



ANZSLA

THE SPORTS LAW ASSOCIATION

Rules of the Association

AUSTRALIAN AND NEW ZEALAND SPORTS LAW ASSOCIATION INCORPORATED

Rules of the Association

I, Will Aplin, certify this to be a true and correct copy of the Rules of the Australian and New Zealand Sports Law Association Inc (Reg No. A22316X) approved by members on 28 October 2021.

Will Aplin, Secretary

Dated: 28 October 2021

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Rules of AUSTRALIAN AND NEW ZEALAND SPORTS LAW ASSOCIATION INCORPORATED

1. NAME

The name of the incorporated association is Australian and New Zealand Sports Law Association Incorporated (**ANZSLA**).

2. DEFINITIONS AND INTERPRETATION

2.1 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 5.4.

Board means the Board of Directors of ANZSLA, comprising Directors appointed in accordance with Rule 18.2(a).

Executive Officer means the person or persons appointed to the position of Executive Officer or similar or substitute position from time to time, by whatever name called, in accordance with Rule 23.4.

Delegate means a representative of an Affiliated Member appointed in accordance with Rule 5.7.

Director shall be any of those persons appointed in accordance with Rule 18.2(a), and where appropriate shall include any person appointed to fill a casual vacancy under Rule 20.3, or acting as a temporary replacement under Rule 21.1(a).

Disciplinary Committee means the Committee appointed in accordance with Rule 23.3.

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

General Meeting means a meeting of Members convened in accordance with Rules 12 and 13.

Honorary Member means a person granted honorary membership in accordance with Rule 5.3.

Individual Member means a Member under Rule 5.5.

Intellectual Property means all intellectual property, including all rights subsisting in copyright, trade names, trade marks, logos, designs, equipment, images (including photographs, videos or films) or service marks relating to ANZSLA or any sport or any event, competition or activity conducted, promoted, underwritten, sponsored or administered by ANZSLA.

Life Member means an individual appointed as a Life Member of ANZSLA under Rule 5.2.

Member means a member of ANZSLA for the time being under Rule 5.

Register means the register of Members kept in accordance with Rule 8.

Regulations means any regulations made by the Board under Rule 36.

Rules means these Rules of the Association.

Seal means the common seal of ANZSLA and includes any official seal of ANZSLA.

Special Resolution means a resolution passed at a General Meeting in accordance with the Act.

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) 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;
- (f) references to persons include corporations and bodies politic;
- (g) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (h) 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
- (i) expressions referring to "writing" shall unless the contrary intention appears, be construed as including printing, lithography, photography

and other modes of representing or reproducing words in a visible form, including communication sent by post, facsimile or email.

2.3 Enforceability

If any provision of these Rules or any phrase contained in them is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of these Rules or affecting the validity or enforceability of that provision in any other jurisdiction.

3. PURPOSES OF THE ASSOCIATION

The primary purpose for which ANZSLA is established is to be the organisation for resources and information on sport and the law. Subsidiary purposes are to:

- (a) act as an association for people interested in sport and the law in Australia and New Zealand;
- (b) promote the dissemination and exchange of information concerning sport and the law;
- (c) publish and support publications about sport and the law with special reference to Australia and New Zealand;
- (d) promote the study of and research into sport and the law in Australia and New Zealand;
- (e) organise and promote conferences and other meetings at which interest and scholarship in sport and the law may be advanced;
- (f) assist and encourage the development of those academic and practical skills relevant to the provision to sport of legal services of a high standard;
- (g) render to sport and associated industry such services as may be consistent with the association's role as a professional association;
- (h) offer advice and represent the views of ANZSLA Members to sports organisations, governments and other relevant bodies on issues concerning sport and the law;
- (i) affiliate, co-operate and liaise with other bodies and people interested in sport and the law;
- (j) promote and hold, either alone or jointly with any other association, club, or person, meetings, educative exercises and other activities;
- (k) co-operate with and assist any organisation having objects and purposes similar to those of ANZSLA in any manner which may further the interests of sport, the law or ANZSLA generally;

- (l) pursue, support, promote and conduct such programs and projects that relate to sport and the law and to the other activities of ANZSLA generally;
- (m) assist in the provision or co-ordination of expertise to assist in matters affecting the interests of sport and the law and of ANZSLA;
- (n) use and protect the Intellectual Property of ANZSLA;
- (o) undertake and foster such commercial alliances as will or may further facilitate achievement of ANZSLA's purposes, and otherwise engage in such commercial activities as are conducive to achievement of ANZSLA's purposes;
- (p) lobby, strive for and maintain government, media, commercial and public recognition and support of ANZSLA and sport and the law generally;
- (q) promote, protect and represent the interests of ANZSLA Members that relate directly or indirectly to sport and the law;
- (r) have regard to the public interest in pursuing these purposes;
- (s) utilise and promote such technological advances as will or may further facilitate the achievement of ANZSLA's purposes, including multimedia technologies; and
- (t) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these purposes.

4. POWERS OF THE ASSOCIATION

4.1 Specific powers of ANZSLA

ANZSLA shall be recognised as a significant authority with respect to sport and the law, and solely for furthering the purposes set out above, ANZSLA has power to:

- (a) acquire by purchase, exchange or otherwise, whether for an estate in fee simple or for any less estate, lands, tenements or hereditaments of any tenure whether subject or not to any charges or encumbrances 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) purchase, take on lease or in exchange or otherwise acquire any real or personal estate which may be deemed necessary or convenient by the Board for any of ANZSLA's purposes and to sell, manage, lease, mortgage, give in exchange, dispose of or otherwise deal with the same or any part thereof;
- (c) construct, maintain and alter any buildings, grounds, structure or works necessary or convenient for ANZSLA's purposes;

- (d) buy, sell and deal in all kinds of articles, commodities and provisions for ANZSLA Members or other persons;
- (e) enter into any arrangements with any government or authority that are incidental or conducive to the attainment of ANZSLA's objects and exercise of ANZSLA's powers, and to obtain from any such government or authority any rights, privileges and concessions which the Board considers desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (f) borrow and raise money in such manner as ANZSLA may determine;
- (g) raise or borrow money on bonds or mortgage or other security of any property held for or on behalf of ANZSLA or without any such security and upon such terms as the Board shall determine;
- (h) receive money on deposit with or without allowance of interest thereon;
- (i) invest any monies of ANZSLA, not immediately required for ANZSLA's purposes, in such manner as may from time to time be determined by ANZSLA;
- (j) borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be determined by the Board and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any monies and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debentures stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of ANZSLA's property or assets present or future and to purchase, redeem or pay off any such securities;
- (k) lend and advance money or give credit to any person or body corporate, and to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;
- (l) 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;
- (m) take any gift of property whether subject to any special trust or not for any one or more of ANZSLA's purposes;
- (n) 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 ANZSLA in the shape of donations, annual subscriptions or otherwise;
- (o) apply the income and assets of ANZSLA to the promotion of its purposes;

- (p) print and publish any newspapers, periodicals, books or leaflets that ANZSLA may think desirable for the promotion of its purposes;
- (q) appoint, hire, employ, remove, replace or reinstate secretaries, managers, servants, employees and other persons in and for carrying out ANZSLA's purposes, and to pay them in return for services rendered to ANZSLA, salaries, wages and gratuities;
- (r) subscribe to any charities and to grant donations for any public purpose;
- (s) produce, develop, create, licence and otherwise exploit, use and protect ANZSLA's Intellectual Property;
- (t) establish and maintain corporate entities to carry on and conduct the business affairs and undertakings, or any aspect thereof, of ANZSLA and for that purpose, utilise any of the assets of or held on behalf of ANZSLA;
- (u) promote any other person or company for any purpose calculated to benefit ANZSLA;
- (v) purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations whose activities or purposes are similar to those of ANZSLA or generally for any purpose calculated to benefit ANZSLA;
- (w) take legal proceedings of any nature;
- (x) take and effect insurance; and
- (y) do all such acts and things as are incidental, conducive or subsidiary to all or any of ANZSLA's purposes.

4.2 Statutory powers of ANZSLA

Solely for further the purposes set out above, ANZSLA has, in addition to the rights, powers and privileges conferred on it by the Act, the legal capacity and powers of a company as set out under section 124 of the *Corporations Act 2001* (Cth).

5. QUALIFICATIONS FOR MEMBERSHIP

5.1 Classes of Member

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

- (a) Affiliated Members;
- (b) Individual Members;
- (c) Honorary Members; and

- (d) Life Members.

5.2 Life Members

- (a) The Board may recommend (of itself, or following application by a Member) to a General Meeting that any person who has rendered distinguished service to ANZSLA over a period of at least 5 years, be appointed as a Life Member.
- (b) A resolution of the General Meeting to confer life membership on the recommendation of the Board must be passed by a Special Resolution.
- (c) The resolution of the General Meeting shall take effect on acceptance of ANZSLA's written invitation to become a Life Member, which invitation shall lapse if not accepted within one month.
- (d) Any appointment as a Life Member shall be for the life of the Life Member.

5.3 Honorary Members

The Board may, in its discretion, in accordance with any guidelines in place from time to time, determine that a person (whether a Member of ANZSLA at the time or not) shall be granted membership as an Honorary Member. The resolution of the Board shall take effect on acceptance of ANZSLA's invitation to become an Honorary Member, which invitation shall lapse if not accepted within one month.

5.4 Affiliated Members

- (a) An organisation may apply for membership as an Affiliated Member in accordance with Rule 5.6.
- (b) Where an organisation is not incorporated, the Delegate or other nominated person of any unincorporated organisation 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.
- (c) Any dispute as to the application of these Rules to an unincorporated Affiliated Member shall be resolved by the Board in its sole discretion.

5.5 Individual Members

A natural person may apply for and be granted membership as an Individual Member in accordance with Rule 5.6.

5.6 Application for membership

- (a) Subject to these Rules, an application for membership as an Individual Member or an Affiliated Member must be:
 - (i) in writing in the form determined by the Board from time to time;

- (ii) accompanied by the appropriate fee or fees, if any; and
 - (iii) lodged with the Executive Officer.
- (b) As soon as is practicable after the receipt of an application under Rule 5.6(a) above, the Executive Officer shall refer the application to the Board.
- (c) Upon an application being referred to the Board, the Board shall, as soon as practicable, determine whether to approve or to reject the application in its absolute discretion.
- (d) If the Board approves the application for membership, the Board shall determine the appropriate class of membership and the 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 5.6(g).
- (e) The Board may delegate its authority under Rules 5.6(c) and 5.6(d) to the Executive Officer or such other person as it sees fit.
- (f) If the Board does not approve a nomination for membership, the Executive Officer shall, as soon as practicable, notify the applicant in writing that it is not approved as a Member. The Board shall not be required to give reasons for its decision.
- (g) If the application for membership is approved and the relevant subscriptions and fees paid, the Executive Officer shall enter the applicant's name, class of membership and other required details in the Register, and upon the name of the applicant being so entered, the applicant becomes a Member.

5.7 Delegate of Affiliated Member

- (a) An Affiliated Member may appoint one of its members, principals or employees (as appropriate) as a Delegate, to represent the Affiliated Member at General Meetings of ANZSLA, and such person shall be notified to ANZSLA no later than 7 days prior to any General Meeting.
- (b) Each Delegate shall comply with the directions given by a resolution of the Affiliated Member (if any), including in respect of voting, and if required by the Board, shall provide to the Board evidence of such compliance.

5.8 Effect of membership

- (a) Members acknowledge and agree that:
 - (i) these Rules constitute a contract between each of them and ANZSLA and that they are bound by the Act, Rules and Regulations;
 - (ii) 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 ANZSLA;

- (iii) by submitting to the Act and these Rules and the Regulations they are subject to the jurisdiction of ANZSLA;
 - (iv) the Rules and Regulations are necessary and reasonable for promoting ANZSLA's purposes; and
 - (v) they are entitled to all benefits, advantages, privileges and services of membership.
- (b) Members have the following privileges by virtue of membership of ANZSLA:
 - (i) 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;
 - (ii) to make proposals or submissions to the Board;
 - (iii) to conduct any activity approved by ANZSLA; and
 - (iv) subject to these Rules, to exercise rights in General Meeting as set out in Rule 5.8(d).
- (c) A right, privilege or obligation of a person by reason of their membership of ANZSLA:
 - (i) is not capable of being transferred or transmitted to another person; and
 - (ii) terminates upon the cessation of their membership whether by death or resignation or otherwise.
- (d) Members shall have the following rights in General Meeting:
 - (i) Affiliated Members shall be entitled to appoint one Delegate, each of whom shall be entitled to participate in debate and exercise one vote on behalf of their Affiliated Member;
 - (ii) Individual Members shall be entitled to participate in debate and exercise one vote;
 - (iii) Life Members shall be entitled to participate in debate and exercise one vote; and
 - (iv) Honorary Members shall not be entitled to vote, but shall be entitled to participate in debate.

6. LIABILITY OF MEMBERS

The liability of the Members of ANZSLA is limited.

7. SUBSCRIPTIONS AND FEES

The annual membership subscriptions and fees payable by any class, or group within such class, of Members to ANZSLA, 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.

8. REGISTER OF MEMBERS

8.1 Executive Officer to keep Register

The 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 Executive Officer (as the case may be) the full name, address, class of membership and date of entry of the name of each Member.

8.2 Inspection of Register

Having regard to confidentiality considerations, an extract of the Register, detailing names of Members may be available for inspection by Members at the ANZSLA office, upon reasonable request, at the discretion of the Executive Officer.

9. CESSATION OF MEMBERSHIP

9.1 Notice of resignation

Any Member who has paid all monies due and payable to ANZSLA may resign from ANZSLA by giving 28 days notice in writing to ANZSLA of such intention to resign and upon the expiration of that period of notice, the Member shall cease to be a Member.

9.2 Failure to renew membership

A Member ceases to be a Member if they fail to renew their ANZSLA membership in accordance with the procedure set down from time to time within 28 days of being required to do so, unless otherwise determined in the Board's discretion.

9.3 Forfeiture of rights

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

9.4 Delegate position lapses

The right to have and appoint a Delegate shall lapse immediately on cessation of membership of the relevant Affiliated Member.

9.5 Recording in Register

Upon the lapse or expiration of membership in accordance with this Rule 9, an entry, recording the date on which the person ceased to be a Member, shall be recorded in the Register.

10. DISCIPLINE OF MEMBERS

10.1 Breach of discipline by Member

A Member shall not:

- (a) breach, fail, refuse or neglect to comply with a provision of these Rules, the Regulations or any policy of the Board or ANZSLA;
- (b) act in a manner unbecoming of a Member or prejudicial to the objects and interests of ANZSLA; or
- (c) bring ANZSLA into disrepute.

10.2 Report of disciplinary matter

- (a) A Member, Director or any other person (in this Rule, **complainant**) may give written notice of a complaint relating to the conduct or otherwise of a Member to the President (or if the President is unavailable, to the Secretary), or if the complaint relates to the conduct of the President, to the Secretary.
- (b) The President or Secretary shall as soon as practicable, but within 14 days, forward written details of the complaint to at least one member of the Disciplinary Committee or, given the nature of the complaint, to ANZSLA's anti harassment officer.

10.3 Consideration of matter

- (a) The Disciplinary Committee shall, as soon as reasonably practicable after receiving a notice under Rule 10.2(b), consider the matter, and shall within 14 days of receiving such notice, determine whether:
 - (i) the matter should be dismissed, because there has been no relevant breach of discipline in accordance with Rule 10.1; or
 - (ii) there are reasonable grounds to believe there may have been a breach of Rule 10.1, and accordingly the matter warrants review and determination in accordance with the principles of natural justice.
- (b) If the Disciplinary Committee determines the complaint should be dismissed under Rule 10.3(a)(i), it shall, as soon as reasonably practicable, give written notice of such dismissal to the complainant.
- (c) If the Disciplinary Committee determines the matter warrants further review under Rule 10.3(a)(ii), it shall, as soon as reasonably practicable, serve a notice in writing on the Member:

- (i) setting out the grounds on which there may have been a breach of Rule 10.1;
- (ii) stating that the Member (personally, by its Delegate or by its adult representative) may address the Disciplinary Committee at a hearing to be held not earlier than 21 and not later than 35 days after service of the notice;
- (iii) stating the date, place and time of that hearing (which hearing may be held by teleconference or a similar medium);
- (iv) informing the Member that the Member may do one or both of the following:
 - (A) attend or participate in that hearing and make submissions personally or by its Delegate or representative; or
 - (B) give ANZSLA, before the date of that hearing, a written statement setting out relevant information surrounding the complaint, and (if appropriate) seeking dismissal of the complaint.

10.4 No grievance procedure to be initiated

A Member who is the subject of a complaint must not initiate a grievance procedure under Rule 11 in relation to the matter which is the subject of the complaint until the matter has been resolved by the Disciplinary Committee under Rule 10.6 and, if applicable, any appeal under Rule 10.8 has been heard and resolved by the Board.

10.5 Meeting of Disciplinary Committee

The Disciplinary Committee may conduct the hearing convened in accordance with Rule 10.3(c) in such manner as it sees fit, but shall:

- (a) give to the Member every opportunity to be heard;
- (b) give due consideration to any written statement submitted by the Member;
- (c) allow the Member to have an adult representative; and
- (d) by resolution determine whether to dismiss or uphold the complaint;

and may:

- (e) request and/or require the complainant or any other witness to attend the hearing and/or provide (wherever practicable, in writing) such evidence as is available.

10.6 Disciplinary Committee resolution

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

- (a) expel a Member from ANZSLA;
- (b) suspend a Member from membership of ANZSLA for a specified period;
- (c) fine a Member an amount not exceeding that prescribed by the Act;
- (d) give such warning or reprimand as is appropriate;
- (e) suspend any penalty; or
- (f) take such other action as it deems reasonable in all the circumstances,

if the Disciplinary Committee determines that the Member has committed a breach of discipline contrary to Rule 10.1 above and shall notify the Member in writing at the address set out in the Register within 7 days of the resolution of the Disciplinary Committee.

10.7 Effect of resolution

If the Member exercises a right of appeal to the Board under this Rule 10, a resolution of the Disciplinary Committee under Rule 10.6 takes effect until and unless the Board revokes the determination in accordance with this Rule.

10.8 Notice of appeal to the Board

A Member may, within 7 days of notice of an adverse finding being given under Rule 10.6, appeal the decision of the Disciplinary Committee, by forwarding notice in writing to ANZSLA, indicating that the Member wishes to appeal and setting out the grounds on which the Member appeals. Where ANZSLA receives a notice under this Rule 10 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 ANZSLA received such notice.

10.9 Proceedings of Board meeting

At a Board Meeting convened under Rule 10.8:

- (a) no business other than the question of the appeal shall be transacted;
- (b) the Disciplinary Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
- (c) the Member, personally, or by its Delegate, or through their or its representative shall be given every opportunity to be heard; and
- (d) the Members present shall, following consideration of the matter, vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

10.10 Decision of Board

At a Board meeting convened under Rule 10.8, the Board shall either:

- (a) pass a resolution confirming the resolution of the Disciplinary Committee under Rule 10.6; or
- (b) pass a resolution that the resolution of the Disciplinary Committee be revoked immediately.

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

11. GRIEVANCE PROCEDURE

11.1 Notice of dispute

- (a) Any Member or Director may give written notice of a dispute under these Rules (not being a disciplinary matter within the meaning of Rule 10.1) between:
 - (i) Members; or
 - (ii) a Member or Members and ANZSLA,to the President, or if the President is unavailable or the dispute relates to the President, to the Secretary.
- (b) The President or Secretary shall as soon as practicable, but within 14 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.
- (c) If requested by any one or more parties to the dispute, the President or Secretary shall act to facilitate the arrangement of the meeting referred to in Rule 11.1(b).

11.2 Dispute referred to mediation

If the parties are unable to resolve the dispute at the meeting referred to in Rule 11.1(b), 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 11.

11.3 Appointment of mediator

If the matter proceeds to mediation in accordance with Rule 11.2, 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 11.1(b), which mediator shall be:

- (a) a person having knowledge and expertise in relation to sport and the subject matter of the dispute; and

- (b) a person agreed by the parties, or
- (c) in the absence of agreement:
 - (i) in the case of a dispute between Members, a Director appointed by the President; or
 - (ii) in the case of a dispute between a Member and ANZSLA, a mediator appointed by such independent mediation service as is determined appropriate by the President.

11.4 Mediation procedure

- (a) 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.
- (b) The mediator shall conduct the mediation in accordance with current and established principles of mediation, but shall:
 - (i) give to the parties every opportunity to be heard;
 - (ii) allow due consideration by all parties of any written statement submitted by any party;
 - (iii) allow each of the parties to appoint any person to act on their behalf in respect of the mediation; and
 - (iv) otherwise ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
- (c) The costs of the mediation shall be equally borne by the parties.
- (d) 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.
- (e) If the dispute referred to mediation in accordance with Rule 11.2 is not resolved, there shall be no further right of complaint or appeal under these Rules, but the parties may seek other means of resolving the dispute in accordance with the Act and otherwise at law.

12. ANNUAL GENERAL MEETINGS

12.1 Annual General Meeting to be held

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

12.2 Ordinary business

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

- (a) confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;
- (b) receive from the Board, reports upon the operation of ANZSLA during the last preceding year;
- (c) elect the Members of the Board and any office bearers; and
- (d) receive and consider the accounts and information submitted by the Board in compliance with Part 7 of the Act.

12.3 Special business

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

12.4 Additional meetings

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

12.5 Entitlement to attend meeting

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

13. SPECIAL GENERAL MEETINGS

13.1 Special General Meetings may be held

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

13.2 Requisition of Special General Meetings

- (a) The Board shall on the requisition in writing of Members comprising not less than 5% of the total number of Members convene a Special General Meeting.
- (b) 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 ANZSLA and may consist of several documents in a like form, each signed by one or more of the Members making the requisition.

- (c) If the Board does not cause a Special General Meeting to be held within one month after the date on which the requisition is sent to ANZSLA, the Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than 3 months after that date.
- (d) 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.

14. NOTICE OF AND PROCEEDINGS AT MEETINGS

14.1 Notice to be given

The Secretary shall cause at least 28 days notice of a General Meeting to be given to each Member, each Director and the auditor in writing, which notice shall state the place, date and time and the nature of the proposed business to be transacted at the meeting.

14.2 Business of meeting

- (a) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (b) A Member desiring to bring any business before a meeting shall give at least 35 days notice in writing of that business to ANZSLA which shall include that business in a notice calling the next General Meeting after the receipt of the notice.

14.3 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.

14.4 Quorum

- (a) 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.
- (b) 5 Members personally present constitute a quorum for the transaction of the business at a General Meeting.
- (c) If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting:
 - (i) if convened upon the requisition of Members, shall be dissolved; and
 - (ii) 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 4) shall be a quorum.

14.5 Minutes

- (a) The Secretary shall cause to be kept minutes of the resolutions and proceedings of each General Meeting, together with a record of the names of persons present at all meetings.
- (b) Members have a right to access and obtain copies of the minutes of each General Meeting, including the financial statements and other documents submitted at the General Meeting. Any request by a Member to access or obtain the minutes of a General Meeting under this Rule 14.5(b) shall be addressed to the ANZSLA Executive Officer.

15. CHAIRMAN AT MEETINGS

15.1 President to chair

The President shall preside as Chairman at each ANZSLA General Meeting.

15.2 Where President absent

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

16. ADJOURNMENT OF MEETINGS

16.1 Chairman may adjourn meeting

The Chairman of 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.

16.2 Further notice

- (a) 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.
- (b) Except as provided in Rule 16.2(a), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

17. VOTING AT GENERAL MEETINGS

17.1 Voting procedure

- (a) All votes shall be given personally by a Member, the Delegate of a Member or (where applicable) by proxy.
- (b) A question arising at an ANZSLA General Meeting shall be determined on a show of hands.
- (c) In the case of an equality of voting on a question, the Chairman of the meeting may exercise a casting vote.
- (d) A Member is not entitled to vote at any General Meeting unless all monies due and payable to ANZSLA have been paid, including the amount of the annual subscription payable in respect of the current financial year.

17.2 Recording of determinations

A declaration by the Chairman (before or on demand for a poll) 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 ANZSLA's minute book is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

17.3 Proxies

- (a) Each Member (other than an Affiliated Member) shall be entitled to appoint another Member as their or its proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed. Only proxies which indicate whether the Member is voting in favour of or against the proposed resolution as set out in their proxy shall be valid. General proxies are not valid.
- (b) The notice appointing the proxy shall be in the form as determined by the Board from time to time.

17.4 Poll at General Meetings

- (a) If at a meeting a poll on any question is demanded by 5 Members, it shall be taken at the meeting in such manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (b) A poll that is demanded on the election of a Chairman 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 Chairman may direct.

17.5 Postal voting

- (a) Postal voting (including but not limited to voting by post, facsimile, email or any other form of visible or electronic transmission) 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.

- (b) 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.

18. BOARD OF DIRECTORS

18.1 Powers of Board

- (a) ANZSLA's affairs shall be managed by a Board of Directors constituted under Rule 18.2.
- (b) Subject to these Rules and the Act, the Board:
 - (i) shall control and manage the business and affairs of ANZSLA;
 - (ii) may exercise all such powers and functions as may be exercised by ANZSLA other than those powers and functions that are required by these Rules to be exercised by the Members in General Meeting; and
 - (iii) has power to perform all such acts and things as appear to the Board to be essential or appropriate for the proper management of the business and affairs of ANZSLA.

18.2 Board constitution

- (a) The Board shall consist of:
 - (i) the President;
 - (ii) the Secretary;
 - (iii) the Director of Finance; and
 - (iv) 4 other Directors;each of whom shall be elected at an Annual General Meeting; and
 - (v) up to 2 co-opted Directors who shall be appointed by the elected Board Members in meeting for a term of up to 2 years, subject to the prior written consent of the proposed appointee.
- (b) If at any point in time there is no elected New Zealand resident member on the Board, then under Rule 18.2(a)(v), the Board will co-opt a representative from New Zealand provided there is a New Zealand member suitable to the Board who is willing to act.

- (c) Subject to this Rule 18, each Director shall hold office until the conclusion of the second Annual General Meeting following the date of election, but is eligible for re-election.
- (d) The President, Director of Finance and 2 Directors to be elected under Rule 18.2(a)(iv) shall be elected in each year of even number. The Secretary and the remaining 2 Directors to be elected under Rule 18.2(a)(iv) shall be elected in each year of odd number.
- (e) Should any adjustment to the term of elected Directors be necessary to ensure rotational terms in accordance with these Rules, this shall be determined by the Board by agreement or, failing that, by lot.

18.3 Qualification for the office of Secretary

For so long as it is a requirement under the Act, the Secretary must reside in Australia.

18.4 Qualification for the office of Financial Director

The Director of Finance may but need not be a Member of the Association.

19. ELECTION OF DIRECTORS

19.1 Nominations of candidates

- (a) Nominations of candidates for election as Directors shall be:
 - (i) made in writing by a person who, at the time of nomination, is either a financial Member of ANZSLA, or a Delegate of a financial Affiliated Member, and signed by that Member or Delegate on the prescribed form.
 - (ii) delivered to ANZSLA not less than 14 days before the date fixed for the holding of the Annual General Meeting.
- (b) The elections for the specified positions of President, Secretary and Director of Finance shall be conducted first. Thereafter, the elections for the Directors to be elected under Rule 18.2(a)(iv) shall be conducted.
- (c) If insufficient nominations are received for any one nominated position to fill that vacancy or vacancies on the Board the candidate or candidates nominated shall be deemed to be elected to the relevant positions and further nominations shall be received at the Annual General Meeting.
- (d) If the number of nominations received for any one nominated position is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (e) If the number of nominations received for any one nominated position exceeds the number of vacancies to be filled, a vote shall be conducted by secret ballot, for each vacancy on the Board.

19.2 Voting procedures

- (a) Each Member entitled to vote must vote for as many candidates as there are vacancies to be filled and no more, otherwise the Member's vote shall be declared invalid.
- (b) Every Member entitled and desiring to vote shall obtain access to, and shall complete, the ballot paper, electronic voting form or such other voting mechanism used to conduct the secret ballot as determined by the Board in accordance with the procedures determined by the Board from time to time.
- (c) No persons other than the scrutineers shall be entitled to see any votes and the scrutineers shall not disclose to any other person the way in which any Member has voted.
- (d) Subject to these Rules, the Board shall be entitled to direct the conduct of elections in such usual and proper manner as the Board considers fit.

20. VACANCY ON THE BOARD

20.1 Grounds for termination of position of Director

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

- (a) ceases to be a Member;
- (b) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds their creditors or makes an assignment of their estate for their benefit;
- (c) resigns their office by notice in writing given to the Board;
- (d) dies;
- (e) 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, including becoming a represented person within the meaning of the *Guardianship and Administration Act 1986* (Vic);
- (f) is suspended or expelled from ANZSLA;
- (g) is prohibited from being a director of a company under the Act or the Corporations Law;
- (h) fails to attend 3 consecutive meetings of the Board without having previously obtained leave of absence or provided reasonable excuse for their absence from such meetings;
- (i) a statutory manager is appointed under section Part 9, Section 116 of the Act to conduct ANZSLA's affairs;

- (j) otherwise ceases to hold office in accordance with the Act; or
- (k) in the case of the Secretary, the appointee to the office of Secretary ceases to reside in Australia.

20.2 Removal of Director by Members

- (a) Subject to Rule 20.2(b), ANZSLA Members in a General Meeting may by Special Resolution remove any Director before the expiration of their term of office and appoint another Member to hold office in their stead until the expiration of the term of the first mentioned Director.
- (b) The Director to whom a proposed resolution referred to in Rule 20.2(a) applies, shall be given reasonable notice (in writing) of the proposed resolution by the Executive Officer, and shall be given the opportunity to make submissions (verbally or in writing) to the General Meeting. Any written representations (of reasonable length) shall, if requested by the relevant Director not less than 7 days before the General Meeting, be sent to the Members or circulated at the General Meeting, and 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.

20.3 Casual vacancy

- (a) In the event of a casual vacancy in the office of any Director except for the Secretary, the Board may appoint an Individual Member to the vacant office and the person so appointed may continue in office up to the conclusion of the Annual General Meeting at which the term of the previous appointee would have expired.
- (b) In the event of a casual vacancy in the office of the Secretary, the Board must appoint an Individual Member fulfilling the requirements set out in Rule 18.3 to the vacant office within 14 days of the vacancy from office of the previous appointee, and the person so appointed may continue in office up to the conclusion of the Annual General Meeting at which the term of the previous appointee would have expired.
- (c) Should the Directors be reduced in number to 4 or less, a General Meeting shall be convened by the Secretary, or if there is no Secretary, a surviving Director for the purpose of filling the vacancies.

21. LEAVE OF ABSENCE

21.1 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 Executive Officer, provided:

- (a) if such period is less than 1 year, the Board may appoint a temporary replacement from amongst the Members;

- (b) in the case of the Secretary, if such period is less than 1 year, subject to Rule 18.3 the Board may appoint a temporary replacement from amongst the Members;
- (c) if such period is 1 year or more, that Director is taken to have resigned their position (and a casual vacancy arises), but the Director shall be entitled to seek re-election at the Annual General Meeting at which their term of office would otherwise have expired; and
- (d) in no circumstances shall the leave of absence exceed the remaining term of office of the Director.

22. QUORUM AND PROCEDURE AT BOARD MEETINGS

22.1 Convening a Board meeting

- (a) The Board shall meet as required, but must meet on at least 3 occasions in each year.
- (b) Additional meetings of the Board may be convened by the President or by any 3 Directors.
- (c) Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced in writing or by their presence) not less than 2 days notice of the meeting of the Board shall be given to each Director.
- (d) Notice of each Board meeting shall be given to each Director, specifying the general nature of the business to be transacted.

22.2 Quorum

- (a) Any 4 Directors constitute a quorum for the transaction of the business of a meeting of the Board.
- (b) 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.
- (c) Subject to this Rule 22.2, the Board may act notwithstanding any vacancy.

22.3 Procedures at meetings

- (a) At meetings of the Board:
 - (i) the President shall preside as Chairman; and
 - (ii) if the President is absent or is unwilling or unable to preside, the Board shall appoint one of its members to preside as Chairman for the meeting.

- (b) Questions arising at a meeting of the Board shall be determined by a poll taken in such manner as the Chairman of the meeting may determine.
- (c) Each Director present at a meeting of the Board (including the person presiding at the meeting) is entitled to one vote and in the event of an equality of votes on any question, the Chairman may exercise a second or casting vote.
- (d) Any Director may participate in any meeting of the Board and vote on any proposed resolution at a meeting of the Board without being physically present by means of telephone or any other means of electronic communication, provided that notice of the meeting is given to all Directors in accordance with these Rules and all persons participating in the meeting are able to hear each other effectively, simultaneously and instantaneously. Participation by a Director in a meeting by telephone or any other means of electronic communication shall constitute the presence of that Director at that meeting.
- (e) A resolution in writing signed or assented to by facsimile, email or other form of visible or electronic communication by a majority of the Directors for the time 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.
- (f) For the purpose of:
 - (i) the approval of a resolution under Rule 22.3(e); or
 - (ii) a meeting of the Board in which a member of the Board participates by means described in Rule 22.3(d),the person presiding at the meeting and each other member of the Board have the same voting rights as they would have under Rules 22.3(b) and (c) at a meeting of the Board duly convened and held at which they were present.

22.4 Minutes

- (a) The Secretary shall cause to be kept minutes of the resolutions and proceedings of each Board meeting, together with a record of the names of persons present at all meetings.
- (b) Members have no right to access the minutes of Board meetings.

23. DELEGATED POWERS AND DUTIES

23.1 ANZSLA representatives

The Board shall have the power to appoint representatives of ANZSLA, including but not limited to regional representatives.

23.2 Committees

- (a) There shall be a number of committees formed from time to time under this Rule 23.2, to support ANZSLA's activities.
- (b) At least 50% of the members of any committee, excluding the Disciplinary Committee, shall be Members. At least one Board member shall form part of each committee.
- (c) 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.
- (d) The Board shall determine in writing the duties and powers afforded to any committee appointed in accordance with Rule 23.2(a) above, and the committee shall, in the exercise of such delegated powers, conform to any directions or Regulations that may be prescribed by the Board.
- (e) The proceedings for any meeting of a committee shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the Board in Rule 22 above.
- (f) Within 28 days of any meeting of any committee, the committee shall send a copy of the minutes and any supporting documents to the Executive Officer, which records shall be duly kept.

23.3 Disciplinary Committee

- (a) The Board shall delegate its functions, powers or duties in relation to discipline of Members in accordance with Rule 23.2 to a Disciplinary Committee, comprised of 3 persons appointed by the Board from time to time, which persons shall not be Directors.
- (b) If any matter to be determined by the Disciplinary Committee under Rule 10 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 their stead for the determination of that matter only.

23.4 Executive Officer

The Executive Officer, if any, by whatever name called, shall be responsible to the Board to:

- (a) execute tasks relating to the day to day management of ANZSLA as required in accordance with the relevant job description; and
- (b) regularly report on the ongoing activities of, and issues relating to, ANZSLA.

If there is no Executive Officer appointed at any time, the Board may appoint one or more of its Directors or such other appropriate person to carry out the responsibilities of the Executive Officer under these Rules.

24. SIGNING OF NEGOTIABLE INSTRUMENTS

All cheques, drafts, bill of exchange, promissory notes and other negotiable instruments shall be signed by 2 authorised Directors, or as designated in writing by the Board from time to time.

25. COMMON SEAL

- (a) ANZSLA's common seal shall be kept in the custody of the Secretary.
- (b) The common seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the common seal shall be attested by the signatures either of 2 Directors or of one Director and the Secretary of ANZSLA.

26. ALTERATION OF STATEMENT OF PURPOSES AND RULES

- (a) These Rules shall not be altered except by Special Resolution in accordance with the Act.
- (b) In addition, there shall be no substantive alteration or amendment to Rules 27 so as to change the effect of these Rules without the consent of the relevant Minister or their nominee under the Act.

27. DISSOLUTION

- (a) Every Member of ANZSLA undertakes to contribute to ANZSLA's assets in the event of it being wound up while a Member, or within one year after ceasing to be a Member, for payment of the debts and liabilities of ANZSLA contracted before the time at which he 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 \$5.
- (b) If upon winding up or dissolution of ANZSLA, there remains, after satisfaction of all its debts and liabilities, any property, the same shall not be paid to or distributed amongst ANZSLA Members, but shall be given or transferred to some other organisation having purposes similar to ANZSLA's 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 ANZSLA Members 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.

28. INDEMNITY

- (a) Every Director, officer, employee or agent of ANZSLA shall be indemnified out of the property and assets of ANZSLA against any liability incurred by them in their capacity as Director, officer, employee

or agent of ANZSLA in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which he is acquitted or in connection with any application in relation to any such proceedings in which relief is granted to them by the Court.

- (b) ANZSLA shall indemnify its Directors, officers and employees against all damages and costs (including legal costs) for which any such Director, officer or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:
 - (i) in the case of a Director or officer, performed or made whilst acting on behalf of and with the authority, express or implied of ANZSLA; and
 - (ii) in the case of an employee, performed or made in the course of, and within the scope of employment by ANZSLA.

29. AUDIT

- (a) An auditor or auditors shall be duly appointed at the Annual General Meeting and will remain in office until the conclusion of the Annual General Meeting next, or in the event of failure to appoint, may be determined by the Board and later ratified by the Members at the next General Meeting.
- (b) ANZSLA's accounts 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.

30. SERVICE OF NOTICES

- (a) A notice may be served by or on behalf of ANZSLA upon any Member either personally or by sending it by post, facsimile or email to the Member at their address shown in the Register, or if previously agreed by the Members, by other form of visible or electronic communication in accordance with details provided by the Member.
- (b) 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. Service of notices by any other method shall be deemed to have been given to the person within a reasonable time, having regard to the method of service, unless the contrary is proved.

31. CUSTODY OF RELEVANT DOCUMENTS

- (a) Except as otherwise provided in these Rules, the Executive Officer shall keep all relevant documents of ANZSLA in their custody or under their control.

- (b) Any Member may inspect relevant documents of ANZSLA at the office of ANZSLA, at a reasonable time, on reasonable notice to the Executive Officer, subject always to relevant confidentiality considerations.

32. SOURCES OF FUNDS

ANZSLA's funds shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Board determines.

33. APPLICATION OF INCOME

- (a) The income and property of ANZSLA shall be applied solely towards the promotion of its purposes.
- (b) No portion of the income or property of ANZSLA shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member, but this shall not preclude payment to a Member or Director in good faith for expenses incurred or services rendered.

34. REGULATIONS

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