

ASSOCIATIONS INCORPORATION ACT 1991 (ACT)

STATEMENT OF PURPOSES

of

AUSTRALIAN VOLLEYBALL FEDERATION INCORPORATED (Registration No. A00368)

1 NAME OF FEDERATION

The name of the association is Australian Volleyball Federation Incorporated ("**Federation**").

2 OBJECTS OF FEDERATION

The Federation is the peak body for the administration of the sport of volleyball in Australia. The objects for which the Federation is established and maintained are to:

- (a) conduct, encourage, promote, advance, standardise, control and administer all forms of the sport of volleyball in and throughout Australia as a human endeavour;
- (b) provide for the conduct, encouragement, promotion and administration of the sport of volleyball through and by various Member States or other organisations for the mutual and collective benefit of the Members and the sport of volleyball;
- (c) act in good faith and loyalty to ensure the maintenance and enhancement of the Federation and volleyball, its standards, quality and reputation for the collective and mutual benefit of the Members and the sport of volleyball;
- (d) at all times operate with, and promote, mutual trust and confidence between the Federation and the Members in pursuit of these objects;
- (e) at all times to act on behalf of, and in the interests of, the Members and the sport of volleyball;
- (f) promote the economic and sporting success, strength and stability of the Federation and each Member State and to act interdependently with each Member State in pursuit of these objects;
- (g) affiliate and otherwise liaise with the Federation Internationale de Volleyball ("**FIVB**"), the Australian Olympic Committee, the Australian Sports Commission, the Asian Volleyball Confederation ("**AVC**") Oceania Zone and any other such organisation in the pursuit of these objects and the sport of volleyball;
- (h) ensure compliance with the rules and regulations as amended from time to time of the FIVB and the AVC;
- (i) ensure that a high standard of the sport of volleyball is maintained;
- (j) develop a sense of sportsmanship and a high degree of proficiency in competitors in the sport of volleyball;
- (k) enable competitors to achieve a high level of physical and mental fitness through the teaching and practice of the sport of volleyball;
- (l) apply the property and capacity of the Federation towards the fulfilment and achievement of these objects;

- (m) use and protect the Intellectual Property;
- (n) collect, distribute and publish information in connection with the sport of volleyball and international and national volleyball tournaments and competitions;
- (o) promote and control interstate, national and international (as directed by the FIVB) tournaments, competitions and championships;
- (p) strive for governmental, commercial and public recognition of the Federation and the sport of volleyball;
- (q) promulgate, and secure uniformity in, such rules as may be necessary or appropriate for the management and control of the sport of volleyball and related activities in Australia;
- (r) further develop the Federation as an organised institution and with these purposes in view, to foster, regulate, organise and manage examinations, competitions, displays and other activities and to issue badges, medallions and certifications and award trophies as appropriate;
- (s) review and/or determine any matters relating to the sport of volleyball which may arise or be referred to it by any Member State;
- (t) recognise any penalty imposed by any Member State (within the Member States' jurisdiction);
- (u) through or in association with the Member States or other entities or of itself, promote the health and safety of players, coaches, referees and officials registered with any Member State or other volleyball organisation;
- (v) through or in association with the Member States or other entities or of itself, encourage players, coaches, referees and officials registered with any Member State or other volleyball organisation to realise their potential and athletic abilities by extending to them the opportunity of education, and further participation, in the sport of volleyball;
- (w) conduct or commission research and development for improvements in the sport of volleyball and volleyball equipment generally;
- (x) pursue through itself or others such commercial arrangements, including sponsorship and marketing opportunities, as are appropriate to further the objects of the Federation and the sport of volleyball;
- (y) act as final arbiter (where applicable) on all matters pertaining to the conduct of the sport of volleyball in Australia, including disciplinary matters;
- (z) formulate or adopt and implement appropriate policies, including in relation to sexual harassment, equal opportunity, equity, drugs in sport, health, safety, privacy, junior and senior programs, infectious diseases and such other matters as arise from time to time as issues to be addressed in the sport of volleyball;
- (aa) represent the interests of its Members and of the sport of volleyball generally in any appropriate forum;
- (bb) have regard to the public interest in its operation;
- (cc) do all that is reasonably necessary to enable these objects to be achieved and to enable the Members to receive the benefits which these objects are intended to achieve;

- (dd) encourage and promote performance-enhancing drug free competition; and
- (ee) undertake and or do all things or activities which are necessary, incidental or conducive to the advancement of these purposes.

3 POWERS OF FEDERATION

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

- (a) purchase, take on lease or in exchange or otherwise acquire any real or personal estate which may be deemed necessary or convenient for any of the objects of the Federation and to sell, manage, lease, mortgage, give in exchange, dispose of or otherwise deal with any part of the rights or property of the Federation, whether subject to any charges or encumbrances or not and to erect, replace, maintain, reconstruct, adapt and furnish any offices or other buildings thereon and to sell, let, alienate, mortgage, charge or deal with all or any such lands, tenements or hereditaments or any part of them;
- (b) construct, maintain and alter any houses, buildings, grounds, playing surfaces, conveniences or works necessary or convenient for the purposes of, or which seem likely to advance, the Federation;
- (c) borrow and raise money in such manner as the Federation may think fit, including on bonds or mortgage or other security of any property held for or on behalf of the Federation or without any such security;
- (d) take, or otherwise acquire and hold shares, debentures or other securities of any company or body corporate;
- (e) take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price of any part of the Federation's property sold, or any money due to the Federation from any purchasers or others;
- (f) draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable and transferable instruments;
- (g) receive money on deposit with or without allowance of interest thereon;
- (h) invest and deal with any monies of the Federation, not immediately required for the objects of the Federation, in such manner as may from time to time be determined by the Board;
- (i) do all or any of the matters authorised either alone or in conjunction with any person, company or unincorporated body or by or through any factors, trustees or agents;
- (j) take any gift of property whether subject to any special trust or not for any one or more of the objects of the Federation, provided the Federation shall only deal with any such trusts in such manner as is allowed by law;
- (k) lend and advance money to, give credit to, or otherwise assist, any person or body corporate, including to guarantee or indemnify any person's or body corporate's performance;
- (l) take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purposes of procuring contributions to the funds of the Federation in the form of donations, annual subscriptions or otherwise;

- (m) subscribe to, become a member of or co-operate with any other organisation whether incorporated or not whose objects are similar, in whole or in part, to those of the Federation, so long as that other organisation prohibits the distribution of its income and property amongst its members at least to the extent provided under the Federation's Rules;
- (n) print and publish any newspapers, periodicals, books or leaflets and develop and implement any computer system or software package that the Federation may think desirable for the promotion of its objects;
- (o) appoint, hire, employ, remove, replace or reinstate secretaries, managers, servants, employees and other persons in and for the carrying out of the objects of the Federation and to pay them in return for services rendered to the Federation, salaries, wages and gratuities, as appropriate;
- (p) buy, sell and deal in all kinds of articles, commodities and provisions both liquid and solid for Members or other persons frequenting the premises or facilities of or under the control of the Federation;
- (q) subscribe to any charities and to grant donations for any public purpose. (Donations may not be made to political parties or for a political purpose);
- (r) produce, develop, create, licence and otherwise exploit, use and protect the Intellectual Property;
- (s) establish and maintain corporate entities to carry on and conduct the business affairs and undertakings, or any aspect thereof, of the Federation and for that purpose, to utilise any of the assets of or held on behalf of the Federation;
- (t) promote any other person or company for any purpose calculated to benefit the Federation;
- (u) amalgamate with any 1 or more incorporated Federations having objects altogether or in part similar to those of the Federation and which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Federation under the Rules;
- (v) purchase or otherwise acquire and undertake all or any part of the property, assets and liabilities of any 1 or more of the companies, institutions, societies or associations whose activities or purposes are similar to those of the Federation, or with which the Federation is authorised to amalgamate or generally for any purpose calculated to benefit the Federation;
- (w) transfer all or any part of the property, assets, liabilities and undertaking of the Federation to any 1 or more of the incorporated associations with which the Federation is authorised to amalgamate;
- (x) enter into arrangements with any government or authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Federation, and to obtain rights, privileges and concessions from such government or authority and carry out, exercise and comply with any such rights, privileges and concessions;
- (y) take and effect insurance or seek, obtain and in its discretion act on, any professional advice necessary or appropriate;
- (z) act as final arbiter (where applicable) on all matters pertaining to the conduct of the sport of volleyball in Australia, including disciplinary matters; and
- (aa) do all such acts and things as are incidental, conducive or subsidiary to all or any of the objects of the Federation.

4 APPLICATION OF INCOME

The income and property of the Federation shall be applied solely towards the promotion of the objects of the Federation as set out in this Statement of Purposes.

4.1 Except as prescribed in this Statement of Purposes:

- (a) no portion of the income or property of the Federation shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member; and
- (b) no remuneration or other benefit in money or money's worth shall be paid or given by the Federation to any Member who holds any office of the Federation.

4.2 Nothing contained in clauses 4.2(a) or (b) shall prevent payment in good faith of or to any Member for:

- (a) any services actually rendered to the Federation whether as an employee or otherwise;
- (b) goods supplied to the Federation in the ordinary and usual course of operation;
- (c) interest on money borrowed from any Member;
- (d) rent for premises demised or let by any Member to the Federation;
- (e) any out-of-pocket expenses incurred by the Member on behalf of the Federation; or
- (f) any other reason;

provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

5 LIABILITY OF MEMBERS

The liability of the Members of the Federation is limited.

6 MEMBERS' CONTRIBUTIONS

Every Member of the Federation undertakes to contribute to the assets of the Federation in the event of it being wound up while a Member, or within 1 year after ceasing to be a Member for payment of the debts and liabilities of the Federation contracted before the time at which ceases to be a Member, and the costs, charges and expenses of winding up and for an adjustment of the rights of contributors among themselves, such amount as may be required not exceeding \$1.00.

7 DISTRIBUTION OF PROPERTY ON WINDING UP

If upon winding up or dissolution of the Federation there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the Members of the Federation but shall be given or transferred to some body or bodies having purposes similar to the purposes of the Federation and which prohibits the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Federation by this Statement of Purposes and which is also not carried on for profit and which is similarly exempt (or entitled to be exempt) from income tax. Such body or bodies to be determined by the Members of the Federation at or before the time of dissolution, and in default thereof by such judge of the relevant Supreme Court or such other court as may have or acquire jurisdiction in

the matter.

ASSOCIATIONS INCORPORATION ACT 1991 (ACT)

RULES of

AUSTRALIAN VOLLEYBALL FEDERATION INCORPORATED (Registration No. A00368)

PART I - INTERPRETATION

1 NAME

The name of the Federation is Australian Volleyball Federation Incorporated ("**Federation**").

2 INTERPRETATION

2.1 Definitions

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

“**Act**” means the Associations Incorporation Act 1991 (ACT) or any other act under which the Federation may be incorporated from time to time.

“**Board**” means the body consisting of the Directors and the Chief Executive Officer under **Rule 23**.

“**By-Law**” means any by-law, regulation or policy made by the Board under **Rule 31**.

“**Charter**” means the agreement between the Member State and the Federation in relation to the respective rights and obligations of each party.

“**Chief Executive Officer**” means the person who is appointed under these Rules to carry out the duties set out in **Rule 29** (howsoever described).

“**Director**” means a member of the Board elected or appointed in accordance with these Rules and include the Independent Directors and Interested Directors, but does not include the Chief Executive Officer.

“**Financial Year**” means the year commencing 1 July and ending 30 June in any year.

“**General Meeting**” means the annual or any special general meeting of the Federation.

“**Independent Director**” means a Director appointed under **Rule 25**.

“**Individual Member**” means a registered financial individual member of a Member State.

“**Intellectual Property**” means all rights or goodwill subsisting in copyright, business names, names, trade marks (or signs), logos, designs, patents or service marks (whether registered or registrable) relating to the Federation or any Event, competition or volleyball activity of or conducted, promoted or administered by the Federation.

“**Interested Director**” means a Director elected under **Rule 24**.

“**Life Member**” means an individual upon whom Life Membership of the Federation has been conferred under **Rule 5.3**.

“Member” means a member for the time being of the Federation under **Part III** of these Rules.

“Member State” means an entity recognised under **Rule 3.1** to administer the sport of volleyball in its particular State or Territory.

“Official” means any administrator, coach, umpire, team manager, scorer, statistician or other person who has a position as an official in the sport of volleyball.

“Rules” means these Rules of the Federation and include the Statement of Purposes of the Federation.

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

“Special Resolution” means a resolution passed:

- (a) at a General Meeting of the Federation of which 21 days notice, accompanied by notice of intention to propose resolution as a special resolution, has been given to the Member in accordance with these Rules; and
- (b) by at least three quarters of votes of those Member States who, being entitled to vote, vote in person at the meeting.

“State” means a State of Australia and includes the Territories of Australia.

“State Acts” means the state associations incorporation legislation (by whatever name called) governing the Members, including the Act.

“State Affiliates” means organisations (whether incorporated, unincorporated or otherwise) affiliated as members of Member States.

“State Delegate” means the persons elected or appointed from time to time by a Member State to act for and on behalf of that Member State and represent the Member State at General Meetings.

2.2 Interpretation

In these Rules:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other genders;
- (e) references to persons include corporations and bodies politic;
- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any

legislative authority having jurisdiction); and

- (h) a reference to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

2.3 **Severance**

If any provision of these Rules or any phrase contained in them is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable. If the rule or phrase can not be so read down it shall be severed to the extent of the invalidity or unenforceability. Such severance shall not affect the remaining provisions of these Rules or affect the validity or enforceability of any provision in any other jurisdiction.

2.4 **Expressions in Act**

Except where the contrary intention appears, in these Rules, an expression that deals with a matter dealt with by a particular provision of the Act, has the same meaning as that provision of the Act.

PART II - MEMBER STATES

3 MEMBER STATES

3.1 **Recognition of Member States**

The entity which is recognised as the only official representative of and controlling authority for the sport of volleyball in a State (in the Board's sole discretion) is or shall be recognised as a Member State and shall administer the sport of volleyball in that particular State in accordance with the objects of the Federation. Each Member State shall be named according to the State in which it is located, which name must be approved by the Board.

3.2 **Compliance of Member States**

Each Member State shall:

- (a) be incorporated in its particular State;
- (b) elect or appoint up to 2 State Delegates to represent it at General Meetings in accordance with these Rules;
- (c) provide the Federation with copies of its audited accounts, annual report and other associated documents within 30 days of the Member State's annual general meeting;
- (d) adopt in principle, the objects of the Federation and adopt rules which reflect and which are, to the extent permitted or required by the State Acts, generally in conformity with these Rules; and
- (e) apply its property and capacity solely in pursuit of the objects of the Federation, the Member State and the sport of volleyball;
- (f) at all times act for the joint advantage of the Federation and the Members and the sport of volleyball;

- (g) do all that is reasonably necessary to enable the objects of the Federation to be achieved;
- (h) act in good faith and loyalty to ensure the maintenance and enhancement of the Federation and the sport of volleyball, its standards, quality and reputation for the collective and mutual benefit of the Members and the sport of volleyball;
- (i) at all times operate with, and promote, mutual trust and confidence between the Federation and the Members in pursuit of these objects;
- (j) at all times act on behalf of and in the interests of the Members and the sport of volleyball; and
- (k) comply with the terms and conditions of the Charter agreement between the Member State and the Federation as determined or amended by Special Resolution by the Member States in General Meeting.

3.3 **Operation of Rules**

The Federation and the Member States agree:

- (a) that they are bound by these Rules and that these Rules operate to create uniformity in the way in which the objects of the Federation and the sport of volleyball are to be conducted, encouraged, promoted and administered in Australia;
- (b) to comply with the terms and condition of the Charter agreement between the Member State and the Federation as determined or amended by Special Resolution by the Member States in General Meeting;
- (c) to act in good faith and loyalty to each other to ensure the maintenance and enhancement of the sport of volleyball, its standards, quality and reputation for the collective and mutual benefit of the Members and the sport of volleyball;
- (d) not to do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of the sport of volleyball, and its maintenance and enhancement;
- (e) to make full and proper disclosure to each other of all matters of importance to the Federation and the sport of volleyball;
- (f) not to acquire a private advantage at the expense of any of the Federation or any other Member State or the sport of volleyball;
- (g) to operate with mutual trust and confidence in pursuit of the objects of the Federation;
- (h) to promote the economic and sporting success, strength and stability of each other and to act interdependently with each other in pursuit of the objects of the Federation;
- (i) to act for and on behalf of the interests of the sport of volleyball, the Federation and the Members; and
- (j) that should a Member State have administrative, operational or financial difficulties, including but not limited to where a Member State:

- (i) takes or has taken or has instituted against it any action or proceeding, whether voluntary or compulsory, having as its object the winding up of the Member State; or
- (ii) enters into a composition or arrangement with its creditors, other than a voluntary winding up by members for the purpose of reconstruction or amalgamation; or
- (iii) a mortgagee or other creditor takes possession of any of its assets;

the Federation may, in its absolute discretion act to assist that Member State in whatever manner and on such conditions as the Federation considers appropriate, including, but not limited to the appointment of an administrator.

4 MEMBER STATE CONSTITUTIONS AND RULES

4.1 Constitution

The constituent documents of each Member State shall clearly reflect the objects of the Federation and shall be in a form acceptable to the Board, with such incidental variations as are necessary or appropriate, having regard to the State Act applicable to each Member State.

4.2 Amendments to Member State Constitutions

Each Member State shall take all steps necessary to ensure its constituent documents and rules are in a form acceptable to the Board and shall ensure its documents are amended in conformity with future amendments made to these Rules, subject to any prohibition or inconsistency in any relevant State Act.

4.3 Register of Members

Each Member State shall maintain, in a form and with such details as are acceptable to the Federation, a register of all State Affiliates and Individual Members in its State. Each Member State shall provide a copy of the register at a time and in a form acceptable to the Federation, and shall provide prompt and regular updates of that register to the Federation when requested by the Board.

PART III - MEMBERSHIP

5 MEMBERS

5.1 Class of Members

The Members of the Federation shall consist of:

- (a) the Member States, which subject to these Rules, shall be represented by their State Delegates who have the right to be present, debate and vote at General Meetings for and on behalf of the Member States;
- (b) Life Members, who subject to these Rules, may attend and debate at General Meeting in the discretion of the Board, but otherwise have no right to vote at General Meetings;
- (c) State Affiliates, who have no right to attend, debate or vote at General Meetings;

- (d) Individual Members, who have no right to attend, debate or vote at General Meetings;
- (e) such new classes of Members, created in accordance with **Rule 5.2** below.

5.2 **Creation of New Categories**

The Board has the right and power from time to time to create new categories of membership with such rights, privileges and obligations as are determined applicable (other than voting rights), even if the effect of creating a new category is to alter rights, privileges or obligations of an existing class of Members. No new category of membership may be granted voting rights.

5.3 **Life Members**

- (a) The Board or a Member State may nominate a person who has rendered distinguished or special service to volleyball at the national level, for life membership. The nomination must be on the prescribed form (if any) and must be submitted to the Chief Executive Officer at least 60 days before the date set down for the Annual General Meeting.
- (b) The nomination for Life Member shall be considered at the Annual General Meeting. A resolution of the Annual General Meeting to confer life membership must be passed by Special Resolution. The vote on such resolution will be taken by secret ballot.
- (c) Conditions, obligations and privileges of life membership shall be as prescribed in the By-Laws.

6 SUBSCRIPTIONS AND FEES

- 6.1 Fees, including annual membership fees, payable by Members (or any class of Members) to the Federation, the basis of, the time for and the manner of payment shall be as determined by the Board.
- 6.2 The Board may also require that fees be levied upon all State Affiliates and Individual Members by the Member States, and the Member States shall collect such prescribed fees and remit them to the Federation. Such fees when levied will be in the nature of a "capitation" fee.
- 6.3 Monies payable to the Federation by the Members under this **Rule 6** shall be forwarded to the Federation, for the Federation's use by such dates as are prescribed by the Board.
- 6.4 Any Member which or who has not paid all monies due and payable by that Member to the Federation shall (subject to the Board's discretion) have all rights under these Rules immediately suspended from the expiry of the time prescribed for payment of those monies. Such rights will be suspended until such time as the monies are fully paid or otherwise in the Board's discretion. In the meantime, the Member shall have no automatic right to resign from the Federation, and shall be dealt with in the Board's discretion, which includes the right to expel, suspend, disqualify, fine, discipline or retain that Member as a Member, or impose such other conditions or requirements as the Board considers appropriate.

7 STATE AFFILIATES AND INDIVIDUAL MEMBERS

7.1 Deeming Provisions

- (a) All persons who were individual members or officials of State Affiliates prior to the time of approval of these Rules under the Act, shall be deemed Individual Members or Officials from the time of approval of these Rules under the Act, and will be entitled to such benefits as are conferred on them by the Federation, whether directly or indirectly.
- (b) All parties which were affiliated associations or state associations prior to the time of approval of these Rules under the Act, shall be deemed State Affiliates or Member States respectively from the time of approval of these Rules under the Act. The State Affiliates are entitled to such benefits as are conferred on them by the Federation whether directly or indirectly.
- (c) Member States shall have 1 year from the approval of these Rules under the Act in which to amend their constitution in accordance with these Rules, and for such time as their constitutions do not conform shall not be unduly penalised for such non-compliance, to the extent that such non-compliance is not wilful or calculated to cause harm or prejudice to the Federation.
- (d) The Member States shall, whenever requested by the Federation, provide to the Federation, such details of State Affiliates and Individual Members as are required by the Federation under these Rules within one month of the approval of these Rules under the Act.

7.2 Membership Renewal

In order to remain Members, Individual Members and State Affiliates must:

- (a) renew their membership with their respective Member State annually;
- (b) otherwise remain registered financial members of their Member State in accordance with the procedures applicable from time to time; and
- (c) must pay the annual fees prescribed by the Federation from time to time (if any) to the Federation through their respective Member State.

8 REGISTER OF MEMBERS

8.1 Chief Executive Officer to Keep Register

The Chief Executive Officer shall keep and maintain a register of Members in which shall be entered such information as is required under the Act from time to time.

8.2 Inspection of Register

Having regard to confidentiality considerations, an extract of the Register, excluding the address of any Life Member, Director, State Delegate or Individual Member, shall be available for inspection (but not copying) by Members, upon reasonable request.

8.3 Annual Return Statement

The annual return of the Federation shall publish the place at which the Register is available for inspection.

9 EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

- (a) these Rules constitute a contract between each of them and the Federation and that they are bound by the Rules and the By-Laws;
- (b) they shall comply with and observe these Rules and the By-Laws and any determination, resolution or policy which may be made or passed by the Board or any duly authorised delegated entity under Rule 30;
- (c) by submitting to these Rules and the By-Laws they are subject to the jurisdiction of the Federation;
- (d) these Rules are made in pursuit of a common object, namely the mutual and collective benefit of the Federation, the Members and the sport of volleyball;
- (e) the Rules and By-Laws are necessary and reasonable for promoting the objects of the Federation and particularly the advancement and protection of the sport of volleyball; and
- (f) they are entitled to all benefits, advantages, privileges and services of Federation membership.

10 DISCONTINUANCE OF MEMBERSHIP

10.1 Notice of Resignation

Subject to these Rules any Member which has paid all monies due and payable to the Federation and has no other liability (contingent or otherwise) to the Federation may resign from the Federation by giving 3 months' notice in writing to the Federation of such intention to withdraw or resign and upon the expiration of that period of notice, the Member shall cease to be a Member. A Life Member who has paid all monies due and payable to the Federation may resign by notice in writing with immediate effect.

10.2 Expiration of Notice Period

Subject to **Rule 10.6** upon the expiration of any notice period applicable under **Rule 10.1** 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.

10.3 Member's Failure to Comply

Notwithstanding **Rule 11**, where a Member fails to comply with its financial and reporting obligations under these Rules and By-Laws, the Board may determine that Member to be not of good standing. On determination that a Member is not of good standing, the Board may give notice to the Member of:

- (a) the Board's determination; and
- (b) the grounds for the Board's determination;

and request that the Member show cause within one month from the date of that notice as to why action should not be taken against the Member. The Member's failure to respond or act to the Board's satisfaction (including assurances or compliance with its obligations) may result in the Board suspending or terminating the Member's membership of the Federation, or otherwise imposing such conditions on the Member's membership, as the Board sees fit. Nothing in this clause effects the operation of **Rules 6.4**.

10.4 **Forfeiture of Rights**

A Member who or which ceases to be a Member, for whatever reason, shall forfeit all right in and claim upon the Federation and its property including Intellectual Property. Any Federation documents, records or other property in the possession, custody or control of that Member shall be returned to the Federation immediately.

10.5 **Membership may be Reinstated**

Membership which has lapsed, been withdrawn or terminated under these Rules may be reinstated at the discretion of the Board, on application in accordance with these Rules and otherwise on such conditions as it sees fit.

10.6 **Cessation of Membership**

Where a Member State ceases to be a Member in accordance with these Rules or the Act, the Individual Members and State Affiliates of that Member States may cease or remain Members to the extent (if any) and for such time (if any) as is determined in the sole discretion of the Board.

11 **DISCIPLINE OF MEMBERS**

11.1 **Disciplinary Action**

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

- (a) breached, failed, refused or neglected to comply with a provision of these Rules, the By-Laws or any resolution or determination of the Board or any duly authorised delegated entity under Rule 30; or
- (b) acted in a manner unbecoming of a Member or prejudicial to the objects and interests of the Federation and/or volleyball; or
- (c) brought the Federation or volleyball into disrepute;

the Board may commence or cause to be commenced disciplinary proceedings ("proceedings") against that Member, and that Member will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms of the Federation set out in the By-Laws.

PART IV - GENERAL MEETINGS

12 **STATE DELEGATES**

12.1 **Appointment of State Delegates**

Each Member State shall appoint up to two State Delegates for such term as is deemed appropriate by the Member State. A State Delegate must:

- (a) be an Individual Member of a Member State; and
- (b) be appropriately empowered by the appointing Member State to consider, make decisions and vote at General Meetings.

12.2 **Member State to Advise**

Each Member State shall, at least 21 days prior to any General Meeting, advise the Chief Executive Officer of:

- (a) its appointed State Delegates;
- (b) which of the State Delegates will exercise the votes for the Member State; and
- (c) how many votes of the Member State each State Delegate will exercise.

13 GENERAL MEETINGS

- 13.1 An Annual General Meeting of the Federation shall be held in accordance with the provisions of the Act and these Rules and on a date and at a venue to be determined by the Board.
- 13.2 All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with these Rules.

14 NOTICE OF GENERAL MEETING

14.1 Notice of General Meetings

- (a) Notice of every General Meeting shall be given to Member States at the address appearing in the Register kept by the Federation. No other person shall be entitled as of right to receive notices of General Meetings. Life Members may be invited to attend in the discretion of the Board.
- (b) Notice of General Meeting shall be given at least sixty (60) days prior to the General Meeting and shall specify the place and day and hour of the General Meeting.
- (c) The agenda for the General Meeting stating the business to be transacted at the General Meeting shall be given at least thirty (30) days prior to the General Meeting, together with any notice of motion received from Member States. Documents to be considered at the Annual General Meeting shall be forwarded to the Member States fourteen (14) days prior to the Annual General Meeting.

14.2 Entitlement to Attend General Meeting

Notwithstanding any other Rule, no Member shall be represented at, or take part in a General Meeting, unless all monies (set in accordance with Rule 6) then due and payable to the Federation are paid.

15 BUSINESS

15.1 Business of General Meetings

- (a) The business to be transacted at the Annual General Meeting includes the consideration of accounts, reports of the Board and auditors, the election of Directors and Life Members and (if required) the appointment of Patrons.
- (b) All business that is transacted at a General Meeting, and also all that is transacted at the Annual General Meeting, with the exception of those matters set out in **Rule 15.1(a)** shall be special business. "Special business" is business of which a notice of motion has been submitted in accordance with **Rule 16**.

15.2 Business Transacted

No business other than that stated on the notice shall be transacted at that meeting.

16 NOTICES OF MOTION

All notices of motion for inclusion as special business at a General Meeting must be submitted in writing (in the required form) to the Chief Executive Officer not less than 45 days (excluding receiving date and meeting date) prior to the General Meeting.

17 SPECIAL GENERAL MEETINGS

17.1 Special General Meetings May be Held

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

17.2 Requisition of Special General Meetings

- (a) The Board shall on the requisition in writing of 3 Member States convene a Special General Meeting.
- (b) The requisition for a Special General Meeting shall state the object(s) of the meeting, shall be signed by the Member States making the requisition and be sent to the Federation. The requisition may consist of several documents in a like form, each signed by 1 or more of the Member States making the requisition.
- (c) If the Board does not cause a Special General Meeting to be held within 3 months after the date on which the requisition is sent to the Federation, the Member States making the requisition, or any of them, may convene a Special General Meeting to be held not later than 3 months after that date.
- (d) A Special General Meeting convened by Member States 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.

18 PROCEEDINGS AT GENERAL MEETINGS

18.1 Quorum

No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings of the Federation shall be 50% plus 1 of the Member States.

18.2 President to Preside

The President shall, subject to these Rules, preside as Chair at every General Meeting of the Federation. If the President is not present, or is unwilling or unable to preside, the Vice President shall, subject to these Rules, preside as chair for that meeting only. If the Vice President is not present, or is unwilling or unable to preside, the Directors shall choose one of their number present who shall, subject to these Rules, preside as chair for that meeting only.

18.3 Adjournment of Meeting

- (a) If within half an hour from the time appointed for the General Meeting or such other time as determined by the Chair in their reasonable discretion, a quorum is not present the meeting shall be adjourned to such other day and at such other time and place as the Chair may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the

meeting will lapse.

- (b) The Chair may, with the consent of any General Meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a General Meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (d) Except as provided in **Rule 18.3(c)** it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

18.4 **Voting Procedure**

At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded:

- (a) by the Chair; or
- (b) by 2 Delegates.

18.5 **Recording of Determinations**

Unless a poll is demanded under **Rule 18.4**, a declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Federation shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

18.6 **Where Poll Demanded**

If a poll is duly demanded under **Rule 18.4** it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chair directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

18.7 **Resolutions at General Meetings**

Except where a Special Resolution is required, all questions at General Meetings shall be determined by the majority of votes (as set out in **Rule 19**). If however 3 Member States can have the majority of votes in accordance with **Rule 19**, all questions at General Meetings shall then be determined by a majority of Member States.

18.8 **Minutes**

The Chief Executive Officer shall keep minutes of the resolutions and proceedings of each General Meeting in books provided for that purpose, together with a record of the names of persons present at all meetings. The Chief Executive Officer shall forward all Member States a copy of the General Meeting minutes within 30 days of the General Meeting.

19 VOTING AT GENERAL MEETINGS

Each Member State in attendance shall, subject to these Rules, be entitled to vote at General Meetings. No other Member shall be entitled to vote, but shall subject to these Rules have, and be entitled to exercise, those rights set out in **Rule 5.1**. The number of votes per Member State shall be determined on the basis of capitation fees paid to the Federation in the prior Financial Year. Each Member State shall be ranked in order, with 1 representing the Member State paying the greatest in capitation fees to the Federation in the prior Financial Year, 2 representing the Member State paying the next greatest in capitation fees to the Federation in the prior Financial Year and so on. The Member States shall be entitled to the following number of votes based on their capitation fee ranking:

- (a) the Member States ranked 1, 2 and 3 shall be entitled to 4 votes;
- (b) the Member States ranked 4, 5 and 6 shall be entitled to 3 votes; and
- (c) the remaining Member States shall be entitled to 2 votes.

20 PROXY AND POSTAL VOTING

20.1 Proxy Voting Not Permitted

Proxy voting shall NOT be permitted at General Meetings.

20.2 Postal Ballot

Should an issue arise between General Meetings which requires a decision or ratification by Member States the Board may call a postal vote in such manner as it considers necessary.

PART V - THE BOARD

21 EXISTING BOARD MEMBERS

21.1 Upon approval of these Rules under the Act, the four elected directors of the board of the Federation shall be deemed to hold the Interested Director positions on the Board as set out in **Rule 23**. As soon as practicable after the approval of these Rules under the Act, the deemed Interested Directors shall call a special general meeting for the purposes of electing the 5 Interested Directors in accordance with these Rules (with such necessary or incidental amendments necessary as determined by the deemed Interested Directors).

21.2 Three of the Interested Directors elected shall hold office until the conclusion of the third Annual General Meeting following and 2 of the Interested Directors elected shall hold office until the conclusion of the second Annual General Meeting following, to allow for alternative elections of Interested Directors. The term of office to be held by each of the Interested Directors elected in accordance with this Rule 21 shall be determined by lot.

21.3 The Interested Directors elected in accordance with **Rule 21.2**, may appoint 2 Independent Directors in accordance with these Rules. One of the Independent Directors appointed shall hold office until six week after the conclusion of the second Annual General Meeting following and 1 of the Independent Directors appointed shall hold office until six weeks after the conclusion of the next Annual General Meeting following, to allow for alternative appointment of Independent Directors.

21.4 The person known as the "General Manager" of the Federation at the time of approval of these Rules under the Act shall be deemed to hold the position of Chief Executive Officer under these Rules, subject to contractual arrangements.

22 POWERS OF THE BOARD

Subject to the Act and these Rules the business of the Federation shall be managed, and the powers of the Federation shall be exercised, by the Board. In particular, the Board as the controlling authority of the Federation shall be responsible for acting on all national issues in accordance with the objects of the Federation and shall operate for the collective and mutual benefit of the Federation, the Members and the sport of volleyball throughout Australia and shall:

- (a) govern the sport of volleyball in Australia in accordance with the objects of the Federation;
- (b) determine major strategic directions of the Federation;
- (c) determine policies;
- (d) review the Federation's performance in achieving its pre-determined aims, objectives and policies; and
- (e) manage international responsibilities.

23 COMPOSITION OF THE BOARD

23.1 Board Composition

The Board shall comprise:

- (a) Five (5) Interested Directors elected by the Member States in accordance with **Rule 24**;
- (b) Two (2) Independent Directors which may be appointed in accordance with **Rule 25**.

23.2 President, Vice President and Finance Director

The positions of President, Vice-President and Finance Director shall be appointed by the Board from amongst the Directors as soon as practicable after each Annual General Meeting. The appointee will hold the position until the conclusion of the next Annual General Meeting following their appointment. A Director may be re-appointed as President, Vice- President or Finance Director.

24 ELECTION OF INTERESTED DIRECTORS

24.1 Qualifications for Interested Directors

- (a) Nominees for Interested Director positions on the Board must meet the qualifications as prescribed from time to time by the Board and set out in these Rules or in By-Laws.
- (b) Nominees for Interested Director positions on the Board must declare any position they hold in a Member State, including as an office bearer, director or a paid appointee. If the nominee is elected they must resign from their position in the Member State, including but not limited to a position as officer, director or a paid appointee.

24.2 Elections of Interested Directors

- (a) The Chief Executive Officer shall call for nominations sixty (60) days before the date of the Annual General Meeting. All Member States shall be notified of the call for nominations.
- (b) Nominations for Interested Directors must be:
 - (i) in writing;
 - (ii) on the prescribed form (if any) provided for that purpose;
 - (iii) signed by a Member State; and
 - (iv) certified by the nominee (who must be a Member) expressing his or her willingness to accept the position for which he or she is nominated.
- (c) Nominations must be received by the Chief Executive Officer at least forty five (45) days prior to the Annual General Meeting.
- (d) If the number of nominations received for the Board is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board, then those nominated shall be declared elected at the Annual General Meeting and further nominations shall be called for at the Annual General Meeting from the floor.
- (e) If the number of nominations exceeds the number of vacancies to be filled, the Chief Executive Officer shall advise of (whether by way of voting papers, electronic means or otherwise) the names of the nominees in alphabetical order. The election shall be determined by secret ballot.
- (f) Vote counting by exhaustive preference
 - (i) Election of one person - If a nominee has received an absolute majority of the first preferences cast, that person is declared elected. If no nominee is in that position, the nominee with the lowest number of first preferences is eliminated, and a re-ballot conducted. If any nominee has an absolute majority of the first preferences cast at that stage (after the re-ballot), then that person is declared elected. If no nominee is in that position, then the nominee with the lowest number of first preference votes at that stage is eliminated and a further re-ballot conducted. This process is repeated until a nominee has an absolute majority of first preferences cast. If in the case of two nominees for the election of one person, there is a deadlock in the first preferences cast, there shall be a re-ballot. If there is a deadlock after the re-ballot, the election of the nominees shall be determined by lot.
 - (ii) Election of two or more persons – If any nominee has more than an absolute majority of the first preferences cast, that person is declared elected and is called the “first elected candidate”. If no nominee is in that position, elimination of nominees is carried out as described in **Rule 24.2(f)(i)** above, until one nominee reaches the required absolute majority of votes and becomes the “first elected candidate”. Upon the first elected candidate being determined, new ballot papers shall be prepared with the names of the remaining nominees and the procedure set out in this **Rule 24.2(f)(ii)** repeated to ascertain the “second elected candidate”. This process is repeated until the required number of

nominees have been elected. No nominee is declared elected until credited with the absolute majority of first preferences cast.

24.3 Term of Appointment

- (a) Interested Directors shall be elected in accordance with these Rules for a term of 2 years, which shall commence from the conclusion of the Annual General Meeting at which the election occurred until the conclusion of the second Annual General Meeting following.
- (b) Three Interested Directors shall be elected in each year of odd number and 2 Interested Director shall be elected, in each year of even number.
- (c) Should any adjustment to the term of Interested Directors elected under these Rules 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 procedures in these Rules with approximately half the Board retiring each year.

25 APPOINTMENT OF INDEPENDENT DIRECTORS

25.1 Appointment of Independent Directors

The Interested Directors may appoint 2 Independent Directors.

25.2 Qualifications for Independent Directors

The Independent Directors may have specific skills in commerce, finance, marketing, law or business generally or such other skills which compliment the Board composition, but need not have experience in or exposure to volleyball. They do not need to be Members of the Federation.

25.3 Term of Appointment

- (a) Independent Directors may be appointed by the Interested Directors in accordance with these Rules for a term of 2 years, which shall commence six weeks after the Annual General Meeting until six weeks after the conclusion of the second Annual General Meeting following.
- (b) One Independent Directors may be appointed in each year of odd number and 1 Independent Director may be appointed, in each year of even number.
- (c) Should any adjustment to the term of Independent Directors appointed under these Rules be necessary to ensure rotational terms in accordance with these Rules, this shall be determined by the Board. Appointments to subsequent Boards shall then proceed in accordance with the procedures in these Rules with approximately half the Board retiring each year.

26 VACANCIES OF BOARD MEMBERS

26.1 Grounds for Termination of Director

In addition to the circumstances (if any) in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:

- (a) dies;

- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (c) 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;
- (d) resigns his office in writing to the Federation;
- (e) is absent without the consent of the Board from 3 consecutive meetings of the Board;
- (f) holds any office of employment of the Federation;
- (g) without the prior consent or later ratification of the Members in General Meeting holds any office of profit under the Federation;
- (h) is directly or indirectly interested in any contract or proposed contract with the Federation and fails to declare the nature of his interest;
- (i) is suspended or expelled from membership of his Member State without further course under these Rules or the rules of the Member State or otherwise loses or is disqualified from the qualification on which his appointment was based;
- (j) is removed from office by Special Resolution under **Rule 26.2**; or
- (k) would otherwise be prohibited from being a director of a corporation under the *Corporations Law*.

26.2 **Removal of a Director**

- (a) The Federation in a General Meeting may by Special Resolution remove any Director, before the expiration of their term of office. If a Director is removed in accordance with this Rule the office of the Director becomes vacant and shall be filled in accordance with the procedure set out in **Rule 26.3**.
- (b) Where the Director to whom a proposed resolution referred to in **Rule 26.2(a)** makes representations in writing to the Chief Executive Officer and requests that such representations be notified to the Members, the Chief Executive Officer may send a copy of the representations to each Member State 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.

26.3 **Casual Vacancies**

- (a) Any Interested Director casual vacancy shall be filled either by a postal ballot or at the next General Meeting of the Federation. The postal ballot shall, with any necessary or incidental amendment as determined by the Board, follow the procedure for the election of Interested Directors under **Rule 24.2**.
- (b) Any Independent Director casual vacancy may be filled by the remaining Directors from among appropriately qualified person.
- (c) Any casual vacancy may only be filled for the remainder of the Director's term under these Rules.

26.4 **Remaining Directors May Act**

In the event of a casual vacancy or vacancies in the office of a Director, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum in accordance with **Rule 26.3**.

27 **MEETINGS OF THE BOARD**

27.1 **Board to Meet**

The Board shall meet as often as is deemed necessary in every calendar year for the dispatch of business and may adjourn and, subject to these Rules otherwise regulate, its meetings as it thinks fit. The Chief Executive Officer shall, on the requisition of 3 Directors, convene a meeting of the Board within a reasonable time.

27.2 **Decisions of Board**

Subject to these Rules, questions arising at any meeting of the Board shall be decided by a majority of votes and all questions so decided shall for all purposes be deemed a determination of the Board. All Directors shall have 1 vote on any question. The Chief Executive Officer shall not be entitled to vote. The Chair shall also have a casting vote where voting is equal.

27.3 **Resolutions not in Meeting**

- (a) A resolution in writing, signed or assented to by telegram, cablegram, radiogram, facsimile, telex or other form of visible or other electronic communication by all the Directors shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. Any such resolution may consist of several documents in like form each signed by 1 or more of the Directors.
- (b) Without limiting the power of the Board to regulate their meetings as they think fit, a meeting of Board may be held where 1 or more of the Directors is not physically present at the meeting, provided that:
 - (i) 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;
 - (ii) 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;
 - (iii) in the event that a failure in communications prevents condition (i) 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 article to be held, then the meeting shall be suspended until condition (i) is satisfied again. If such condition is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated;
 - (iv) any meeting held where 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 Chairperson of the meeting is located.

27.4 **Quorum**

At meetings of the Board the number of Directors whose presence (or participation under **Rule 27.3**) is required to constitute a quorum is 50% plus 1 of the number of Directors, but in any case no less than 4 Directors.

27.5 **Notice of Board Meetings**

Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence) not less than 7 days' written notice of the meeting of the Board shall be given to each Directors. The agenda shall be forwarded to each Director not less than 3 days prior to such meeting.

27.6 **Validity of Board Decisions**

A procedural defect in decisions taken by the Board shall not result in such decision being invalidated.

27.7 **President to Preside**

The President shall preside as Chair at every meeting of the Board, If the President is not present, or is unwilling or unable to preside, the Vice President shall preside as chair for that meeting only. If the Vice President is not present, or is unwilling or unable to preside, the Directors shall choose one of their number to preside as chair for that meeting only.

28 CONFLICTS

28.1 **Directors' Interests**

A Director is disqualified by holding any place of profit or position of employment in the Federation, any Member State or in any company or incorporated association in which the Federation is a shareholder or otherwise interested or from contracting with the Federation either as vendor, purchaser or otherwise except with express resolution of approval of the Board. Any such contract or any contract or arrangement entered into by or on behalf of the Federation in which any Director is in any way interested will be voided for such reason.

28.2 **Conflict of Interest**

A Director shall declare his interest in any:

- (a) contractual matter;
- (b) selection matter;
- (c) disciplinary matter; or
- (d) other financial matter;

in which a conflict of interest arises or may arise, and shall, unless otherwise determined by the Board, absent himself from discussions of such matter and shall not be entitled to vote in respect of such matter. If the Director votes, the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Director to absent himself from discussions and refrain from voting, the issue should be immediately determined by vote

of the Board, or if this is not possible, the matter shall be adjourned or deferred.

28.3 **Disclosure of Interests**

The nature of the interest of such Director must be declared by the Director at the meeting of the Board at which the contract or other matter is first taken into consideration if the interest then exists or in any other case at the first meeting of the Board after the acquisition of the interest. If a Director becomes interested in a contract or other matter after it is made or entered into the declaration of the interest must be made at the first meeting of the Board held after the Director becomes so interested.

28.4 **General Disclosure**

A general notice that a Director is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under **Rule 28.3** as regards such Director and the said transactions. After such general notice it is not necessary for such Director to give a special notice relating to any particular transaction with that firm or company.

28.5 **Recording Disclosures**

It is the duty of the Chief Executive Officer to record in the minutes any declaration made or any general notice as aforesaid given by a Director in accordance with **Rule 28.3 and 28.4**.

29 **CHIEF EXECUTIVE OFFICER**

29.1 **Appointment of Chief Executive Officer**

The Chief Executive Officer shall be appointed by the Board for such term and on such conditions as it thinks fit. The Chief Executive Officer, shall be entitled to notice of, attend and participate in debate at, all meetings of the Board, but shall have no entitlement to vote.

29.2 **Chief Executive Officer to Act as Secretary**

The Chief Executive Officer shall act as and carry out the duties of secretary (and unless prohibited by law), public officer of the Federation and shall administer and manage the Federation in accordance with these Rules.

29.3 **Specific Duties**

The Chief Executive Officer shall:

- (a) as far as practicable attend all Board meetings and General Meetings;
- (b) prepare the agenda for all Board meetings and all General Meetings;
- (c) record and prepare minutes of the proceedings of all meetings of the Board and the Federation; and
- (d) regularly report on the activities of, and issues relating to, the Federation.

29.4 **Broad Power to Manage**

Subject to the Act, these Rules, the By-Laws and any directive of the Board, the Chief Executive Officer has power to perform all such things as appear necessary or desirable for the proper management and administration of the Federation. No resolution passed

by the Federation in General Meeting shall invalidate any prior act of the Chief Executive Officer or the Board which would have been valid if that resolution had not been passed.

29.5 Chief Executive Officer may Employ

The Chief Executive Officer, in consultation with the Board, may employ such office personnel as are deemed necessary from time to time and such appointments shall be for such period and on such conditions as the Chief Executive Officer and the Board determine.

PART VI - MISCELLANEOUS

30 DELEGATIONS

30.1 Board may Delegate Functions

The Board may by instrument in writing create or establish or appoint from among its own members, the Members, or otherwise, committees, commissions, individual officers or consultants to carry out such duties and functions, and with such powers, as the Board determines.

30.2 Delegation by Instrument

The Board may in the establishing instrument delegate such functions as are specified in the instrument, other than:

- (a) this power of delegation; and
- (b) a function imposed on the Board or the Chief Executive Officer by the Act or any other law, or these Rules or by resolution of the Federation in General Meeting.

30.3 Delegated Function Exercised in Accordance With Terms

A function, the exercise of which has been delegated under this Rule, may whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

30.4 Procedure of Delegated Entity

The procedures for any delegated entity shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under these **Rule 27**. The quorum shall be determined by the delegated entity, but shall be no less than one half of the total number of the delegated entity members.

30.5 Delegation may be Conditional

A delegation under this Rule may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the delegation.

30.6 Revocation of Delegation

The Board may by instrument in writing, revoke wholly or in part any delegation made under this Rule, and may amend, repeal or veto any decision made by such body or person under this Rule only where such decision is clearly contrary to these Rules, the By-Laws, the Act, the objects of the Federation or the delegation to the delegated entity.

31 BY-LAWS

31.1 Board to Formulate By-Laws

The Board may (by itself or by delegation to a committee) formulate, approve, issue, adopt, interpret and amend such by-laws, regulations and policies ("By-Laws") for the proper advancement, management and administration of the Federation, the advancement of the objects of the Federation and the sport of volleyball as it thinks necessary or desirable. Such By-Laws must be consistent with these Rules, Charter, and any policy directives of the Board.

31.2 By-Laws Binding

All By-Laws made under this Rule shall be binding on the Federation and Members.

31.3 By-Laws Deemed Applicable

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

31.4 Notices Binding on Members

Amendments, alterations, interpretations or other changes to By-Laws shall be advised to Member States by means of notices approved by the Board and prepared and issued by the Chief Executive Officer. Member States shall be obliged to draw such notices to the attention of their respective Members. Notices are binding upon all Members.

32 RECORDS AND ACCOUNTS

32.1 Chief Executive Officer to Keep Records

The Chief Executive Officer shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of the Federation and the Board and shall produce these as appropriate at each Board meeting or General Meeting.

32.2 Records Kept in Accordance with Act

Proper accounting and other records shall be kept in accordance with the Act, generally accepted accounting principles and/or any applicable code of conduct. The books of account shall be kept in the care and control of the Chief Executive Officer.

32.3 Federation to Retain Records

The Federation shall retain such records for 7 years after the completion of the transactions or operations to which they relate.

32.4 Board to Submit Accounts

The Board shall submit to the Annual General Meeting the accounts of the Federation in accordance with these Rules and the Act.

32.5 Accounts Conclusive

The accounts when approved or adopted by an Annual General Meeting shall be conclusive except as regards any error discovered in them within 3 months after such approval or adoption.

32.6 Accounts to be Sent to Members

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

32.7 Negotiable Instruments

All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Federation, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such other manner and by such persons the Board determines.

33 AUDITOR

33.1 A properly qualified auditor or auditors shall be appointed and the remuneration of such auditor or auditors fixed by the Board. The auditor's duties shall be regulated in accordance with the Act, or if no relevant provisions exist under the Act, in accordance with generally accepted principles, or any applicable code of conduct.

33.2 The accounts of the Federation including the profit and loss accounts and balance sheet shall be examined by the auditor or auditors at least once in every year.

34 NOTICE**34.1 Manner of Notice**

- (a) Notices may be given by the Chief Executive Officer to any Member by sending the notice by post or facsimile transmission or where available, by electronic mail, to the Member's registered address or facsimile number or electronic mail address.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected 2 days after posting.
- (c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.
- (d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.

34.2 Notice of General Meeting

Notice of every General Meeting shall be given in the manner authorised and to the persons entitled to receive notice under these Rules.

34.3 Notice to Participants and State Affiliates

Notice to Individual Members or State Affiliates (where appropriate or required) shall be deemed given by notice being given in accordance with these Rules to the Member State of that Individual Member or State Affiliate.

35 SEAL**35.1 Safe Custody of Seal**

The Chief Executive Officer shall provide for safe custody of the Seal.

35.2 Affixing Seal

The Seal shall only be used by authority of the Board and every document to which the seal is affixed shall be signed by 2 Directors or in such other manner as the Board determines.

35.3 Director's Interest

A Director may not sign a document to which the seal of the Federation is fixed where the Director is interested in the contact or arrangement to which the document relates.

36 PATRONS AND VICE PATRONS

The Federation at its Annual General Meeting may appoint on the recommendation of the Board a Chief Patron and such number of Patrons and Vice-patrons as it considers necessary.

37 ALTERATION OF STATEMENT OF PURPOSES AND RULES

37.1 These Rules (including the Statement of Purposes) shall not be altered except by Special Resolution.

37.2 In addition, there shall be no alteration or amendment to **Rules 39** or **40** without the consent of the relevant Minister or other authority under the Act.

38 INDEMNITY**38.1 Directors to be Indemnified**

Every Director, auditor, manager, employee or agent of the Federation shall be indemnified to the extent provided under the directors and officers insurance policy of the Federation (if any) against any liability incurred by him in his capacity as Director, auditor, manager, employee or agent in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to him by the Court.

38.2 Federation to Indemnify

The Federation shall indemnify its Directors and employees to the extent provided under the directors and officers insurance policy of the Federation (if any) against all damages and costs (including legal costs) for which any such Director 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 performed or made whilst acting on behalf of and with the authority, express or implied of the Federation; and
- (b) in the case of an employee, performed or made in the course of, and within the scope of his employment by the Federation.

39 DISSOLUTION

- 39.1 Subject to **Rule 39.2**, the Federation may be wound up in accordance with the provisions of the Act.
- 39.2 The provisions of **clauses 5, 6 and 7** of the Statement of Purposes relating to the winding up and dissolution of the Federation shall take effect and be observed as if the same were repeated in these Rules.

40 AUTHORITY TO TRADE

The Federation is authorised to trade in accordance with the Act.

41 INTERNATIONAL REGULATIONS AND INCONSISTENCY**International Volleyball Federation**

For so long as the Federation remains affiliated or otherwise under the auspices of or associated with the Federation Internationale de Volleyball ("FIVB"), it shall act in accordance with the constituent documents, rules, regulations and policies of the FIVB, to the extent that the same applies to the Federation. In the event of any conflict or inconsistency between such constituent documents, rules and regulations, or any of them, then the following order of precedence shall apply in order to resolve such conflict or inconsistency:

- 41.1 FIVB; and
- 41.2 Federation.

**AUSTRALIAN VOLLEYBALL FEDERATION
INCORPORATED
(Registration No A00368)**

**STATEMENT OF PURPOSES
AND
RULES**

**(Adopted 12 May 2001)
(Amended 1 December 2001)
(Amended 16 February 2003)**



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