

Statement of Purposes

The unincorporated association known as “**The Debaters Association of Victoria**”, by a ballot of its members resolved to form into an incorporated association, it is declared that an association be formed of those members for the following purposes—

- A. Promoting the art of debating and public speaking throughout and for the State of Victoria;
 - B. Conducting appropriate competitions for adults and school students;
 - C. Formulating policy and rules for the conduct of debating;
 - D. Representing Victoria at appropriate national and international debating forums;
 - E. Providing a central resource base and co-ordination for other bodies of like objectives throughout Victoria; and
 - F. Generally carrying out those matters which were formerly carried on by the unincorporated association known as “The Debaters Association of Victoria”.
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Rules

PART I — PRELIMINARY

1. Name & Succession

- (1) The name of the Association is “The Debaters Association of Victoria Incorporated”.
- (2) The Association is the successor to the unincorporated body of similar name and this Constitution is to be construed as continuing on and from the constitution of that body as in force at the time this Constitution comes into operation.¹

2. Division & Interpretation

- (1) These rules are divided into Parts and Divisions as follows—

Part I — Preliminary, Rules 1-2;

Part II — Membership and Voting, Rules 3-10;
Division 1 — The Members, Rules 3-4A;
Division 2 — The Council, Rules 5-8;
Division 3 — Amendments, Rules 9-10;

Part III — Administration, Rules 11-14;
Division 1 — The Executive, Rules 11-12;
Division 2 — By-Laws, Rule 13;
Division 3 — Documents under Seal, Rule 14;

Part IV — Funds, Rules 15-23;
Division 1 — General, Rules 15-18;
Division 2 — Fees in respect of Membership, Rules 19-21;
Division 3 — Investment and Disbursement, Rule 22;
Division 4 — Disposition on a Winding-Up, Rule 23.

- (2) In these rules, unless inconsistent with the context or subject matter—

“**Constitution**” means these rules read together with the Statement of Purposes;

“**delegate**” means a delegate to the Council;

“**Executive**” means the body established by rule 11;

“**Executive Officer**” means the person appointed and directed by the Executive to conduct the business of the Association;

¹ The Statement of Purposes and Rules were approved by the Registrar of Incorporated Associations on 11 March 1986.

“office bearer” means—

- (a) a person who is an officer;
- (b) a person who holds an office established pursuant to a resolution of the Council or the Executive or By-Law;
- (c) a person who stands in the shoes of a person mentioned in paragraph (a) or (b) under a delegation made pursuant to a provision of these rules or a By-Law; and
- (d) a person appointed to the position of public officer as required by the Act.

“officer” means a person who is appointed to the Executive;

“participating school” means a body entering teams in a competition conducted by the Association for school students and which has paid the appropriate membership fee;

“special resolution” means a resolution of a meeting of the Council, which has been passed by a three-quarters majority;

“the Act” means the *Associations Incorporation Act* 1981 of the State of Victoria and any regulations made under the Act;

“the Association” means the Debaters Association of Victoria Incorporated;

“these rules” means this document;

“university debating society” means any debating organisation on a university campus in Victoria.

- (3) Unless otherwise stated, any expression appearing in the Constitution which is defined in the Act shall have the same meaning as it does in the Act.
- (4) The Constitution is to be interpreted according to the provisions of the *Interpretation of Legislation Act* 1984.
- (5) Unless otherwise specified in the By-Laws, the principles applying to the interpretation of the Constitution also apply to the interpretation of the By-Laws and all other instruments and documents of the Association.
- (6) For the purposes of the Act, until a public officer is appointed, or at any time when the office of public officer is vacant, the General Secretary is, by the authority of this sub-rule, the public officer.

PART II — MEMBERSHIP AND VOTING

Division 1 — The Members

3. Membership

- (1) Members of the Association are—
 - (a) persons who have paid the appropriate fee and registered by the appropriate means;
 - (b) subject to sub-rule (2), participating schools;
 - (c) the officers;
 - (d) subject to sub-rule (3), life members.
- (2) Participating schools are entitled to send one delegate to the Annual General Meeting, with full voting rights. Unless otherwise advised, the delegate will be the school's debating coordinator.
- (3) The Council may by ordinary resolution confer honorary life membership upon any person for long and meritorious service to the Association.
- (4) The Council or the Executive may by ordinary resolution confer the honorary title of "member" upon any person, but nothing in this sub-rule makes such a person a member within the meaning of sub-rule (1).
- (5) The General Secretary shall keep a record of all the members of the Association and keep those records in the form of a register, which shall be available for inspection by a member—
 - (a) at the Annual Meeting of Council; and
 - (b) at any time, on such conditions as are imposed by the Executive, or by the provisions of a By-Law.

4. Commencement, cancellation & suspension of membership

- (1) Subject to sub-rule (2), a person who applies for and pays, or is deemed to have paid, the appropriate fee, is a member from the date of receipt of payment.
- (2) The Executive may—
 - (a) suspend or terminate the membership of a person;
 - (b) suspend or terminate the membership of a participating school.
- (3) A person or participating school aggrieved by a decision or action pursuant to sub-rule (2) may appeal the decision to the next meeting of the Council.

4A. Disputes and mediation

- (1) The grievance procedure set out in this rule applies to disputes between—
 - (a) a member and another member; or
 - (b) a member and the Association.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be—
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement—
 - (i) in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
 - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must—
 - (a) give the parties to the mediation process every opportunity to be heard;
 - (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 to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

Division 2 — The Council

5. Constitution of the Council

- (1) The supreme governing body of the Association is a Council of delegates of the members constituted by all members listed under rule 3 (1).
- (2) Quorum for Council is 20 members, provided that there are members of at least 2 university debating societies, and at least 5 members who are not members of a university debating society, personally present.
- (3) Where a meeting of the Council is notified in accordance with these rules and the quorum required by sub-rule (2) is not present within 60 minutes of the time specified in the notice, the President, Vice-President (Adjudication & Training) or nominee may adjourn the meeting to another date and place, and shall forthwith give written notice of the adjournment to all members.
- (4) If, upon the resumption of a meeting adjourned under sub-rule (3), the quorum required by sub-rule (2) is not present at the place specified for the meeting within

60 minutes of the time specified in the notice, the President, Vice-President (Adjudication & Training) or nominee may—

- (a) further adjourn the meeting under sub-rule (3); or
 - (b) provided that at least 6 members are present, proceed to deal with the business permitted for an inquorate meeting by sub-rule (5).
- (5) For the purposes of sub-rule 4(b), the business permitted for an inquorate meeting by this sub-rule is—
- (a) the receipt of a report from the Executive;
 - (b) the appointment of officers for the following year; and
 - (c) a motion to approve a set of annual accounts.
- (6) A delegate may exercise only one vote.
- (7) Each delegate is entitled to appoint another delegate as a proxy by notice given to the General Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed, provided the proxy is in writing.
- (8) Each delegate may only act as a proxy for one other delegate at a meeting of Council.
- (9) Members will be given at least 21 days notice of a meeting of Council; it will be sufficient for notice to be given by post or electronically to the last known address of the person.
- (10) Subject to the Act and the Constitution, the procedure of the Council may be regulated by By-Law or by the Executive. A vote by the majority of delegates present is able to suspend whatever provisions govern the procedure of the Council.
- (11) For a vote of Council to be successful, it must be supported by a majority of delegates.

6. Council to be general meeting

Every meeting of Council is a general meeting of the members of the Association. One meeting a year will be nominated the Annual General Meeting (which is the Annual Meeting of Council).

7. Annual Meeting

- (1) There shall be a meeting of the Council at least once in each year which will be known as the “Annual Meeting of Council”.
- (2) The Annual Meeting of Council for a particular year will be held no later than 18 months after the previous Annual Meeting of Council.
- (3) The Annual Meeting of Council will conduct the following business—
 - (a) the receipt of a report from the Executive;
 - (b) the appointment of officers for the following year;
 - (c) a motion for a resolution to approve a set of annual accounts; and
 - (d) such other matters as are required by the Act or may properly be brought

before the meeting.

8. Convening & conduct of Council Meetings

- (1) Subject to this rule, the date, place and time of a meeting of the Council (including the Annual Meeting of Council) will be determined by the Executive.
- (2) Any member may place business on the agenda for a meeting of the Council, subject to—
 - (a) in the case of the Annual Meeting of Council, priority will be given to—
 - (i) business required by the Act;
 - (ii) special resolutions moved by the Executive or an officer;
 - (iii) other special resolutions;
 - (iv) business moved by or required to be placed before the meeting by the Executive; and
 - (b) in the case of a meeting of the Council called for a specified purpose, the business that deals with that purpose.
- (3) A meeting of the Council, other than the Annual Meeting of Council, shall be called—
 - (a) at any time the Executive resolves so to call; or
 - (b) within 14 days of receipt by the General Secretary of a notice complying with sub-rule (4), requiring the calling of a meeting of the Council.
- (4) A notice complies with this sub-rule when—
 - (a) it is in writing;
 - (b) it is signed by at least 10 delegates, no more than 5 of whom are members of one university debating society; and
 - (c) it states the business sought to be conducted at the meeting.

Division 3 —Amendments

9. Amendment of the Rules

These rules may be amended by a special resolution, notice of which has been given with the notice convening the meeting of the Council at which it is to be considered.

10. Amendment of the Statement of Purposes

The Statement of Purposes may be amended by a special resolution, notice of which has been given with the notice convening the meeting of the Council at which it is to be considered.

PART III — ADMINISTRATION

Division 1 — The Executive

11. Membership, Appointment & Conduct of the Executive

- (1) Between meetings of the Council, the affairs of the Association shall be conducted by an Executive comprising persons appointed by the Council to offices as follows—
 - (a) President;

- (b) Vice-President (Adjudication & Training) — as deputy to the President;
 - (c) Vice-President (Schools);
 - (d) Treasurer;
 - (e) General Secretary;
 - (f) up to 2 Member Services Officers;
 - (g) Media Officer; and
 - (h) Publications Officer.
- (2) In addition to the officers otherwise appointed, the previous person to hold the office of President is an officer by the title of “Immediate Past President”.
- (3) Any officer or the Executive as a whole may be dismissed by a meeting of the Council called for that purpose.
- (4) A casual vacancy arising on the Executive may be filled by resolution of the Executive.
- (5) Subject to sub-rule (8), an officer holds office from—
- (a) in the case of an officer appointed by a Meeting of the Council, from the close of that meeting; or
 - (b) in the case of an officer appointed by the Executive, from the declaration of the vote appointing that officer; and
 - (c) in the case of the Immediate Past President, from the moment that person ceases to hold the office of President
- until—
- (d) the moment that another person becomes eligible to hold the office held by the officer concerned;
 - (e) the receipt at the registered address of the Association of a resignation in writing, signed by the officer concerned; or
 - (f) being disqualified pursuant to sub-rule (6).
- (6) An officer who—
- (a) is absent from three consecutive meetings of the Executive;
 - (b) received at least one week’s notice of the third meeting; and
 - (c) has not been granted leave of absence by the Executive
- ceases to be an officer from the close of the third meeting.

- (7) Officers are appointed by a meeting of Council by the following procedure—
 - (a) Nominations for each position will be accepted at the Meeting;
 - (b) These nominations must be endorsed by two members at the Meeting;
 - (c) Each officer is appointed by secret ballot, using a simple preferential vote, the vote to be conducted by a Returning Officer, who is appointed by the President prior to the Annual Meeting of Council;
 - (d) If only one candidate is nominated for an office, then that person is automatically appointed;
 - (e) In the case where a vote is tied, a random draw will be conducted to determine who will be elected to the office;
 - (f) Members may only be elected to one office; and
 - (g) Employees of the Association may not be officers during the course of their employment.

- (8) An Executive Meeting—
 - (a) must be held on a monthly basis, subject to the requirement that it is quorate;
 - (b) has a quorum of 5;
 - (c) requires written notice be given by mail or electronically at least 4 business days before the date of the meeting;
 - (d) is presided over by the President, or in the President's absence, the Vice President (Adjudication and Training), or in the absence of the Vice President (Adjudication and Training), the members present must choose one of their number to preside;
 - (e) will vote on all resolutions before it by a show of hands, or, if a member requests, by secret ballot;
 - (f) resolutions must be approved by a majority of members present, not including abstentions.

- (9) An Annual Meeting of Council (or a meeting which dismisses an Executive) may appoint a day, not more than 28 days after the close of the meeting, to be changeover day on which day the officers appointed at the meeting take up their offices, provided that between the close of the annual meeting and the changeover day—
 - (a) no executive resolution shall be of any effect unless approved by an appropriate number of in-coming officers; and
 - (b) by agreement of a majority of the out-going and in-coming officers, the changeover day may be brought forward.

12. Circular resolutions

- (1) A memorandum setting out a resolution of the Executive (including a resolution to enact a By-Law) has the same effect as a resolution passed in a meeting of the Executive if it has been signed and dated by all the officers in the period between the first signing and the last signing.
- (2) A memorandum under sub-rule (1) comes into operation at the time of the last signature, unless a later time is set out in the memorandum.
- (3) A series of individual identical memoranda which collectively have all the signatures required by sub-rule (1) has the same effect as a single memorandum.

Division 2 — By-Laws

13. Making & the purposes of By-Laws

- (1) In order to provide for all things which may be convenient or necessary for the achievement of the aims and objectives contained in the Statement of Purposes pursuant to these rules, By-Laws may be enacted—
 - (a) by the Council, by a majority of those delegates present at a meeting of the Council; or
 - (b) by the Executive, by a three-quarters majority of the officers present, provided that at least seven officers are present.
- (2) A By-Law is repealed or amended by the enacting of a By-Law to that effect.

Division 3 — Documents under Seal

14. Common seal

- (1) There shall be a common seal which shall be kept in the custody of the offices of the Association.
- (2) The Executive may resolve as the circumstances allow to break the common seal and have a new common seal struck, and declare the common seal to be lost or destroyed and have a new common seal struck.
- (3) The common seal shall only be affixed to a document by authority of a resolution of the Council or the Executive.
- (4) The affixing of the common seal shall only be of effect when it is witnessed by the signatures of two officers, one of which must be the President or the General Secretary.

PART IV — FUNDS

Division 1 — General

15. Sources of funds, non-profit

- (1) The sources of the funds of the Association shall be—
 - (a) membership fees;
 - (b) fees for participating in competitions organised by the Association;
 - (c) fees for the provision of services analogous to the aims and objectives contained in the Statement of Purposes;
 - (d) sponsorship money; and
 - (e) donations.
- (2) The assets and income of the Association shall be applied solely in furtherance of the aims and objectives contained in the Statement of Purposes and no portion shall be distributed directly or indirectly to members except as bona fide compensation for services rendered to, or expenses incurred on behalf of, the Association.

16. Business Records

The business records (and associated books, documents and securities) of the Association shall be kept in the official offices of the Association, and maintained in a fit state, at all times, to be audited.

17. Accounts to be put before Council, audited

The annual accounts shall be laid before each Annual Meeting of Council within 3 months of the close of the financial period to which they relate, and they shall be accompanied by a certificate of audit from an independent auditor.

18. Records to be available for inspection

The business records of the Association shall be available for inspection by a member—

- (a) at the Annual Meetings of Council; and
- (b) at any time, on such conditions as are imposed by the Executive or the provisions of a By-Law.

Division 2 — Fees in respect of Membership

19. Fees payable

- (1) All persons wishing to be considered as members must pay an annual membership fee as required by the appropriate By-Law or as determined by the Executive.
- (2) Officers and life members are not required to pay a membership fee.
- (3) The Executive may authorise university debating societies and other organisations to collect membership fees on behalf of the Association.
- (4) The Executive reserves the right to refuse to recognise the membership of those who have paid their fee under sub-rule (3), until such monies collected are passed on to the Association.

20. Fee deemed paid

A person is deemed to have paid a fee in any circumstance where payment is made to the Association or anyone authorised under rule 19 (3).

21. Period of Membership

Memberships commence from the date payment is received and expire on the last day of February of the next calendar year.

Division 3 — Investment and Disbursement

22. Accounts and authorities

- (1) Subject to rule 19, the funds of the Association shall be invested in investments which would constitute “authorised investments” for the purposes of the *Trustee Act* 1958.
- (2) Any two of the President, General Secretary, Treasurer and Executive Officer are authorised to operate the accounts of the Association.

Division 4 — Disposition on a Winding-Up

23. Winding Up

In the event of the winding up or dissolution or cancellation of the incorporation of the Association, the amount which remains after such an event and the satisfaction of all debts and liabilities shall be distributed to any organisation which has similar objects and which, itself, is exempt from income tax.