

CONSTITUTION OF CHESS VICTORIA INC.

Founded 1938

Incorporated 1983

Registration Number: A0000387H

ABN: 22 896 147 339

Note

The persons and bodies who from time to time are Members of Chess Victoria Inc. are an incorporated association by the name given in Rule 1 of these Rules.

Under section 46 of the **Associations Incorporation Reform Act 2012**, these Rules are taken to constitute the terms of a contract between the Association and its Members.

TABLE OF CONSTITUTIONAL RULES CONTAINED HEREIN

<i>Rule</i>	<i>Page</i>
PART 1—PRELIMINARY	4
1 Name	4
2 Purposes	4
3 Financial Year	5
4 Definitions	5
PART 2—POWERS OF ASSOCIATION	8
5 Powers of Association	8
6 Not for profit organisation	8
PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES	9
Division 1—Membership	9
7 Membership and Minimum Number of Members	9
8 Eligibility and Application for Club Membership	9
9 Consideration and Approval of Club Membership	10
10 Honorary Life Membership	10
11 Honorary Executive Membership	11
12 Member Club Fees	12
13 Voting at a General Meeting	12

14	Delegates of Member Clubs, as Voting Delegates	13
15	General Rights of Member Clubs and their Voting Delegates	13
16	Rights not Transferable	14
17	Ceasing Club Membership	14
18	Register of Members	15
Division 2—Disciplinary action		16
19	Grounds for taking Disciplinary Action	16
20	Disciplinary Subcommittee	16
21	Notice to Member	16
22	Decision of Subcommittee	17
23	Appeal Rights	17
24	Conduct of Disciplinary Appeal Meeting	18
Division 3—Grievance procedure		19
25	Application	19
26	Parties must attempt to resolve the dispute	19
27	Appointment of Mediator	19
28	Mediation Process	20
29	Failure to resolve dispute by Mediation	20
PART 4—GENERAL MEETINGS OF THE ASSOCIATION		21
30	Annual General Meetings	21
31	Special General Meetings	21
32	Special General Meeting held at request of Members	21
33	Notice of General Meetings	22
34	Proxies	23
35	Chairperson	24
36	Use of Technology	24
37	Quorum at General Meetings	24
38	Adjournment of General Meetings	25
39	Resolutions and Voting at General Meetings	25
40	Determining whether resolution carried	26
41	Minutes of General Meetings	26
PART 5—EXECUTIVE COMMITTEE		28
Division 1—Powers of the Executive		28
42	Role and powers	28
43	Delegation	28
Division 2—Composition of Executive and duties of members		28
44	Composition of Executive	28
45	General Duties	29
46	President and Vice-President	29

47	Treasurer	30
48	Secretary	30
Division 3—Election of Executive Members and tenure of office		31
49	Who is eligible to be an Executive Member	31
50	Positions to be declared vacant	31
51	Nominations	31
52	Election of the Senior Executive Officers	32
53	Election of Ordinary Executive Members	32
54	Ballot	33
55	Term of Office	34
56	Vacation of Office	34
57	Filling Casual Vacancies	35
Division 4—Meetings of the Executive		35
58	Meetings of the Executive	35
59	Notice of Meetings	35
60	Urgent Meetings	36
61	Procedure and Order of Business	36
62	Use of Technology	36
63	Quorum	36
64	Voting	37
65	Conflict of Interest and Disclosure of Material Personal Interests	37
66	Minutes of Meeting	38
67	Leave of Absence	38
PART 6—FINANCIAL MATTERS		39
68	Source of Funds	39
69	Management of Funds	39
70	Financial Records	39
71	Financial Statements	40
PART 7—GENERAL MATTERS		41
72	Common Seal	41
73	Registered Address	41
74	Notice Requirements	41
75	Custody and Inspection of Books and Records	42
76	Winding Up and Cancellation	42
77	By-Laws and Procedures	43
78	Alteration of Rules	43

PART 1: PRELIMINARY

1 Name

The name of the Incorporated Association is “Chess Victoria Inc.” hereafter called “the Association”.

Note: Under section 23 of the Associations Incorporation Reform Act 2012 (VIC), the name of the Association and its registration number must appear on all its business documents.

2 Purposes

The Association is an affiliate of the Australian Chess Federation, which is a member of Federation Internationale Des Echecs.

The purposes of the Association are:

- to be the peak body representing chess clubs in Victoria;
- to foster and oversee the game of chess in Victoria;
- to represent and further the interests of the chess players of Victoria in all chess related matters;
- to conduct annual Victorian chess championships and other chess competitions for individuals and teams;
- to encourage excellence in the playing of chess, the promotion of chess, and good sportsmanship by various means, including the presentation of prizes and awards;
- to provide a forum for the discussion and resolution of questions relating to the playing and administration of chess in Victoria;
- to cooperate and coordinate with other bodies and associations whose purposes and interests are in accord with those of the Association;
- to represent the chess players of Victoria at meetings of the Australian Chess Federation; and
- to encourage the playing of the game of chess as a positive activity conducive to peaceful coexistence and enhanced quality of life.

3 Financial Year

The financial year of the Association is each period of 12 months ending on 31 December.

4 Definitions

In these Rules:

“Absolute Majority”, of the Executive, means a majority of the Executive Members currently holding office and entitled to vote at the time (as distinct from a majority of Executive Members present at a meeting);

“Annual General Meeting”, also referred to as **“AGM”**, is a General Meeting of the Members of the Association that is mandatorily conducted every year in accordance with Rule 30, for the purposes set out in Rule 30(3).

“Appeal Subcommittee” means a subcommittee appointed under Rule 23(3);

“Chairperson”, of a General Meeting or Executive meeting, means the person chairing the meeting as required under Rules 35 and 46;

“Club” means an association or body formed with the purpose of playing chess, and not with the purpose of securing pecuniary profit for its members;

“Club Delegate” means a person appointed by their Member Club in accordance with Rule 14 to have voting rights on behalf of their Member Club at a specified General Meeting of the Association;

“the Executive” means the Committee having management of the business of the Association;

“Executive Meeting” means a meeting of the Executive held in accordance with these Rules;

“Executive Member” means a member of the Executive elected by the Voting Delegates at an AGM in accordance with Rules 49 to 54, or appointed in accordance with Rule 57;

“Executive Officer” means an Executive Member that holds one of the 4 designated offices of President, Vice President, Treasurer, or Secretary;

“Disciplinary appeal meeting” means a meeting of the appeal subcommittee convened for the purposes of Rule 24;

“Disciplinary meeting” means a meeting of the committee convened for the purposes of Rule 22;

“Disciplinary subcommittee” means a subcommittee appointed under Rule 20;

“Financial Year” means the 12-month period specified in Rule 3;

“General Meeting” means a General Meeting of the Members of the Association convened in accordance with Part 4 (Rules 30 to 41) and includes an AGM and a Special General Meeting;

“Honorary Membership” refers to two specific categories of Membership designated for individuals that are deemed to hold a stake in the Association and who have a right to participate in the decision making of the Association at a General Meeting in a capacity other than as a Club Delegate. The two categories are **“Honorary Life Member”**, as defined in Rule 10, and **“Honorary Executive Member”**, as defined in Rule 11;

“Member” means those bodies or individuals that are deemed to hold a stake in the Association and therefore have a right to participate in the decision making of the Association at a General Meeting. The term Member includes a Member Club, an Honorary Life Member, or an Honorary Executive Member;

“Member Club” means a Club that is an Incorporated Association based in Victoria, that shares the main purposes of the Association, that has been approved by the Executive to be a Member Club of the Association, and that has paid the annual fees as a Member Club for the current Financial Year;

“the Act” means the Associations Incorporation Reform Act 2012 (VIC), as amended from time to time, and includes any regulations made under that Act;

“Registered Mediator” means a person registered as a mediator accredited under the National Mediator Accreditation System developed by the Mediator Standards Board Limited ABN 11 145 829 812;

“the Registrar” means the Registrar of Incorporated Associations;

“Senior Club Official” means a representative of a Member Club that is regarded by the Executive to be authorised to act on behalf of their Club in matters relating to the Club’s Membership in the Association and the appointment of its Club Delegates for a General Meeting;

“Special Resolution” means a resolution that requires not less than three-quarters of the Members voting at a General Meeting, whether in person or by proxy, to vote in favour of the resolution; and

“Voting Delegate” means those persons entitled to vote at a General Meeting of the Association, and includes Club Delegates, Honorary Life Members, and Honorary Executive Members, in accordance with Rule 13.

PART 2: POWERS OF ASSOCIATION

5 Powers of Association

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieving its purposes.
- (2) Without limiting Subrule (1), the Association may:
 - (a) acquire, hold, and dispose of real or personal property; or
 - (b) open and operate accounts with financial institutions; or
 - (c) invest its money in any security in which trust monies may lawfully be invested; or
 - (d) raise and borrow money on any terms and in any manner as it thinks fit; or
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability; or
 - (f) appoint agents to transact business on its behalf.
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6 Not-for-profit organisation

- (1) The Association must not distribute any surplus, income, or assets directly or indirectly to its members.
- (2) Subrule (1) does not prevent the Association from paying a member:
 - (a) reimbursement for expenses properly incurred by the member; or
 - (b) for goods or services provided by the member:if this is done in good faith on terms no more favourable than if the member was not a member.

Note: Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

PART 3: MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1: Membership

7 Membership and Minimum Number of Members

- (1) The membership of the Association consists of:
 - Member Clubs, each with a number of Voting Delegates (also referred to as Club Delegates), in accordance with Rule 14;
 - Honorary Life Members, who are also classed as Voting Delegates; and
 - the elected Executive Members, who are Honorary Members of the Association for the duration of their term of office, and who are also classed as Voting Delegates at General Meetings during their term of office, including for all elections and motions raised at an AGM at which their term of office concludes.
- (2) The Association must have a minimum of two Member Clubs.

8 Eligibility and Application for Club Membership

- (1) To be eligible for Membership, a Club must:
 - (a) be a not for profit incorporated association; and
 - (b) have a membership comprising natural persons that have a common purpose of playing chess, and who share the main purposes of the Association; and
 - (c) be based in the State of Victoria.
- (2) To apply to become a Member of the Association, a Club must submit a written application to the Executive stating that the Club:
 - (a) wishes to become a member of the Association; and
 - (b) supports the purposes of the Association; and
 - (c) agrees to comply with these Rules.
- (3) The application:
 - (a) must be signed by a Senior Club Official; and
 - (b) must be accompanied by evidence that the Club is a not for profit incorporated association registered in Victoria; and
 - (c) must be accompanied by an undertaking to pay annual Club Membership fees, determined in accordance with these Rules, as they fall due.

Notes:

- 1 The Membership fee is the fee (if any) determined by the Association under Rule 12.
- 2 A requirement for a signature of a person may be met by electronic signature. See section 9 of the **Electronic Transactions (Victoria) Act 2000**.

9 Consideration and Approval of Club Membership

- (1) As soon as practicable after an application for Club Membership is received, the Executive must decide by resolution whether to accept or reject the application.
- (2) The Executive must notify the applicant club in writing of its decision as soon as practicable after the decision is made.
- (3) If the Executive rejects the application, it must return to the applicant any money accompanying the application.
- (4) The Executive is not required to give to an applicant club a reason for the rejection of an application. The rejection of an application must, however, be recorded in the minutes of the Executive Meeting, including a note of significant reasons advanced in coming to the decision.
- (5) If an application for Club Membership is approved by the Executive:
 - (a) the resolution to accept the Membership must be recorded in the minutes of the Executive meeting; and
 - (b) the Secretary must, as soon as practicable, ensure the name and address of the new Member Club, and the date on which they became a Member Club, is recorded in the Register of Member Clubs.
- (6) A Club becomes a Member of the Association from the date on which both of the following have occurred:
 - (a) the Executive approves the Club's membership; and
 - (b) the Club pays its Membership fee.
- (7) Subject to Rule 15(2), a Club is entitled to exercise their rights of membership from the date referred to in Subrule (6).

Note: An association may have obligations under Div 6 of Part 4 of the **Equal Opportunity Act 2010**.

10 Honorary Life Membership

- (1) Membership of the Association as an Honorary Life Member may be granted only to natural persons who have rendered outstanding service to the Association and/or to chess generally.
- (2) The number of Honorary Life Members at any one time shall not exceed five.
- (3) Nomination for Honorary Life Membership shall be made by the Executive, four-fifths of whom must approve.

- (4) Election to Honorary Life Membership shall take place at a General Meeting and shall require a two-thirds majority vote.
- (5) Membership of the Association as an Honorary Life Member shall terminate:
 - (a) if annulled by the same procedure as that by which it was granted; or
 - (b) if the Honorary Life Member resigns their life membership in writing to the Executive; or
 - (c) upon the death of the Honorary Life Member.
- (6) An Honorary Life Member has a right as a Voting Delegate:
 - (a) to receive notice of General Meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (b) to submit items of business for consideration at a General Meeting; and
 - (c) to attend and be heard at General Meetings; and
 - (d) to vote at a General Meeting; and
 - (e) to have access to the minutes of General Meetings and other documents of the Association as provided under Rule 75; and
 - (f) to inspect the register of Member Clubs.

11 Honorary Executive Membership

- (1) Any person that is duly elected to the Executive in accordance with Rules 49 to 54, or who is duly appointed to the Executive in accordance with Rule 57 shall also serve as an Honorary Member of the Association.
- (2) As an Honorary Member, any person who is a Member of the Executive shall, for the duration of their term of office, have the right to vote on all motions raised at General Meetings of the Association. This shall include the entirety of an Annual General Meeting (hereafter referred to as "AGM") at which their term of office comes to an end. For clarity, it is noted that, while their office as a member of the outgoing Executive will be formally declared vacant during an AGM in accordance with Rule 50, immediately prior to the election of the incoming Executive Members, their Honorary Membership of the Association, and the voting entitlement that attaches thereto, will continue until the conclusion of that AGM. An Incoming Executive Member shall become an Honorary Member of the Association at the conclusion of the AGM at which they are elected.
- (3) If an Executive Member vacates their office in accordance with Rule 56, they shall also cease to be an Honorary Executive Member of the Association, and shall no longer hold any voting rights at General Meetings.
- (4) An Honorary Executive Member has a right as a Voting Delegate:

- (a) to receive notice of General Meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
- (b) to submit items of business for consideration at a General Meeting; and
- (c) to attend and be heard at General Meetings; and
- (d) to vote at a General Meeting; and
- (e) to have access to the minutes of General Meetings and other documents of the Association as provided under Rule 75; and
- (f) to inspect the register of Member Clubs.

12 Member Club Fees

- (1) At each AGM, the Association must determine:
 - (a) the process for setting the amount of the annual affiliation fee (if any) for the following financial year; and
 - (b) the process for setting the amount of the any other Member Club fees
 - (c) the date for payment of the annual subscription.
- (2) The Association may determine that any new Member Club which joins after the start of a financial year must, for that financial year, pay a fee equal to:
 - (a) the full annual subscription; or
 - (b) a pro rata annual subscription based on the remaining part of the financial year; or
 - (c) a fixed amount determined by the Association at the time of joining.
- (3) The rights of a Member Club (including the right for its Delegates to vote) that has not paid the annual subscription by the due date are suspended until the subscription is paid.

13 Voting at a General Meeting

- (1) The right to vote at a General Meeting shall be limited to natural persons, referred to as the Voting Delegates, and classified by the Association's Rules as:
 - (a) Delegates of Member Clubs (Rule 14)
 - (b) Honorary Life Members
 - (c) Honorary Executive Members
- (2) Each Voting Delegate is only entitled to one vote unless the contrary intention appears.

Example:

A Voting Delegate who is classified by the Association's Rules and both a Delegate of a

Member Club and an Honorary Executive Member may only vote once on any matter despite each position classified as a Voting Delegate being entitled to one vote.

14 Delegates of Member Clubs, as Voting Delegates

- (1) A Member Club is entitled to send a specified number of its own club members to a General Meeting of the Association. The number of persons that may be nominated as Delegates of a Club shall be limited as follows:
 - (a) no more than 1 Delegate nominated by a Member Club which had a total of 5 to 25 members during the previous Membership Year; or
 - (b) no more than 2 Delegates nominated by a Member Club which had a total of 26 to 40 members during the previous Membership Year; or
 - (c) no more than 3 Delegates nominated by a Member Club which had a total of 41 to 60 members during the previous Membership Year; or
 - (d) no more than 4 Delegates nominated by a Member Club which had a total of 61 to 80 members during the previous Membership Year; or
 - (e) no more than 5 Delegates nominated by a Member Club which had a total of 81 or more members during the previous Membership Year.
- (2) A Club Delegate must be:
 - (a) a natural person; and
 - (b) a current member of the Member Club that they are representing at the Meeting; and
 - (c) aged 18 or over.
- (3) At any General Meeting, a person may be a Voting Delegate for only one Member Club.
- (4) A Senior Club Official must provide a list of their Club Delegates to the Secretary of the Association at least 7 days prior to the commencement of the General Meeting.
- (5) Subject to compliance with Rules (1) to (4) above, the Secretary and the Executive shall not have the right to reject a Delegate nominated by their Club.

15 General Rights of Member Clubs and their Voting Delegates

- (1) A Member Club of the Association, that is entitled to send its Delegates as Voting Delegates to a General Meeting has a right:
 - (a) to receive notice of General Meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (b) to submit items of business for consideration at a General Meeting; and
 - (c) to have its Delegates, up to a maximum as specified in Rule 14(1) attend and be heard at General Meetings; and

- (d) to have those Delegates vote at a General Meeting; and
 - (e) to have access to the minutes of General Meetings and other documents of the Association as provided under Rule 75; and
 - (f) for a Senior Club Official to inspect the register of Member Clubs.
- (2) A Member Club is entitled to send its Voting Delegates to a General Meeting if:
- (a) more than 10 business days have passed since the Club became a Member of the Association; and
 - (b) the Club's membership rights are not suspended for any reason.

16 Rights not Transferable

- (1) The rights of a Member Club, of an Honorary Life Member, and of an Honorary Executive Member, are not transferable and end when Membership ceases.
- (2) The rights of a Club Delegate relate only to a specific General Meeting for which they are appointed, and are not transferable, with the exception that they may be transferred to another Voting Delegate of their own Club by proxy, strictly in accordance with Rule 34.

17 Ceasing Club Membership

- (1) The Membership of a Member Club ceases on resignation, expulsion, or the cessation of activity or dissolution of the Club.
- (2) If a Club ceases to be a Member Club of the Association, the Secretary must, as soon as practicable, enter in the register of members the date the Club ceased to be a member.
- (3) A Member Club may resign by notice in writing given to the Association by a Senior Club official.

Note: Rule 74(3) sets out how notice may be given to the association. It includes by post or by handing the notice to a member of the committee.

- (4) A Member Club is taken to have resigned if:
 - (a) the Member Club's annual subscription is more than 12 months in arrears; or
 - (b) where no annual subscription is payable:
 - (i) the Secretary has made a written request to the Member Club to confirm that the Member Club wishes to remain a Member; and
 - (ii) the Member Club has not, within 3 months after receiving that request, confirmed in writing that the Member Club wishes to remain a member.

18 Register of Members

- (1) The Secretary must keep and maintain a register of Member Clubs that includes:
 - (a) for each current Member Club:
 - (i) the Member Club's name; and
 - (ii) the address for notice last given by the Member Club; and
 - (iii) the email address last given by the Member Club (if available);
and
 - (iv) the date of becoming a Member Club; and
 - (v) any other information determined by the Executive; and
 - (b) for each former Member Club, the name of the Club and the date on which the Club ceased to be a Member Club of the Association.
- (2) The Secretary must keep and maintain a register of Honorary Life Members that includes:
 - (a) for each person who is a current Honorary Life Member:
 - (i) the Honorary Life Member's name; and
 - (ii) the address for notice last given by the Honorary Life Member;
and
 - (iii) the email address last given by the Honorary Life Member; and
 - (iv) the date of becoming an Honorary Life Member; and
 - (v) any other information determined by the Executive; and
 - (b) for each former Honorary Life Member, their name, and the date on which they ceased to be an Honorary Life Member of the Association.
 - (c) A Senior Official of a Member Club, or an Honorary Life Member, or an Honorary Executive Member, may, at a reasonable time and free of charge, inspect the register of members.

Note: Under section 59 of the Act, access to the personal information of a person recorded as an official of a register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the register of members.

Division 2: Disciplinary action

In Rules 19 to 24 Member refers to all Members of the Association. Member may mean a Member Club or an Honorary Life Member or an Honorary Executive Member.

19 Grounds for Taking Disciplinary Action

The Association may take disciplinary action against a Member in accordance with this Division if it is determined that the Member:

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of the Association; or
- (c) has engaged in conduct prejudicial to the Association.

20 Disciplinary Subcommittee

- (1) If the Executive is satisfied that there are sufficient grounds for taking disciplinary action against a Member, the Executive must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the Member
- (2) Subject to Subrule (3), the Executive may appoint any person to a disciplinary subcommittee.
- (3) A person must not be appointed to a disciplinary subcommittee if the person is biased in favour of or against the Member concerned. In the case of a Member Club, no member of that Club may be appointed to a disciplinary subcommittee.

21 Notice to Member

- (1) Before disciplinary action is taken against a Member, the Secretary must give written notice to the Member:
 - (a) stating that the Association proposes to take disciplinary action against the Member; and
 - (b) stating the grounds for the proposed disciplinary action; and
 - (c) specifying the date, place, and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (hereafter referred to as the “**disciplinary meeting**”); and
 - (d) advising the Member that the Member may do one or both of the following:
 - (i) attend the disciplinary meeting, or in the case of a Member Club have one or more Senior Club Officials attend the disciplinary

- meeting, and address the disciplinary subcommittee at that meeting; and/or
 - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - (e) setting out the Member's appeal rights under Rule 23.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

22 Decision of Subcommittee

- (1) At the disciplinary meeting, the disciplinary subcommittee must:
 - (a) give the Member an opportunity to be heard; and
 - (b) consider any written statement submitted by the Member.
- (2) After complying with Subrule (1), the disciplinary subcommittee may:
 - (a) take no further action against the Member; or
 - (b) subject to Subrule (3):
 - (i) reprimand the Member; or
 - (ii) suspend the membership rights of the Member for a specified period; or
 - (iii) expel the Member from the Association.
- (3) The disciplinary subcommittee may not fine the Member.
- (4) The suspension of membership rights or the expulsion of a Member by the disciplinary subcommittee under this Rule takes effect immediately after the vote is passed.

23 Appeal Rights

- (1) A person or Club whose membership rights have been suspended or who has been expelled from the Association under Rule 22 may give notice to the effect that the person or Club wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given:
 - (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person or Club is taken; or
 - (b) to the Secretary not later than 7 days after the vote.
- (3) If a person or Club has given notice under Subrule (2), the Executive must appoint at least 3 persons to an appeal subcommittee to consider the appeal.
- (4) Subject to Subrule (5), the Executive may appoint any person to an appeal subcommittee.
- (5) A person must not be appointed to an appeal subcommittee if the person:

- (a) was appointed to the disciplinary subcommittee to hear and determine the matter of the Member concerned; or
 - (b) has a personal interest in the dispute; or
 - (c) is biased in favour of or against the Member concerned. In the case of a Member Club, no member of that Club may be appointed to a disciplinary sub-committee.
- (6) The committee must convene a meeting of the appeal subcommittee (hereafter referred to as the “**disciplinary appeal meeting**”) as soon as practicable and no later than 21 days after the notice of the appeal is received.
- (7) Notice of the disciplinary appeal meeting must be given to each member of the appeal subcommittee and the Member concerned as soon as practicable and must:
- (a) specify the date, time, and place of the meeting; and
 - (b) state:
 - (i) the name of the person or Club against whom the disciplinary action has been taken; and
 - (ii) the grounds for taking that action; and
 - (iii) that at the disciplinary appeal meeting, the appeal subcommittee members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

24 Conduct of Disciplinary Appeal meeting

- (1) At a disciplinary appeal meeting:
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the appeal subcommittee must state the grounds for suspending or expelling the Member and the reasons for taking that action; and
 - (c) the person or Club whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with Subrule (1), members of the appeal subcommittee present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) A member of the appeal subcommittee may not vote by proxy at the meeting.
- (4) The decision is upheld if a majority of the persons voting at the meeting vote in favour of the decision.

Division 3: Grievance procedure

In Rules 25 to 29 Member refers to all Members of the Association. Member may mean a Member Club or an Honorary Life Member or an Honorary Executive Member.

25 Application

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between:
 - (a) a Member and another Member; or
 - (b) a Member and the Executive; or
 - (c) a Member and the Association.
- (2) A Member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.
- (3) The Association's Rules shall only apply to disputes defined in Subrule(1). Other personal disputes, for example, between a member of one Member Club and a member of another Member Club, or between a Member Club and one of its own members, are not the responsibility of the Association.

26 Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

27 Appointment of Mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 26, the parties must within 10 days:
 - (a) notify the Executive of the dispute; and
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be:
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:
 - (i) if the dispute is between a Member and another Member, a person appointed by the Executive; or
 - (ii) if the dispute is between a Member and the Executive or the Association, a registered mediator.

Note: This includes a registered mediator appointed or employed by the Dispute Settlement Centre of Victoria or accredited by the Victorian Bar.

- (3) Subject to Subrule (4), the Executive may appoint any person as a mediator.
- (4) The Executive must not appoint a person as a mediator if the person:
 - (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any party involved.

28 Mediation Process

- (1) The mediator to the dispute, in conducting the mediation, must:
 - (a) give each party every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.
- (3) Any costs of mediation are to be paid:
 - (a) if an agreement as to costs is reached between the parties, in accordance with that agreement; or
 - (b) if there is no such agreement, by the Association.

29 Failure to resolve dispute by Mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 4: GENERAL MEETINGS OF THE ASSOCIATION

30 Annual General Meetings

- (1) The Executive must convene an AGM of the Association to be held in accordance with the Act within 5 months after the end of each financial year, and if practicable within 2 months after the end of the financial year
- (2) The Executive may determine the date, time, and place of the AGM.
- (3) The ordinary business of the AGM is as follows:
 - (a) to confirm the minutes of the previous AGM and of any Special General Meeting or General Meeting held since then;
 - (b) to receive and consider:
 - (i) the annual report of the Executive on the activities of the Association during the preceding financial year; and
 - (ii) the financial statements of the Association for the preceding financial year submitted by the Executive in accordance with Part 7 of the Act;
 - (c) to elect the members of the Executive; and
 - (d) to determine the process for setting the amounts (if any) of the annual Member Club affiliation fees and any other Club fees
- (4) The AGM may also conduct any other business of which notice has been given in accordance with these Rules.

31 Special General Meetings

- (1) Any General Meeting of the Association, other than an AGM or a disciplinary appeal meeting, is a Special General Meeting.
- (2) The Executive may convene a Special General Meeting whenever the Executive deems it to be necessary.
- (3) No business other than that set out in the notice under Rule 33 may be conducted at the meeting.

Note: General business may be considered at the meeting if it is included as an item for consideration in the notice under Rule 33 and the majority of Members at the meeting agree.

32 Special General Meeting held at request of Members

- (1) The Executive must convene a Special General Meeting if a request to do so is made in accordance with Subrule (2) by at least 10% of the total number of Member Clubs.

- (2) A request for a Special General Meeting must:
 - (a) be in writing; and
 - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (c) include the names and signatures of the Senior Club Officials requesting the meeting; and
 - (d) be given to the Secretary.
- (3) If the Executive does not convene a special General Meeting within one month after the date on which the request is made, the Members making the request (or any of them) may convene the Special General Meeting.
- (4) A special General Meeting convened by members under Subrule (3):
 - (a) must be held within 3 months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.
- (5) The Association must reimburse all reasonable expenses incurred by the Member Clubs convening a Special General Meeting under Subrule (3).

33 Notice of General Meetings

- (1) The Secretary (or, in the case of a Special General Meeting convened under Rule 32(3), the Members convening the meeting) must give to each Member of the Association:
 - (a) At least 21 days' notice of an AGM
 - (b) at least 21 days' notice of a General Meeting if a special resolution is to be proposed at the meeting; or
 - (c) at least 14 days' notice of a General Meeting in any other case.
- (2) The notice must:
 - (a) specify the date, time, and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if a special resolution is to be proposed:
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution; and
 - (d) comply with Rule 34(5).
- (3) The notice of an AGM shall include nomination forms that stipulate the closing date and time for the receiving of nominations, and the contact details of the Returning Officer

- (4) The notice for an AGM must include as attachments the draft Executive Reports of the President and the Treasurer.
- (5) This Rule does not apply to a disciplinary appeal meeting.

Note: Rule 23(4) sets out the requirements for notice of a disciplinary appeal meeting.

34 Proxies

- (1) A Voting Delegate who is unable to attend a General Meeting may appoint one of the other Voting Delegates as their proxy to vote and speak on their behalf at a General Meeting, other than at a disciplinary appeal meeting. In the case of a Club Delegate, the proxy must be another Club Delegate from their own Club, unless there is no such person attending the meeting.
- (2) The appointment of a proxy must be in writing and signed by the Voting Delegate making the appointment.
- (3) The Voting Delegate appointing the proxy may:
 - (a) give specific directions as to how the proxy is to vote on their behalf on one or more specific motions; or
 - (b) authorise the proxy to vote on behalf of the Voting Delegate in any matter as the proxy sees fit; or
 - (c) a combination of (a) and (b).
- (4) If the Executive has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the Member's proxy and that has been signed by the Member.
- (5) Notice of a General Meeting given to a Member under Rule 33 must:
 - (a) state that the Voting Delegate may appoint another Voting Delegate as a proxy for the meeting; and
 - (b) include a copy of any form that the Executive has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.
- (8) Each Voting Delegate present at a General Meeting is permitted on any motion to hold a maximum of one proxy vote on behalf of a Voting Delegate that is unable to attend the meeting. The only exception is that the Meeting Chairperson may hold a number of proxy votes giving specific directions in accordance with Subrule (3)(a).

35 Chairperson

- (1) For a General Meeting, the Executive may nominate a Chairperson, who may be a Voting Delegate or other person.
- (2) If such a nomination is not made for a particular General Meeting, then the President, or in the President's absence, the Vice-President will normally be the Chairperson. If the President and the Vice-President are both absent, or are unable to preside, or prefer for a good reason not to preside, the Chairperson of the meeting shall be a Voting Delegate or other person elected by the other Voting Delegates present.
- (3) At any time during a General Meeting, if such a procedural motion is proposed and seconded and after due opportunity for debate, the Members by a majority vote have the right to change the meeting Chairperson.

36 Use of Technology

- (1) A General Meeting may be held and Voting Delegates may take part by the use of technology that allows members to communicate clearly and simultaneously with each other participating Voting Delegate.
- (2) For the purposes of this Part, a Voting Delegate participating in a General Meeting as permitted under Subrule (1) is taken to be present at the meeting and, if the Voting Delegate votes at the meeting, is taken to have voted in person.

37 Quorum at General Meetings

- (1) No business may be conducted at a General Meeting unless a quorum of Voting Delegates is present.
- (2) The quorum for a General Meeting is the presence (physically, by proxy or as allowed under Rule 35) of 10% of the Voting Delegates entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a General Meeting:
 - (a) in the case of a meeting convened by, or at the request of, Members under Rule 32, the meeting must be dissolved; or

Note: If a meeting convened by, or at the request of, Members is dissolved under this Subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If Members wish to have the business reconsidered at another Special General Meeting, the Members must make a new request under Rule 32.

- (b) in any other case:

- (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (ii) notice of the date, time, and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all Members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a General Meeting has been adjourned under Subrule (3)(b), the Voting Delegates present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

38 Adjournment of General Meetings

- (1) The Chairperson of a General Meeting at which a quorum is present may, with the consent of a majority of Voting Delegates present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting Subrule (1), a meeting may be adjourned:
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the Members more time to consider an item of business.

Example:

The Members may wish to have more time to examine the financial statements submitted by the Executive at an AGM.

- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this Rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with Rule 33.

39 Resolutions and Voting at General Meetings

- (1) On any question arising at a General Meeting:
 - (a) subject to Subrule (3), each Voting Delegate who is entitled to vote has one vote; and
 - (b) Subject to the provisions of Rule 34, Voting Delegates may vote personally or by proxy; and
 - (c) except in the case of a special resolution, the question must be decided on a majority of votes.

- (2) If votes are divided equally on a particular resolution, then the resolution shall be deemed lost as per Rule 40.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only Voting Delegates who were present at that meeting may vote.
- (4) This Rule does not apply to a vote at a disciplinary appeal meeting conducted under Rule 24.
- (5) A special resolution is one for which there is a statutory requirement that not less than three-quarters of the Voting Delegates voting at a General Meeting (whether in person or by proxy) vote in favour of the resolution.

Note: In addition to certain matters specified in the Act, a special resolution is required:

- (a) to remove an Executive Member from office; or
- (b) to alter these Rules, including changing the name or any of the purposes of the Association.

40 Determining Whether Resolution Carried

- (1) Subject to Subrule (2), the Chairperson of a General Meeting may, on the basis of a show of hands, declare that a resolution has been:
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lostand an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) If a count is demanded by three or more Voting Delegates on any question:
 - (a) the count must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - (b) the Chairperson must declare the result of the resolution on the basis of the count.
- (3) A count demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (4) A count demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

41 Minutes of General Meetings

- (1) The Executive must ensure that minutes are taken and kept of each General Meeting. The minutes should be made available to Members within 30 days after the General Meeting.

- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each AGM must include:
 - (a) the names of the Voting Delegates attending the meeting (and, in the case of Club Delegates, the name of their Member Club); and
 - (b) the financial statements submitted to the Members in accordance with Rule 30(3)(b)(ii); and
 - (c) the certificate signed by 2 Executive Members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (d) any audited accounts and auditor's report, or report of a review accompanying the financial statements that are required under the Act.

PART 5: EXECUTIVE COMMITTEE

Division 1: Powers of the Executive

42 Role and Powers

- (1) The business of the Association must be managed by or under the direction of a Committee comprising of elected Executive Members and collectively known as the Executive.
- (2) The Executive may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by General Meetings of the Members of the Association.
- (3) The Executive may:
 - (a) appoint and remove staff; and
 - (b) establish subcommittees consisting of certain Executive Members and/or officials of Member Clubs, with terms of reference it considers appropriate.

43 Delegation

- (1) The Executive may delegate to a member of the Executive, a subcommittee, or staff, any of its powers and functions other than:
 - (a) this power of delegation; or
 - (b) a duty imposed on the Executive by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Executive considers appropriate.
- (3) The Executive may, in writing, revoke a delegation wholly or in part.

Division 2: Composition of Executive and Duties of Members

44 Composition of Executive

The Executive shall by default consist of six and an absolute maximum of eight Members. These shall comprise four office holders, also referred to as the Executive Officers, elected in accordance with Rule 52, plus by default two, and an absolute maximum of four, Ordinary Executive Members, elected in accordance with Rule 53. The four Executive Officers have roles defined in Rules 46 to 48, and are as follows:

- (a) a President;

- (b) a Vice-President;
- (c) a Treasurer;
- (d) a Secretary.

45 General Duties

- (1) As soon as practicable after being elected or appointed to the Executive, each Executive Member must become familiar with these Rules and the Act.
- (2) The Executive is collectively responsible for ensuring that the Association complies with the Act and that individual Executive Members comply with these Rules.
- (3) Executive Members must exercise their powers and discharge their duties:
 - (a) with reasonable care and diligence; and
 - (b) in good faith in the best interests of the Association; and
 - (c) for a proper purpose.
- (4) Executive Members and former Executive Members must not make improper use of:
 - (a) their current or former position; or
 - (b) information acquired by virtue of holding their current or former position so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

Note: See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

- (5) In addition to any duties imposed by these Rules, an Executive Member must perform any other duties imposed by resolution at a General Meeting.

46 President and Vice-President

- (1) The President, or in the President's absence, the Vice-President, shall provide leadership to the Association in its dealings with other parties and in the organisation and administration of its activities.
- (2) The President, or in the President's absence, the Vice-President will normally be the Chairperson for any Executive meetings. If the President and the Vice-President are both absent, or are unable to preside, or prefer for a good reason not to preside, the Chairperson of the meeting shall be an Executive member elected by the other Executive Members present.

47 Treasurer

- (1) The Treasurer must:
 - (a) receive all moneys paid to or received by the Association and, when requested, issue receipts for those moneys in the name of the Association; and
 - (b) ensure that all moneys received are paid into the account of the Association within five working days after receipt; and
 - (c) make any payments authorised by the Executive or by a General Meeting of the Association from the Association's funds; and
 - (d) ensure all payments and movement of moneys are signed and/or authorised by at least two Executive Members; and
- (2) The Treasurer must:
 - (a) ensure that the financial records of the Association are kept in accordance with the Act; and
 - (b) coordinate the preparation of the documents listed in Rule 71(3) subrules (a) to (d) and include these in the documents submitted to the Members at the AGM.
- (3) The Treasurer must ensure that all other Executive Members have access to the accounts and financial records of the Association when required.

48 Secretary

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

Example:

Under the Act, the secretary of an incorporated association is responsible for lodging documents of the Association with the Registrar.

- (2) The Secretary must:
 - (a) maintain the register of Members, comprising Member Clubs and Honorary Life Members, in accordance with Rule 18; and
 - (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in Rule 70(3), all books, documents, and securities of the Association in accordance with Rules 72 and 75; and
 - (c) subject to the Act and these Rules, provide Members with access to the register of Members, the minutes of General Meetings, and other books and documents; and

- (d) keep minutes of all General Meetings and all Executive Meetings; and
 - (e) maintain the conflicts-of-interests register described in Rule 65, and prepare the statement described in Rule 71(3)(e) and include this in the documents submitted to Members at the AGM.
 - (f) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of the Secretary's appointment within 14 days after the appointment.
- (4) In accordance with the Act, the Secretary must reside in Australia.

Division 3: Election of Executive Members and Tenure of Office

49 Who is Eligible to be an Executive Member

In order to be elected or appointed as an Executive Member, a person must be 18 years or over, and must be at least one of the following:

- (a) a member of a Member Club; or
- (b) an Honorary Life Member; or
- (c) a non-Member that the Voting Delegates consider brings significant value to the Executive as a respected servant of chess in Victoria.

50 Positions to be declared vacant

- (1) This Rule applies to any AGM of the Association, after the annual report and financial statements of the Association have been received.
- (2) The Chairperson of the meeting must declare all positions on the Executive to be vacant and hold elections for those positions in accordance with Rules 51 to 54.

51 Nominations

- (1) Nominations shall be delivered to the Secretary a minimum of 7 days prior to the start of the AGM.
- (2) An eligible member of a Member Club, or an Honorary Life Member, or an Honorary Executive Member, may submit either
 - (a) a self-nomination, which will during the AGM only be accepted if formally proposed by a nominator and a seconder; or

- (b) a complete nomination, which must be signed by a nominator and by a seconder, both of whom must be Voting Delegates, and by the candidate to indicate their consent.
- (3) Anyone who is not a member of a Member Club, or an Honorary Life Member, or an Honorary Executive Member must submit a complete nomination, signed by a nominator and by a seconder, both of whom must be Voting Delegates, and by the candidate to indicate their consent.
- (4) Any nominee shall be given the opportunity to make a short written or verbal statement to the Voting Delegates outlining the reasons why the Association will benefit from having them serve as an Executive Member. The Voting Delegates shall be given an opportunity to speak against any nominee serving on the Executive prior to the vote being taken.
- (5) If for any Executive position there are no nominations delivered in accordance with Subrule (1), the Chairman shall call during the AGM for self-nominations from attending Voting Delegates. Self-nominations will only be accepted if then formally proposed by a nominator and a seconder

52 Election of the Senior Executive Officers

- (1) At the AGM, separate elections must be held for each of the following positions:
 - (a) President;
 - (b) Vice-President;
 - (c) Treasurer;
 - (d) Secretary.
- (2) If there is only one eligible person nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- (3) If more than one eligible person is nominated, a ballot must be held in accordance with Rule 54.
- (4) On the President's election, then, if the AGM has been chaired by the outgoing President in accordance with Rule 35(2), then the new President will, if they wish, take over as Chairperson of the meeting.

53 Election of Ordinary Executive Members

- (1) The number of Ordinary Executive Members shall by default be two.
- (2) The Voting Delegates at an AGM may, by a two thirds majority, pass a motion to allow the election of a different number of ordinary Executive Members to hold office for the next year. The number shall not exceed four. This shall be considered a procedural motion and shall not require advance notice.

- (3) A single election may be held to fill all of those positions.
- (4) If the number of Members nominated for the position of Ordinary Executive Member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- (5) If the number of Members nominated is less than the number to be elected, taking into account any motion passed under Subrule (2), the Chairperson shall call during the AGM for additional self-nominations from attending Voting Delegates. Self-nominations will only be accepted if then formally proposed by a nominator and a seconder.
- (6) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with Rule 54.

54 Ballot

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a Member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a person nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of their election.
- (4) The election must be by secret ballot.
- (5) If the election is held in person, the returning officer must give:
 - (a) to each Voting Delegate present in person, a blank piece of paper; and
 - (b) to each Voting Delegate attending remotely using meeting technology, an appropriate means of voting electronically; and
 - (c) to each proxy appointed by a Voting Delegate, an additional blank piece of paper.
- (6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- (7) If the ballot is for more than one position:
 - (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote; and
 - (b) the voter must not write the names of more candidates than the number to be elected.
- (8) Ballot papers that do not comply with Subrule (7) (b) are not to be counted.
- (9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.

- (11) If the returning officer is unable to declare the result of an election under Subrule (10) because two or more candidates received the same number of votes, the returning officer must:
 - (a) conduct a further election for the position in accordance with Subrules (4) to (10) to decide which of those candidates is to be elected; or
 - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

Examples:

The choice of candidate may be decided by the toss of a coin, drawing straws, or drawing a name out of a hat.

55 Term of Office

- (1) Subject to Subrule (3) and Rule 56, an Executive Member holds office until the positions of the Executive are declared vacant at the next AGM.
- (2) An Executive Member may be re-elected.
- (3) A General Meeting of the Association may:
 - (a) by special resolution remove an Executive Member from office; and
 - (b) elect an eligible person, as defined in Rule 49, to fill the vacant position in accordance with this Division.
- (4) An Executive Member who is the subject of a proposed special resolution under Subrule (3) (a) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the Members of the Association.
- (5) The Secretary or the President may give a copy of the representations referred to in Subrule (4) to each Member Club of the Association or, if they are not so given, the subject Executive Member may require that they be read out to the Voting Delegates at the meeting at which the special resolution is to be proposed.

56 Vacation of Office

- (1) An Executive Member may resign from the Executive by written notice addressed to the Executive.
- (2) A person ceases to be an Executive Member if the person:
 - (a) fails to attend 3 consecutive Executive meetings (other than special or urgent Executive meetings) without leave of absence under Rule 67; or
 - (b) otherwise ceases to be an Executive Officer by operation of Section 78 of the Act.

57 Filling Casual Vacancies

- (1) The Executive may appoint an eligible person, as defined in Rule 49, to fill a position on the Executive that:
 - (a) has become vacant under Rule 56; or
 - (b) was not filled by election at the most recent AGM.
- (2) If the position of Secretary becomes vacant, the Executive must appoint a Member to the position within 14 days after the vacancy arises.
- (3) Rule 55 applies to any Executive Member appointed by the Executive under Subrule (1) or (2).
- (4) The Executive may continue to act despite any vacancy among its Members, including a vacancy among the four Executive Officers.

Division 4: Meetings of the Executive

58 Meetings of the Executive

- (1) The Executive must meet at least four times in each year at the dates, times and places determined by the Executive.
- (2) The date, time, and place of the first Executive meeting must be determined by the members of the Executive as soon as practicable after the AGM of the Association at which the members of the Executive were elected.
- (3) Special Executive meetings may be convened by the President or by any 4 members of the Executive.

59 Notice of Meetings

- (1) Notice of each Executive meeting must be given to each Executive Member no later than 7 days before the date of the meeting.
- (2) Notice may be given at the same time of more than one Executive meeting.
- (3) The notice must state the date, time, and place of the meeting.
- (4) A Special Executive Meeting is one convened by at least four Executive Members to discuss a specific matter of importance. If a special Executive meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at a Special Executive Meeting is the business for which the meeting is convened.

60 Urgent Meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with Rule 59 provided that as much notice as practicable is given to each Executive Member by the quickest means possible.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Executive.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

61 Procedure and Order of Business

- (1) The procedure to be followed at a meeting of an Executive must be determined by the Executive.
- (2) The order of business may be determined by the members present at the meeting.

62 Use of Technology

- (1) An Executive meeting may be held by the use of technology that allows Executive Members to communicate clearly and simultaneously with each other participating member.
- (2) For the purposes of this Part, an Executive Member participating in an Executive meeting as permitted under Subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

63 Quorum

- (1) No business may be conducted at an Executive meeting unless a quorum is present.
- (2) The quorum for an Executive meeting is the presence (in person or as allowed under Rule 62) of a majority of the Executive Members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of an Executive meeting:
 - (a) in the case of a special meeting, the meeting lapses; and
 - (b) in any other case, the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the date, time, and place to which the meeting is adjourned must be given in accordance with Rule 59.

64 Voting

- (1) On any question arising at an Executive meeting, each Executive Member present at the meeting has one vote.
- (2) A motion is carried if a majority of Executive Members present and voting at the meeting vote in favour of the motion.
- (3) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Executive.
- (4) If votes are divided equally on a motion, the motion shall fail.
- (5) Voting by proxy is not permitted.

65 Conflict of Interest and Disclosure of Material Personal Interests

- (1) An Executive Member who has a material personal interest in a matter being considered at an Executive meeting must disclose the Executive Member's position and the nature and extent of that interest to the Executive.
- (2) The Executive Member:
 - (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.

Note: Under Section 81(3) of the Act, if there are insufficient Executive Members to form a quorum because one or more Officers who have a material personal interest is disqualified from voting on a matter, a General Meeting may be called to deal with the matter.

- (3) This Rule does not apply to a material personal interest:
 - (a) that exists only because the Member is an employee of the Association; or
 - (b) that the Member has in common with all, or a substantial proportion of, the Members of the Association.
- (4) The Executive shall record any disclosed declaration of interest in the minutes of the meeting and shall keep a conflict-of-interest register.
- (5) The conflict-of-interest register must record the following:
 - (a) the name and position of the Member who has disclosed a material personal interest; and
 - (b) a description of the nature and extent of that interest; and
 - (c) if necessary, a management plan documenting actions required to mitigate the conflict.

66 Minutes of Meeting

- (1) The Executive must ensure that minutes are taken and kept of each Executive meeting.
- (2) The minutes must record the following:
 - (a) the names of the members in attendance at the meeting; and
 - (b) the business considered at the meeting; and
 - (c) any resolution on which a vote is taken and the result of the vote; and
 - (d) any material personal interest disclosed under Rule 65.

67 Leave of Absence

- (1) The Executive may grant an Executive Member leave of absence from Executive meetings for a period not exceeding three months.
- (2) The Executive must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Executive Member to seek the leave in advance.

PART 6: FINANCIAL MATTERS

68 Source of Funds

The funds of the Association may be derived from affiliation fees, joining fees, annual subscriptions, tournament entry fees or tournament profits, donations, fundraising activities, grants, interest, and any other sources approved by the Executive.

69 Management of Funds

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a General Meeting of the Association, the Executive may approve expenditure on behalf of the Association.
- (3) The Executive may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Executive for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two Executive members.
- (5) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- (6) Despite Subrule (1), the Executive may authorise the Treasurer to maintain a petty cash fund for minor and incidental expenses of the Association.
- (7) The Treasurer must record the withdrawal or deposit of an amount from the petty cash fund at the time of the transaction.

70 Financial Records

- (1) The Association must keep financial records that:
 - (a) correctly record and explain its transactions, financial position, and performance; and
 - (b) enable financial statements to be prepared as required by the Act.
- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep under the Treasurer's custody or control:
 - (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the Executive.

71 Financial Statements

- (1) For each financial year, the Executive must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting Subrule (1), those requirements include:
 - (a) the preparation of the financial statements; and
 - (b) if required, the review or auditing of the financial statements; and
 - (c) the certification of the financial statements by the Executive; and
 - (d) the submission of the financial statements to the AGM of the Association; and
 - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements, and fee.
- (3) Financial statements and related documents shall be submitted to the Members at each AGM. These documents shall include:
 - (a) a Balance Sheet prepared in accordance with Accounting Standards; and
 - (b) a Statement of Income and Expenditure, prepared in accordance with Accounting Standards; and
 - (c) a Certificate signed by two Executive Members, stating that the Balance Sheet and Statement of Income and Expenditure give a true and fair view of the financial position of the Association at the end of the financial year, and of the performance of the Association during the financial year; and
 - (d) a Budget for the next Financial Year; and
 - (e) a statement, the preparation of which shall be coordinated by the Secretary, of the nature and extent of any and all material personal interests of Executive Members in the transactions of the Association, as entered in the Conflict of Interests Register referred to in Rule 65(5).
- (4) By default, an audit or review of the Financial Statements shall not be undertaken. For any given year an audit or review must be undertaken if:
 - (a) it is required by legislation, generally on the grounds that financial thresholds have been reached that mean that the Association is no longer a Tier 1 Association as defined by the Act; or
 - (b) a resolution is passed by a majority of Members that an audit or review be performed. For clarity, such a Motion shall be considered to be procedural in nature and therefore does not require more than a simple majority to bring it to the Meeting if it is not included in the Agenda. At an AGM such a Motion may be proposed either in relation to the Financial Statements being discussed for the year recently ended, and/or for earlier periods, and/or in advance for the Financial Statements for the upcoming year.

PART 7: GENERAL MATTERS

72 Common Seal

- (1) The Association may have a common seal.
- (2) If the Association has a common seal:
 - (a) the name of the Association must appear in legible characters on the common seal; and
 - (b) a document may only be sealed with the common seal by the authority of the Executive and the sealing must be witnessed by the signatures of two Executive members; and
 - (c) the common seal must be kept in the custody of the Secretary.

73 Registered Address

The registered address of the Association is:

- (a) the address determined by resolution of the Executive; or
- (b) if the Executive has not determined an address to be the registered address, the postal address of the Secretary.

74 Notice Requirements

- (1) Any notice required to be given to a Member Club, an Honorary Life Member, or an Executive Member under these Rules may be given:
 - (a) by handing the notice to the Member personally; or
 - (b) by sending it by post to the Member at the address recorded for the Member on the register of Members; or
 - (c) by email or facsimile transmission.
- (2) Subrule (1) does not apply to notice given under Rule 60.
- (3) Any notice required to be given to the Association or the Executive may be given:
 - (a) by handing the notice to a Member of the Executive; or
 - (b) by sending the notice by post to the registered address; or
 - (c) by leaving the notice at the registered address; or
 - (d) if the Executive determines that it is appropriate in the circumstances:
 - (i) by email to the email address of the Association or the Secretary;
or
 - (ii) by facsimile transmission to the facsimile number of the Association.

75 Custody and Inspection of Books and Records

- (1) A Senior Officer of a Member Club, or an Honorary Life Member may on request inspect free of charge any of the following:
 - (a) the register of Members; and/or
 - (b) the minutes of General Meetings; and/or
 - (c) subject to Subrule (2), the financial records, books, securities, and any other relevant document of the Association, including minutes of Executive meetings.

Note: See note following Rule 18 for details of access to the register of Members.

- (2) The Executive may refuse to permit a Senior Officer of a Member Club, or an Honorary Life Member to inspect records of the Association that relate to confidential, personal, employment, commercial, or legal matters or where to do so may be prejudicial to the interests of the Association.
- (3) The Executive must on request make available or provide copies of these Rules to a Member Club(s) or an Honorary Life Member free of charge.
- (4) Subject to Subrule (2), a Member Club or an Honorary Life Member may request or make a copy of, any of the other records of the Association referred to in this Rule and the Association may charge a reasonable fee for the provision of a copy of such a record.
- (5) For the purposes of this rule:

“relevant document” means any record or other document, however compiled, recorded or stored, that relates to the incorporation and management of the Association and includes the following:

- (a) a membership record; and
- (b) a financial statement; and
- (c) a financial record; and
- (d) any other record or document relating to transactions, dealings, business, or property of the Association.

76 Winding Up and Cancellation

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any Members or former Members of the Association.

- (3) Subject to the Act and any court order made under Section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

77 By-Laws and Procedures

- (1) The Association recognises a number of procedures that must be followed when chess competition events and meetings are conducted. These procedures are outlined in the following documents:
 - (a) Registered Competitors By-Laws; and
 - (b) Interclub By-Laws; and
 - (c) Standing Orders of Meeting Procedures; and
 - (d) Guidelines for Management of Chess Victoria Financial Reserves
- (2) These documents may be amended by the Executive from time to time. When amended the Secretary must advise all Member Clubs of any alteration.
- (3) These documents must be published on the website of Chess Victoria.

78 Alteration of Rules

These Rules may only be altered by special resolution of a General Meeting of the Association.

Note: An alteration of these Rules does not take effect unless or until it is approved by the Registrar. If these Rules (other than Rule 1, 2 or 3) are altered, the Association is taken to have adopted its own Rules, not the Model Rules.

