

**SKATE AUSTRALIA
INCORPORATED**

(Registration No 4630)

**STATEMNET OF
PURPOSES
AND
RULES**

Adopted by way of Special Resolution of the Council

At the

Annual General Meeting on 30th September 2003

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on 28th September 2008

30th September 2011

28th November 2015

SKATE AUSTRALIA INCORPORATED- STATEMENT OF PURPOSES

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STATEMENT OF PURPOSES

of

SKATE AUSTRALIA INCORPORATED

(Registration No. 4630)

1. NAME OF ASSOCIATION

The name of the association is SKATE AUSTRALIA INCORPORATED ("Association").

2. OBJECTS OF ASSOCIATION

The Association is the peak body for the administration of skating activities in Australia. The objects for which the Association is established and maintained are to:

- (a) create a single uniform entity through and by which Skating Activities can be conducted, promoted and administered in Australia;
- (b) provide for the encouragement, conduct, promotion, control and administration of skating activities throughout Australia;
- (c) affiliate and otherwise liaise with such other bodies as may be desirable, in the pursuit of these objects;
- (d) encourage, conduct, promote, advance and control skating activities, in any form;
- (e) control, manage and conduct skating competitions
- (f) conduct or commission research and development for improvements in skating.
- (g) use and protect the Intellectual Property;
- (h) promote the importance of skating standards, techniques, awards and education to bodies involved in or related to skating activities;
- (i) strive for and maintain government, commercial and public recognition of the Association as the authority on skating activities in Australia;
- (j) promulgate, and secure uniformity in, such rules and standards as may be necessary for the management and control of skating activities, skating competitions and related activities, including but not limited to playing rules and coaching standards;
- (k) pursue through itself or others such commercial arrangements, including sponsorship and marketing opportunities, as are appropriate to further the objects of the Association;
- (l) maintain and extend the operations and activities of the Association throughout Australia;
- (m) further develop the Association and all skating activities into an organised institution and having regard to these objects, to foster, regulate, organise, control, conduct and manage tournaments, competitions, displays and other activities and to issue certificates and award trophies;
- (n) ensure that environmental considerations are taken into account in all skating and related activities conducted by the Association;

- (o) promote the health and safety of Members;
- (p) act as final arbiter on all matters pertaining to the conduct of skating activities in Australia, including disciplinary matters;
- (q) establish and conduct educational programs for coaches, officials and participants in the implementation and interpretation of skating playing rules and standards;
- (r) formulate and implement appropriate policies, including policies in relation to equal opportunity, equity, drugs in sport, health, safety, junior and senior programs, infectious diseases and such other matters as arise from time to time as issues to be addressed in skating;
- (s) represent the interests of its Members and of skating generally in any appropriate forum;
- (t) have regard to the public interest in its operations;
- (u) encourage Members to realise their potential and athletic abilities;
- (v) encourage and promote performance-enhancing drug free competition;
- (w) give, and where appropriate, seek recognition for Members to obtain awards or public recognition in fields of endeavour other than skating activities;
- (x) seek and obtain improved facilities for the enjoyment of skating activities; and
- (y) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these objects.

3. POWERS OF THE ASSOCIATION

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

- (a) purchase, take on lease or in exchange or otherwise acquire any real or personal estate which may be deemed necessary or convenient for any of the objects of the Association and to sell, manage, lease, mortgage, give in exchange, dispose of or otherwise deal with any part of the rights or property of the Association, whether subject to any charges or encumbrances or not and to erect, replace, maintain, reconstruct, adapt and furnish any offices or other buildings thereon and to sell, let, alienate, mortgage, charge or deal with all or any such lands, tenements or hereditaments or any part of them;
- (b) construct, maintain and alter any houses, buildings, grounds, courses, conveniences or works necessary or convenient for the purposes of, or which seem likely to advance, the Association;
- (c) borrow funds as it may think fit, including on bonds or mortgage or other security of any property held for or on behalf of the Association or without any such security;
- (d) take, or otherwise acquire and hold shares, debentures or other securities of any company or body corporate;
- (e) take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price of any part of the Association's property sold, or any money due to the Association from any purchasers or others;
- (f) draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable and transferable instruments;
- (g) receive money on deposit with or without allowance of interest thereon;

- (h) invest and deal with any monies of the Association, not immediately required for the objects of the Association, in such manner as may from time to time be determined by the Board;
- (i) do all or any of the matters authorised either alone or in conjunction with any person, company or unincorporated body or by or through any factors, trustees or agents;
- (j) take any gift of property whether subject to any special trust or not for any one or more of the objects of the Association, provided the Association shall only deal with any such trusts in such manner as is allowed by law;
- (k) lend and advance money to, give credit to, or otherwise assist, any person or body corporate, including to guarantee or indemnify any person's or body corporate's performance;
- (l) take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purposes of procuring contributions to the funds of the Association in the form of donations, annual subscriptions or otherwise;
- (m) subscribe to, become a member of or co-operate with any other organisation whether incorporated or not whose objects are similar, in whole or in part, to those of the Association, so long as that other organisation prohibits the distribution of its income and property amongst its members at least to the extent provided under the Association's Statement of Purposes and Rules;
- (n) print and publish any newspapers, periodicals, books or leaflets and develop and implement any computer system or software package that the Association may think desirable for the promotion of its objects;
- (o) appoint, hire, employ, remove, replace or reinstate secretaries, managers, servants, employees and other persons in and for the carrying out of the objects of the Association and to pay them in return for services rendered to the Association, salaries, wages and gratuities, as appropriate;
- (p) buy, sell and deal in all kinds of articles, commodities and provisions both liquid and solid for Members or other persons frequenting the premises or facilities of or under the control of the Association;
- (q) subscribe to any charities and to grant donations for any public purpose;
- (r) produce, develop, create, licence and otherwise exploit, use and protect the Association's Intellectual Property;
- (s) establish and maintain corporate entities to carry on and conduct the business affairs and undertakings, or any aspect thereof, of the Association and for that purpose, to utilise any of the assets of or held on behalf of the Association;
- (t) promote any other person or company for any purpose calculated to benefit the Association;
- (u) amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association and which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under its Statement of Purposes and Rules;
- (v) purchase or otherwise acquire and undertake all or any part of the property, assets and liabilities of any one or more of the companies, institutions, societies or associations whose activities or purposes are similar to those of the Association, or with which the Association is authorised to amalgamate or generally for any purpose calculated to benefit the Association;

- (w) transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorised to amalgamate;
- (x) enter into arrangements with any government or authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association, and to obtain rights, privileges and concessions from such government or authority and carry out, exercise and comply with any such rights, privileges and concessions;
- (y) take and effect insurance or seek, obtain and in its discretion act on, any professional advice necessary or appropriate; and
- (z) do all such acts and things as are incidental, conducive or subsidiary to all or any of the objects of the Association.

4. APPLICATION OF INCOME

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

a) Except as prescribed in this Statement of Purposes:

- (i) no portion of the income or property of the Association shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member; and
 - (ii) no remuneration or other benefit in money or money's worth shall be paid or given by the Association to any Member who holds any office bearing position of the Association (whether on the Board, special committee or otherwise).
- (c) Nothing contained in clauses 4(a) or (b) shall prevent payment in good faith of or to any Member for:
- (i) any services actually rendered to the Association whether as an employee or otherwise;
 - (ii) goods supplied to the Association in the ordinary and usual course of operation;
 - (iii) interest on money borrowed from any Member;
 - (iv) rent for premises demised or let by any Member to the Association;
 - (v) any out-of-pocket expenses incurred by the Member on behalf of the Association;
 - (vi) or any other reason;

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

5. LIABILITY OF MEMBERS

The liability of the Members of the Association is limited.

6. MEMBERS' CONTRIBUTIONS

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

7. DISTRIBUTION OF PROPERTY ON WINDING UP

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

8. FINANCIAL STATEMENTS

True financial statements shall be kept of the sum of money received and expended by the Association and the manner in respect of which such receipt and expenditure takes place and of the property, assets and liabilities of the Association. Once at least in every year the accounts of the Association shall be examined by one (1) or more properly qualified auditor or auditors who shall report to the Members in accordance with generally accepted accounting principles and/or practices and/or the provisions of the Act.

9. INTERPRETATION CLAUSE

The specification of the objects of the Association in clause 2 and the powers set out in clause 3 of this Statement of Purposes, are not in any particular order and are not to be construed so as to lead to the construction that any object or power is more important than any other object or power nor than any object or power which is specified in detail is more important than any object or power which has not been specified in detail, and no particular object or power will be limited by reference to any other and the rule of construction known as the *ejusdem generis** rule shall not apply.

** The rule that where particular words are followed by general words, the general words are limited to the same kind as the particular words.*

ASSOCIATIONS INCORPORATION ACT 1981 (Qld)

RULES

of

SKATE AUSTRALIA INCORPORATED

(Registration No. 4630)

1. NAME

The name of the association is SKATE AUSTRALIA INCORPORATED ("Association").

2. INTERPRETATION

2.1 Definitions

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

“Active Discipline”

a. with respect to the Artistic, Speed, Inline Hockey and Roller Hockey disciplines is a discipline that has competed at annual State Championship for at least two (2) consecutive years prior to the Annual Council Meeting.

b. with respect to the Skateboarding and Roller Derby disciplines is a discipline that has organised competitions and development activities at State level for Skate Australia members within the discipline for at least two (2) consecutive years prior to the Annual Council Meeting.

“Appointing Agency” means a State Association affiliated to Skate Australia or a State Office of Skate Australia in those States where an affiliated State Association does not exist.

“Association” means SKATE AUSTRALIA INCORPORATED, the peak body responsible for the administration of the sport of Skating Activities in Australia

"Board" means the body consisting of the Directors as appointed by the Council of the Association

“Branch” means either a National Branch or State Branch unless specified to the contrary

“Council” means the Council of the Association appointed in accordance with these Rules.

"Council Meeting" means the Annual or any Special Council Meeting of the Association

“Councillor” means a member of the Council appointed in accordance with Rule 10.

"Director" means a member of the Board whether an Ordinary Director or an Independent Director unless specified to the contrary

“Discipline” means a discipline of skating recognised by the Board, which includes Artistic Skating, Inline Hockey, Roller Hockey, Speed Skating, Roller Derby and Skateboarding. The Board may resolve to recognise additional disciplines during a financial year provided that the Board's decision is ratified by the Council at the following Annual Council Meeting. For the avoidance of doubt, the Board may recognise additional disciplines (where it has resolved to do so) during the financial year until the following Annual Council Meeting notwithstanding that its decision has not yet been

ratified but it must cease recognising an additional discipline where the Council refuses to ratify its decision.

“Chief Executive Officer” means the Chief Executive Officer (“CEO”) of the Association for the time being appointed under these Rules

"Financial Year" means the year ending 30th June each year

“Financial Statements” means and includes the Balance Sheet, Profit and loss and all associated notes of the Association.

“FIRS” means the International Federation of Roller Sports of which the Association is a member

“Individual Member” means an individual who is a financial member of the Association

"Intellectual Property" means all rights subsisting in copyright, business names, names, trade marks (or signs), logos, designs, equipment, images (including photographs, videos or films) or service marks relating to the Association or any event, competition or skating activity of or conducted, promoted or administered by the Association

“Independent Director” means a member of the Board other than an Ordinary Director, elected in accordance with Rule 22

"Life Member" means an individual appointed as a Life Member of the Association in accordance with Rule 3.3.

“Member” means either an Individual Member or Club Member unless specified to the contrary

"Member Club" means a club which is a financial member of the Association

“National Branch” means a discipline of the sport recognised by the Board as having the power to administer Branch matters.

“National Branch Chairman” a person recommended by the council of the National Branch of the disciplines of Artistic, Speed, Inline Hockey and Roller Hockey, and appointed by the Board of Skate Australia, to oversee the activities of the relevant National Branch.

“Ordinary Director” means a Member of the Board other than an Independent Director, elected in accordance with Rule 21

"Participant" means a person who participates, including but not limited to, as a coach, an official, competitor, player and referee in a skating competition or other event organised or controlled by Skate Australia or an affiliated Association, Branch, Roller Derby league or Member Club or Hub.

"Regulations" mean any Regulations, By-Laws or Policies made by the Board under these Rules.

"Skating" means the sport or games played under the rules determined from time to time by FIRS and the Association

"Rules" means these Rules of the Association and include the Statement of Purposes of the Association

"Seal" means the common seal of the Association and includes any official seal of the Association

"Special Resolution" means a resolution passed in accordance with the Act

‘State Association’ means a body of the sport affiliated to Skate Australia and recognised by the Board as having the power to administer skating matters in and relating to a particular State.

“State Office” is the State-based operations of Skate Australia in a State where an affiliated State Association does not exist. State Offices are governed by the Skate Australia Constitution, rules and regulations and the Skate Australia Board.

“State Branch” means the discipline of the sports recognised by the Board as having the power to administer branch matters relevant to a particular branch.

"the Act" means the *Associations Incorporation Act 1981* (Qld) and its *Regulations*

2.2 Interpretation

In these Rules:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other genders;
- (e) references to persons include corporations and bodies politic;
- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (h) a reference to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

2.3 Severance

If any provision of these Rules or any phrase contained in them is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable, 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.

2.4 The Act

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

3. MEMBERS

3.1 Categories of Members

The Members of the Association shall consist of:

- (a) Member Clubs, represented at meetings of the Council by appointed representatives;

- (b) Individual Members, represented at meetings of the Council by appointed representatives;
- (c) Life Members, and
- (d) such new categories of Members, created in accordance with Rule 3.2 below.

All categories of members, who subject to these Rules, shall have the right to be present and to debate at Council Meetings, but shall have no voting rights.

3.2 Creation of New Categories

The Board has the right and power from time to time to create new categories of membership with such rights, privileges and obligations as are determined applicable. New categories of membership shall not be granted any voting rights or any rights, privileges or obligations which affect the voting rights of current categories of membership.

3.3 Life Members

- (a) The Board may appoint for ratification by the Annual Council Meeting that any person who has rendered distinguished or special service to skating in Australia, may be granted life membership.
- (b) A resolution of the Annual Council Meeting to ratify the approval of life membership by the Board must be passed by a Special Resolution of the Council. The vote on such resolution will be taken by secret ballot.
- (c) Generally no more than one (1) Life member will be appointed each year.
- (d) Conditions, obligations and privileges of life membership shall be as prescribed in the Regulations.

4. SUBSCRIPTIONS, FEES AND LEVIES

The annual membership subscription, fees and any levies payable by Individual Members and Member Clubs to the Association and the time for and manner of payment, shall be as determined by the Board from time to time.

5.1 APPLICATION FOR MEMBERSHIP

5.2 Application

An application for membership must be:

- (a) in writing on the form, or by other method, as prescribed by the Board from time to time.
- (b) accompanied by the appropriate fee (if any).

5.3 Discretion to Accept or Reject Application

- (a) The Association may accept or reject an application whether the applicant has complied with the requirements in Rule 5.1 or not.
- (b) Where the Association accepts an application, the applicant will become a Member to which these Rules and the Regulations apply.
- (c) Membership of the Association will commence upon acceptance of the application by the Association.

- (d) If the Association rejects an application, the Association will refund any fees forwarded with the application, and the application will be deemed rejected by the Association. The Association is not required to give reasons for its decision.

5.4 Membership Renewal

Applicants must renew membership of the Association in accordance with the procedures set down by the Board from time to time.

5.5 Deemed Membership

- (a) All Members of the Association, at the time of approval of these Rules under the Act, shall be deemed Members of the Association from the time of approval of these Rules under the Act. The category of membership shall be as determined by the Board.
- (b) Member Clubs shall have one (1) year from the approval of these Rules under the Act in which to amend their constitution in accordance with these Rules, and for such time as their constitutions do not conform shall not be unduly penalised for such non-compliance, to the extent that such non-compliance is not wilful or calculated to cause harm or prejudice to the Association.

5.6 Unfinancial Members

Where a Member has not paid their annual membership subscription, fees or any levies within thirty (30) days of the due date as determined by the Board, they will be deemed to be an unfinancial member and any membership rights held by the Member may be cancelled.

6. REGISTER OF MEMBERS

6.1 CEO to Keep Register

The CEO shall keep and maintain a Register of Members in which shall be entered:

- (a) the full name, address, and date of entry of the name of each Individual Member;
- (b) the full name, address and date of entry of the name of the Secretary of each Member Club; and
- (c) the full name, address and date of entry of the name of those persons appointed to the Council.

6.2 Inspection of Register

Having regard to confidentiality considerations, an extract of the Register, excluding the address of any Member, or Delegate, shall be available for inspection by Members, upon reasonable request always subject the relevant Privacy legislation in place at the time of inspection.

7. EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

- (a) these Rules constitute a contract between each of them and the Association and that they are bound by the Rules and the Regulations;
- (b) they shall comply with and observe these Rules and the Regulations and any determination, resolution or policy which may be made or passed by the Board;
- (c) by submitting to these Rules and the Regulations they are subject to the direction and jurisdiction of the Association;

- (d) the Rules and Regulations are necessary and reasonable for promoting the objects of the Association and particularly the advancement and protection of skating ;and
- (e) they are entitled to all benefits, advantages, privileges and services of the Association membership.

8. DISCONTINUANCE OF MEMBERSHIP

8.1 Notice of Resignation

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

8.2 Expiration of Notice Period

Upon the expiration of a notice given under Rule 8.1, an entry, recording the date on which the Member who or which gave notice ceased to be a Member shall be recorded in the Register.

8.3 Forfeiture of Rights

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

8.4 Councillor Position Lapses

The member appointed as a Councillor must maintain membership in the Association. Any Councillor who allows his membership to lapse will no longer be permitted to act as Councillor.

8.5 Failure to Renew

Notwithstanding Rule 9, the Board may expel or suspend a Member who has not renewed its membership of the Association within one (1) month of membership renewal falling due.

8.6 Member to Re-Apply

A Member which has been expelled or suspended or whose membership has lapsed under Rule 8.5:

- (a) must re-apply for membership in accordance with these Rules; and
- (b) may be re-admitted at the discretion of the Board.

9. DISCIPLINE OF MEMBERS

Disciplinary Action

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

- (a) breached, failed, refused or neglected to comply with a provision of these Rules, the Regulations or any resolution or determination of the Board or any duly authorised committee; or
- (b) acted in a manner unbecoming of a Member or prejudicial to the objects and interests of the Association and/or skating ; or
- (c) brought the Association or Skating into disrepute;

the Board may commence or cause to be commenced disciplinary proceedings against that Member, and that Member will be subject to, and submits unreservedly to the jurisdiction, procedures,

penalties and appeal mechanisms of the Association set out in the Regulations, Disciplinary Procedures and Anti Doping Policy.

10. COUNCIL

10.1 Composition

Subject to Rule 10.2, the Council shall consist of:

- a) the President of the Association;
- b) such persons appointed by an eligible Appointing Agency in accordance with Rule 10.2;
- c) the National Branch Chairman (of his/her delegate) of each of the Australian Artistic Committee, Australian Speed Committee, Inline Hockey Australia and Australian Roller Hockey Committee; and
- d) such persons appointed by the Roller Derby and Skateboarding Disciplines in accordance with Rule 10.2.

10.2 Appointment of Councillors

- a) All Councillors must be at least eighteen (18) years of age at the time of their appointment.

Appointment of Councillors – by Appointing Agency

- b) In relation to Rule 10.1(b), each Appointing Agency may appoint to the Council:
 - i. one (1) person for each Active Discipline in the relevant State; and
 - ii. one (1) person to represent the Appointing Agency which may be the President of the Appointing Agency or such other person as determined by the Appointing Agency.
- c) Each Appointing Agency shall advise the CEO of each appointed representative's name, address, and phone number within (14) days of the appointment.
- d) Each Appointing Agency shall advise the CEO of any change in its appointed representative (including name, address, and phone number within fourteen (14) days of the change in Councillor.
- e) The CEO shall record any change in the representatives of the Appointing Agency in the Register.

Appointment of Councillors – by Roller Derby and Skateboarding Disciplines

- f) In relation to Rule 10.1(d), the Disciplines of Roller Derby and Skateboarding, if deemed by the Board to be Active Disciplines, the members of those Disciplines shall each appoint up to four (4) representatives to the Council in accordance with the Regulations as determined by the Board from time to time.

10.3 Supervision of Councillor

A Councillor shall be suspended from or cease to hold office as a member of the Council in circumstances where his/her Membership of the Association lapses or is suspended.

10.4 Resignation, Replacement of Representatives

Where any Councillor resigns or ceases to hold office, the Appointing Agency will be required to appoint a replacement within fourteen (14) days.

10.5 Appointment of Proxy

A Councillor shall be entitled to appoint a proxy to attend any Council meeting to which the Councillor is unable to attend. Such proxy shall be in writing and shall be delivered to the CEO not less than forty eight (48) hours prior to the Council meeting in question.

10.6 Powers and Duties

The Council shall have the following powers and duties:

- (a) to elect a President of the Association;
- (b) to elect the members of the Board in accordance with Rule 21;
- (c) to approve the annual accounts to the Association prepared by the Board;
- (d) to approve the Association's forthcoming years budget prepared by the Board;
- (e) to approve the Association's strategic plan prepared by the Board;
- (f) to expel members;
- (g) to vote on and approve any amendments to the Association Rules and Statement of Purposes;
- (h) to appoint an auditor; and
- (i) to ratify Life Members appointed by the Board.

11. COUNCIL MEETINGS

- (a) An Annual Council Meeting of the Association shall be held within six months of the end of each Financial Year and in accordance with the provisions of the Act, on a date and at a venue to be determined by the Board.
- (b) All Council Meetings other than the Annual Council Meeting shall be Special Council Meetings and shall be held in accordance with these Rules.

12. NOTICE OF COUNCIL MEETINGS

12.1 Notice of Council Meetings

- (a) Notice of every Council Meeting shall be given to Councillors and Member Clubs at the address appearing in the Register kept by the Association. No other person shall be entitled as of right to receive notices of Council Meetings.
- (b) Notice of a Council Meeting shall be given to Councillors at least eight (8) weeks prior to the Council Meeting and shall specify the place and day and hour of the meeting.
- (c) The agenda for the meeting stating the business to be transacted at the meeting shall be given to Councillors at least four (4) weeks prior to the Council Meeting, together with any notice of motion received from Councillors.

13. BUSINESS

13.1 Business of Council Meetings

- (a) The business to be transacted at the Annual Council Meeting includes consideration of accounts and the reports of the Board and auditors, the election of Directors and the appointment and fixing of the remuneration of the auditors.
- (b) All business that is transacted at a Council Meeting, and also all that is transacted at an Annual Council Meeting, with the exception of those matters set down in Rule 13.1(a) shall be special business.

13.2 Business Transacted

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

14. NOTICES OF MOTION

14.1 Notices of Motion to be Submitted

All notices of motion for inclusion as special business at a Council Meeting must be submitted in writing to the CEO not less than six (6) weeks (excluding receiving date and meeting date) prior to the Council Meeting.

14.2 Unsuccessful Notice of Motion

A motion of which due notice has been given, if unsuccessful, cannot be resubmitted, nor may any other motion having a similar effect be moved at a subsequent Council Meeting for a period of twelve (12) months unless a special Council Meeting is called to deal with the motion.

15. SPECIAL COUNCIL MEETINGS

15.1 Special Council Meetings May be Held

The Board may, whenever it thinks fit, convene a Special Council Meeting of the Association and, where, but for this Rule more than fifteen (15) months would elapse between Annual Council Meetings, shall convene a Special Council Meeting before the expiration of that period.

15.2 Requisition of Special Council Meetings

- (a) The Board may by resolution convene a Special Council Meeting.
- (b) The CEO shall convene a Special Council Meeting within one (1) month of receiving a requisition signed by 50% of the Members plus one (1).
- (c) The requisition for a Special Council Meeting shall state the object(s) of the meeting, shall be signed by the Members making the requisition and be sent to the Association and may consist of several documents in a like form, each signed by one (1) or more of the Members making the requisition.
- (d) If the Board does not cause a Special Council Meeting to be held within two (2) months after the date on which the requisition is sent to the Association, the Members making the requisition, or any of them, may convene a Special Council Meeting to be held not later than three (3) months after that date.
- (e) A Special Council 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. All reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

16. PROCEEDINGS AT COUNCIL MEETINGS

16.1 Quorum

No business shall be transacted at any Council Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for Council Meetings of the Association shall be 50% of the Council plus one (1).

16.2 Chairman

- (a) The President shall, subject to these Rules, preside as Chairman at every Council Meeting of the Association. If the President is not present, or is unwilling or unable to preside, the Board shall appoint one (1) of their number to preside as Chairman for that meeting only.
- (b) The Chairman shall have a casting but not a deliberative vote.

16.3 Adjournment of Council Meetings

- (a) If within thirty (30) minutes from the time appointed for the meeting, a quorum is not present, the meeting shall be adjourned until the same day in the next two (2) weeks at the same time and place or to such other day and at such other time and place as the Board may determine and if at the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting the meeting will lapse.
- (b) The Chairman may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (d) Except as provided in Rule 16.3(c), it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

16.4 Voting Procedure

At any meeting a resolution, other than a Special Resolution, put to the vote of the meeting shall, subject to these Rules, be decided by simple majority on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

- (a) by the Chairman; or
- (c) by any Councillor.

16.5 Recording of Determinations

Unless a poll is demanded under Rule 16.4, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

16.6 Where Poll Demanded

If a poll is duly demanded under Rule 16.4 it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

17. VOTING AT COUNCIL MEETINGS

17.1 Voting Rights

- (a) Each Councillor shall have one (1) vote at Council Meetings.
- (b) Board Members shall be entitled to attend and participate fully in Council Meetings but, save for the casting vote of the **Chairman**, provided in Rule 17.4, shall not be entitled to vote.

17.2 Methods of Voting

Where voting is required to be by secret ballot or where a poll is demanded, the Chairman will appoint a Returning Officer. In the event of a ballot for the election of any Director, the Chairman may not appoint any candidate for election as scrutineer or Returning Officer.

17.3 Proxy Voting

Proxy voting is permitted but the amount of proxies any one Councillor may hold is limited to four (4) votes.

17.4 Where Voting Equal

Where voting is equal on any resolution at a Council Meeting, the Chairman will have a casting vote.

17.5 Voting by Mail

- (a) Upon the instruction of the President or the Board any matter which may be lawfully dealt with by the Council in meeting, shall be submitted to a vote of the Councillors by mail.
- (b) Where a vote by mail is instructed to be taken, the CEO shall dispatch to each Councillor, by post, facsimile or e-mail, a clear statement of the question to be voted upon with a request that such Councillor shall send his vote thereon to the **CEO**, and such request shall state the date upon which the voting shall close which shall be not less than **twenty eight (28)** days after the date of dispatch of questions.
- (c) All mail votes received by the CEO shall be preserved and filed.

Within seven (7) days after the closing of a mail vote, the CEO shall dispatch to each Councillor a copy of the question and the result of the voting for and against the question, and indicating whether the question has been carried or defeated.

SECTION 18 DELETED BY SPECIAL RESOLUTION 3 AT 2011 AGM

19. EXISTING BOARD AND TRANSITIONAL REQUIREMENTS

- (a) Upon approval of these Rules under the Act, the President, Treasurer and three existing Directors nominated by the Board shall be deemed to hold the five (5) Director positions on the Board as set out in Rule 20. As soon as practicable after the approval of these Rules under the Act, the deemed Directors shall call a Special Council Meeting for the purposes of electing the one (1) additional Independent Director in accordance with Rule 22.
- (b) The person known as the CEO of the Association at the time of approval of these Rules under the Act shall continue in that position, subject to contractual arrangements.

20. COMPOSITION OF THE BOARD

The Board shall comprise:

- (a) five (5) Ordinary Directors who shall be Members elected by the Council, one of whom shall be President, another who shall be Treasurer;
- (b) at the discretion of the Board two (2) additional Independent Directors and who need not be a Members who shall be elected by the Council in accordance with Rule 22 and whose major criteria for election is possessing specialist skills and expertise identified by the Board as complementary to the Association and its objectives.

21. ELECTION OF ORDINARY DIRECTORS

21.1 Qualifications for Ordinary Directors

- (a) Nominees for Ordinary Director positions on the Board must meet the qualifications as prescribed from time to time by the Board and set out in these Rules or in the Regulations.
- (b) Ordinary Directors should have a knowledge of skating and its stakeholders and a commitment to the development of skating.
- (c) Nominees for Ordinary Director positions on the Board must declare any position they hold in a Branch and/or Member Club, including as an office bearer, director or a paid appointee. If the nominee is elected they must resign from their position in the Branch and/or Member Club, including but not limited to a position as officer, director or a paid appointee.

21.2 Elections of Ordinary Directors

- (a) The CEO shall call for nominations for the President, Treasurer and three (3) Ordinary Directors eight (8) weeks before the date of the Annual Council Meeting. All Members shall be notified of the call for nominations.
- (b) Nominations must be:
 - (i) in writing;
 - (ii) on the prescribed form (if any) provided for that purpose;
 - (iii) signed by a nominator and a seconder, who must be a Member; and
 - (iv) certified by the nominee expressing his or her willingness to accept the position for which he or she is nominated.
- (c) Nominations must be received by the CEO at least six (6) weeks prior to the Annual Council Meeting.
- (d) If the number of nominations received for the Board is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board, then those nominated shall be declared elected at the Annual Council Meeting. Any unfilled board positions will be declared vacant and filled as per Rule 24.3
- (e) If the number of nominations exceeds the number of vacancies to be filled, the CEO shall prepare voting papers containing the names of the nominees in alphabetical order.
- (f) Councillors shall number the nominees in their order of preference, with one (1) indicating their highest preference, two (2) indicating the next highest preference and so on. Councillors must include a number next to each nominee, otherwise their vote shall be considered invalid.
- (g) The voting shall be conducted by secret ballot. The CEO shall add, for each nominee, the sum of the preference numbers from each Councillor's vote. The combined total for

each nominee shall be reported to the meeting by the CEO. The nominee(s) with the lowest combined total shall be elected to the vacant position(s).

- (h) Should a deadlock occur for a vacant position (ie. two (2) or more nominees have the same total number), the CEO shall prepare voting papers containing the names of the two (2) or more nominees in alphabetical order. Councillors shall number the nominees in their order of preference, with one (1) indicating their highest preference, two (2) indicating the next highest preference and so on. Councillors must include a number next to each nominee, otherwise their vote shall be considered invalid.
- (i) If a deadlock still exists after the procedure in Rule 21.2(h) is followed, the casting vote shall be provided to a Councillor in accordance with Rule 21.4.

21.3 Term of Appointment

- (a) Ordinary Directors shall be elected in accordance with these Rules for a term of two (2) years, which shall commence from the conclusion of the Annual Council Meeting at which the election occurred until the conclusion of the second Annual Council Meeting following.
- (b) The President and the Treasurer shall be elected in each year of odd number and the remaining Ordinary Director shall be elected, in each year of even number.
- (c) Should any adjustment to the term of Directors elected under these Rules be necessary to ensure rotational terms in accordance with these Rules, this shall be determined by the Board. Elections to subsequent Boards shall then proceed in accordance with the procedures in these Rules with approximately half the Board retiring each year.

21.4 Deadlock Upon Election of Ordinary Directors

Upon the commencement of each Annual Council Meeting, the CEO shall determine by lot which of the Councillors shall have a casting vote in the election of Directors under Rule 21.2 (if applicable). The first time this procedure is undertaken, all Councillors shall be included in the lot. Thereafter, a Councillor who has been drawn shall be excluded from the lot, until all Councillors have been drawn from the lot. Any new Councillor will be included in the lot upon the commencement of a new lot.

22. ELECTION OF INDEPENDENT DIRECTORS

22.1 Qualification for Independent Directors

- (a) Nominees for Independent Director positions on the Board must meet the qualifications as prescribed from time to time by the Board and set out in these Rules or in the Regulations.

22.2 Election of Independent Directors

- (a) The Board may nominate up to two (2) Independent Director.
- (b) The Independent Director may have specific skills which compliment the Board composition but need not have experience in or exposure to skating activities. They do not need to be Members of the Association.
- (c) Independent Directors shall be elected at a Council Meeting conducted by postal ballot within six (6) weeks from the Annual Council Meeting. The nominee for the Independent Director position on the Board shall be deemed elected unless 75% of the Council reject the nomination. If 75% of the Council reject the nomination, the Board may renominate an Independent Director for election by the Council at any time and any such vacancy will not be dealt with by Rule 24.3

- (d) Independent Directors shall be elected in accordance with these Rules and will continue until the next Council Meeting or earlier if determined by the Board or the Council pursuant to Rule 24

23. POWERS OF THE BOARD

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

- (a) governing skating in Australia in accordance with its missions and objects;
- (b) determining major strategic directions;
- (c) determining policies; and
- (d) reviewing the Association's performance in achieving its pre-determined aims, objectives and policies.

24. VACANCIES OF DIRECTORS

24.1 Grounds for Termination of Director's Office

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

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (d) resigns his or her office in writing to the Association;
- (e) where a Director is absent without the consent of the Board from meetings of the Board held during a period of six (6) months;
- (f) holds any office of employment with the Association.

24.2 Removal of Director

- (a) The Association in a Council Meeting may by Special Resolution remove any Director (including an Independent Director), before the expiration of their term of office and appoint another Individual Member in their place to hold office until the expiration of the term of the first mentioned Director.
- (b) Where the Director to whom a proposed resolution referred to in Rule 24.2(a) makes representations in writing to the CEO and requests that such representations be notified to the Councillors, the CEO may send a copy of the representations to each Councillor or, if they are not so sent, the Director may require that they be read out at the meeting, and the representations shall be so read.

24.3 Casual Vacancies

- (a) The Board shall have the power to appoint a person who is a member but not necessarily one of their number to act as Board member of the Federation if a vacancy occurs. Such acting Board member shall retire at the next council meeting and an election to the office of Board member shall be held.
- (b) Any casual vacancy may only be filled for the remainder of the Director's term under these Rules.

24.4 Board May Act

In the event of a casual vacancy or vacancies in the office of a Director or Directors (including Independent Directors), the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum in accordance with Rule 25.4.

25. MEETINGS OF THE BOARD

25.1 Board to Meet

Subject to the Act, the Board shall meet as often as is deemed necessary in every calendar year for the dispatch of business and may adjourn and, subject to these Rules otherwise regulate, its meetings as it thinks fit. Three (3) Directors may at any time, and the CEO shall, on the requisition of three (3) Directors, convene a meeting of the Board within a reasonable time.

25.2 Decisions of Board

Subject to these Rules, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination of a majority of Directors shall for all purposes be deemed a determination of the Board. All Directors shall have one (1) vote on any question. The Chairman shall have a casting vote where voting is equal.

25.3 Resolutions not in Meeting

- (a) A resolution in writing, signed or assented to by telegram, cablegram, radiogram, facsimile, telex, email or other form of visible or other electronic communication by all the Directors for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one (1) or more of the Directors.
- (b) Without limiting the power of the Board to regulate their meetings as they think fit, a meeting of Board may be held where one (1) or more of the Directors is not physically present at the meeting, provided that:
 - (i) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously, whether by means of telephone or other form of communication;
 - (ii) notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board and such notice specifies that Directors are not required to be present in person;
 - (iii) in the event that a failure in communications prevents condition (i) from being satisfied by that number of Directors which constitutes a quorum, and none of such Directors are present at the place where the meeting is deemed by virtue of the further provisions of this article to be held, then the meeting shall be suspended until condition (i) is satisfied again. If such condition is

not satisfied within fifteen (15) minutes from the interruption the meeting shall be deemed to have terminated;

- (iv) any meeting held where one (1) or more of the Directors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Director is there present and if no Director is there present the meeting shall be deemed to be held at the place where the **Chairman** of the meeting is located.

25.4 **Quorum**

At meetings of the Board the number of Directors whose presence is required to constitute a quorum is three (3), or such other number as may be fixed by the Board from time to time.

25.5 **Notice of Board Meetings**

Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence) not less than fourteen (14) days written notice of the meeting of the Board shall be given to each Director. The agenda shall be forwarded to each Director not less than seven (7) days prior to such meeting.

25.6 **Chairman**

The president, subject to these rules, will be the **Chairman** of meetings of the Board. If the **President** is not present, or is unwilling or unable to preside, the remaining Directors shall appoint one of their number to preside as **Chairman** for that meeting only.

25.7 **Directors' Interests**

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

25.8 **Disclosure of Interests**

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

25.9 **General Disclosure**

A general notice that a Director is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under Rule 25.8 as regards such Director and the said transactions. After such general notice it is not necessary for such Director to give a special notice relating to any particular transaction with that firm or company.

25.10 **Recording Disclosures**

It is the duty of the CEO to record in the minutes any declaration made or any general notice as aforesaid given by a Director in accordance with Rule 25.8 and 25.9.

25.11 Conflicts

A Director, notwithstanding the interest, may be counted in the quorum present at any meeting but cannot vote in respect of any contract or arrangement in which the Director is interested. If the Director votes, the vote shall not be counted.

26. CHIEF EXECUTIVE OFFICER (CEO)

26.1 Appointment of CEO

The CEO shall be appointed by the Board for such term and on such conditions as it thinks fit.

26.2 CEO to Act as Secretary

The CEO shall act as and carry out the duties of Public Officer and Secretary of the Association and shall administer and manage the Association in accordance with these Rules.

26.3 Specific Duties

The CEO shall:

- (a) as far as is practicable attend all Board meetings and all Council Meetings;
- (b) prepare the agenda for all Board meetings and Council Meetings;
- (c) facilitate the recording and preparation of minutes of the proceedings of all meetings of the Board and the Association, and shall use his or her best endeavours to distribute those minutes to Members promptly from the date of the meeting; and
- (d) regularly report on the activities of, and issues relating to, the Association including delivering an annual report to Annual Council Meetings.

26.4 Broad Power to Manage

Subject to the Act, these Rules, the Regulations and any policy directive of the Board, the CEO has power to perform all such things as appear necessary or desirable for the proper management and administration of the Association. No resolution passed by the Association in Council Meeting shall invalidate any prior act of the CEO or the Board which would have been valid if that resolution had not been passed.

26.5 CEO may Employ

The CEO may employ such personnel as are deemed necessary from time to time. Such appointments shall be for such period and on such conditions as the Board determines, authorizes and directs the CEO.

27. BRANCHES

27.1 Branches

The Association shall consist of such National and State Branches as are recognised by the Association to conduct skating on behalf of each recognised Discipline which makes up the sport.

27.2 Recognition of Branches as Sub-Committees

A National or State Branch shall be recognised as a sub-committee of the Association and shall administer skating on behalf of Members, subject always to the direction of the Association and in accordance with the objects of the Association.

27.3 Compliance of Branches

Each Branch shall:

- (a) be subject to the direction of the Association;
- (b) support the Association in the encouragement and promotion of its objects; and
- (c) by adopting the objects of the Association, abide by these Rules and any Regulations as amended by the Board from time to time.

27.4 Operation of Rules

The Association and each Branch agree:

- (a) that they are bound by these Rules and that these Rules operate to create uniformity in the way in which the objects of the Association and skating are to be conducted, promoted and administered;
- (c) where the Board considers or is advised that a Branch has allegedly:
 - (i) breached, failed, refused or neglected to comply with a provision of these Rules, the Regulations, or any resolution or determination of the Board; or
 - (ii) acted in a manner prejudicial to the objects and interests of the Association and/or skating ; or
 - (iii) brought the Association, any other Member or the sport into disrepute;the Board may, after allowing the Branch the opportunity to explain, adjudicate and if necessary penalise that Branch for such conduct or omission with such penalty as it thinks appropriate.

27.5 A recommendation for appointment to the position of National Branch Chairman will be given to the Board following the meeting of the respective national branch committee's annual general meeting every even year for Australia Roller Hockey Committee (ARHC), Australian Artistic Committee (AAC), Australian Speed Committee (ASC) and every odd year for National Executive Committee (NEC of Inline Hockey Australia (ILHA)

27.6 The Board will appoint the National Branch Chairman on the branch committee's recommendation provided that the nominee possesses the necessary qualifications to fulfill the position.

27.7 Should the Board consider the recommendation unsuitable the Board will request that the national branch committee submit an alternative name for the position.

27.8 Should all nominees be considered unsuitable the Board will appoint an Administrator to the position to act as National Branch Chairman until a suitable nominee is recommended by the national branch committee.

28. BRANCH RULES

28.1 Power of Veto

Each Branch acknowledges and agrees that the Association has power to veto any decisions of a Branch which, in the Board's opinion, is contrary to or in conflict with, the objects of the Association, these Statement of Purposes and Rules or the Regulations.

The board shall provide to the branch detailed reasons if so requested by the Branch

28.2 Amendments to Branch Competitive Rules

Each Branch will take all steps to ensure its competitive rules are in conformity with the Rules of FIRS and will ensure their rules are amended in conformity with future amendments made to these Rules.

29. DELEGATIONS

29.1 Board may Delegate Functions

The Board may by instrument in writing create or establish or appoint special committees, officers or consultants to carry out such duties and functions, and with such powers, as the Board determines.

29.2 Delegation By Instrument

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

- (a) this power of delegation; and
- (b) a function imposed on the Board or the CEO by the Act or any other law, or these Rules or by resolution of the Association in Council Meeting.

29.3 Delegated Function Exercised in Accordance With Terms

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

29.4 Procedure of Delegated Entity

The procedures for any delegated entity shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under these Rules.

29.5 Delegation may be Conditional

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

29.6 Revocation of Delegation

The Board may by instrument in writing, revoke wholly or in part any delegation made under this Rule, and may amend or repeal any decision made by such body or person under this Rule.

30. REGULATIONS

30.1 Board to Formulate Regulations

The Board may formulate issue, adopt, interpret and amend such Regulations for the proper advancement, management and administration of the Association, the advancement of the objects of the Association and skating as it thinks necessary or desirable. Such Regulations must be consistent with the Statement of Purposes and Rules of Association and any policy directives of the Board.

30.2 Regulations Binding

All Regulations made under this Rule shall be binding on the Association and Members.

30.3 Regulations Deemed Applicable

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

30.4 Bulletins Binding on Members

Amendments, alterations, interpretations or other changes to Regulations shall be advised to Councillors by means of notifications approved by the Board and prepared and issued by the CEO.

31. RECORDS AND FINANCIAL STATEMENTS

31.1 CEO to Keep Records

The CEO shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of the Association and the Board and shall produce these as appropriate at each Board or Council Meeting or when required by the Board.

31.2 Records Kept in Accordance With Act

Proper accounting and other records shall be kept in accordance with the Act. The books of account shall be kept in the care and control of the CEO.

31.3 Association to Retain Records

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

31.4 Board to Submit Financial Statements

The Board shall submit to the Members at the Annual Council Meeting the Financial Statements of the Association in accordance with these Rules.

31.5 Financial Statements Conclusive

The Financial Statements of the Association when approved or adopted by an Annual Council Meeting shall be conclusive except as regards any error discovered in them within three (3) months after such approval or adoption.

31.6 Financial Statements to be Sent to Members

The CEO shall cause to be sent to all persons entitled to receive notice of Annual Council Meetings of the Association in accordance with these Rules, a copy of the Financial Statements of the Association, the Board's report, the auditor's report and every other document required under the Act (if any).

31.7 Negotiable Instruments

All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two (2) members of the Board, by a member of the Board and the CEO, or by the CEO and the Accounts Manager for payments less than \$2,000.

32. AUDITOR

- (a) A properly qualified auditor or auditors eligible under the Act shall be appointed and the remuneration of such auditor or auditors fixed at the Annual Council Meeting. The auditor's duties shall be regulated in accordance with the Act.

- (c) The financial statements of the Association 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.

3. NOTICE

33.1 Manner of Notice

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

33.2 Notice of Council Meeting

Notice of every Council Meeting shall be given in the manner authorised in these Rules.

34. SEAL

34.1 Safe Custody of Seal

The CEO shall provide for safe custody of the Seal.

34.2 Affixing Seal

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

34.3 Director's Interest

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

35. ALTERATION OF STATEMENT OF PURPOSES AND RULES

These Rules and the Statement of Purposes of the Association shall not be altered except by Special Resolution in accordance with the Act.

36. INDEMNITY

- (a) The CEO and every Director, auditor, manager, employee or agent of the Association shall be indemnified out of the property or assets of the Association against any liability incurred by them in their capacity as Director, auditor, manager, employee or agent of the Association in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to them by the Court.

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

37. DISSOLUTION

- (a) Subject to paragraph (b) below, the Association may be wound up in accordance with the provisions of the Act.
- (b) The provisions of clauses 6 and 7 of the Statement of Purposes relating to the winding up and dissolution of the Association shall take effect and be observed as if the same were repeated in these Rules.

Secretary _____

Date _____