Directors shall be:
 - (a) made in writing, signed by 2 Affiliated Members of Vicsport and accompanied by the written consent of the nominee (which may be endorsed on the form of nomination); and
 - (b) delivered to Vicsport 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 the remaining vacancies may be filled as casual vacancies.
- (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.

22.2 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 Vicsport'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 Vicsport'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 one (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 one (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.

23. VACANCY ON THE BOARD

23.1 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 Vicsport;
- (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 Vicsport;
- (5) is prohibited from being a director of a company under the Corporations Act; or
- (6) fails to attend three (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.

23.2 Removal of Director by Members

- (1) Vicsport 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 23.2(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.

24. LEAVE OF ABSENCE

24.1 Grant of Leave of Absence

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

24.2 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 one (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 one (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.

25. QUORUM AND PROCEDURE AT BOARD MEETINGS

25.1 Convening a Board Meeting

- (1) The Board shall meet as required, but shall meet on at least three (3) occasions in each year.
- (2) Additional meetings of the Board may be convened by the Chair or by any three (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 two (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.

25.2 Quorum

- (1) Any four (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 **Rule 21.3(2)** and this **Rule 25.2**, the Board may act notwithstanding any vacancy.

25.3 Procedures at Meetings

- (1) At meetings of the Board:
 - (a) the Chair shall preside;
 - (b) if the Chair is absent or is unwilling or unable to preside, the Deputy Chair shall preside; and

- (c) if the Chair and Deputy Chair are absent or are 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 one (1) vote and if voting is equal on any question, the person presiding may exercise the second or casting vote.
- (4) A resolution in writing signed or assented to by any 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 (1) 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) if 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 (1) 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.

25.4 Minutes

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

26. DELEGATED POWERS AND DUTIES

26.1 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 under **Rule 26.1(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 25**.
- (5) Within seven (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.

26.2 Disciplinary Committee

- (1) The Board shall delegate its functions, powers or duties in relation to discipline of Members in accordance with **Rule 26.1** to a Disciplinary Committee, comprised of three (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 12** 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.

26.3 Appointment and Removal of the Chief Executive Officer

- (1) The Board must appoint a suitably qualified person to the position of Chief Executive Officer of Vicsport.
- (2) The term of an appointment under **Rule 26.3(1)** is at the discretion of the Board and shall be recorded in the Minutes of the Board meeting where the appointment was made.
- (3) The Board may, at its absolute discretion, review the performance and operating functions of the Chief Executive Officer.
- (4) During a Board meeting where a quorum is present, the Board may, by ordinary resolution, remove the person serving as Chief Executive Officer from that position before the expiry of their term of office.

26.4 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 Vicsport;
- (2) regularly report on the ongoing activities of, and issues relating to, Vicsport; and
- (3) carry out the functions of the Secretary of Vicsport in accordance with the Act, for the duration of the Chief Executive Officer's appointment.

27. MANAGEMENT OF FUNDS

- (1) The Board must ensure that the funds of Vicsport are managed in accordance with acceptable accounting procedures.
- (2) All cheques, drafts, bill of exchange, promissory notes and other negotiable instruments shall be signed in accordance with the Delegations Policy, as approved by the Board.

28. COMMON SEAL

- (1) The common seal of Vicsport 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 two (2) Directors or of one (1) Director and of the Secretary of Vicsport.

29. ALTERATION OF RULES

- (1) These Rules 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 30** or **31** without the consent of the relevant Minister under the Act.

30. DISSOLUTION

- (1) Every Member of Vicsport undertakes to contribute to the assets of Vicsport if it is wound up while a Member, or within one (1) year after ceasing to be a Member, for payment of the debts and liabilities of Vicsport 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 Vicsport, 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 Vicsport, but shall be given or transferred to some other organisation having purposes similar to the Purposes 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 Vicsport 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.

31. AUTHORITY TO TRADE

Vicsport is authorised to trade in accordance with the Act.

32. INDEMNITY

- (1) Every Director, officer, auditor, employee or agent of Vicsport shall be indemnified out of the property and assets of Vicsport 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) Vicsport 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 Vicsport; and
 - (b) in the case of an employee, performed or made in the course of, and within the scope of the employee's employment by Vicsport.

33. AUDIT

- (1) An auditor or auditors shall be duly appointed at the Annual General Meeting and will remain in office until the conclusion of the next Annual General Meeting.
- (2) The accounts of Vicsport 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.

34. SERVICE OF NOTICES

- (1) A notice may be served by or on behalf of Vicsport 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 Vicsport 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.

35. 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 Vicsport.

36. MEMBER'S ACCESS TO BOOKS AND OTHER DOCUMENTS

Members of Vicsport may apply to the Board to access the financial records, books, securities and other relevant documents of Vicsport. Upon receiving such a request, the Board may, at its absolute discretion, decide to permit or refuse the request. If the Board permits the request, it may impose conditions upon the Member's access.

37. MEMBER'S ACCESS TO MINUTES

- (1) Members of Vicsport may on request to the Board inspect and make copies of the minutes of General Meetings of Vicsport free of charge.
- (2) Members of Vicsport may request to access the Minutes of Board meetings. Upon receiving such a request, the Board may, at its absolute discretion, decide to permit or refuse the request.

38. SOURCES OF FUNDS

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

39. 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, in any way, oppose or be, in conflict with the Rules. Such Regulations and by-laws shall be available for inspection in Vicsport premises and duly circulated to Members.

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

I, _____ of _____

being a duly authorised Delegate of an Affiliated Member of Vicsport hereby appoint

_____ of

as my proxy to vote for me on behalf of my Affiliated Member at the General Meeting of Vicsport (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)