



**WARRAGUL & DISTRICT NETBALL  
ASSOCIATION INCORPORATED**

**(Registration No. A3686)**

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**CONSTITUTION**

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**DATE: May 2018**

Explanatory Note:

This Constitution has been adapted from the 13/06/2017 version of Netball Victoria Sample Constitution for Affiliated Associations template. This document is supported by the Warragul & District Netball Association Bylaws document which outlines additional rules which apply to members and are subordinate to this Constitution.

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**CONSTITUTION**  
**of**  
**WARRAGUL & DISTRICT NETBALL ASSOCIATION INCORPORATED**  
**(Registration No. A3686)**

**1. NAME**

The name of the incorporated association is Warragul & District Netball Association Incorporated ("Association").

**2. OBJECTS OF ASSOCIATION**

The Objects for which the Association is established are to:

- (a) provide for the conduct, encouragement, promotion and administration of the sport of netball throughout the Warragul & District area including but not limited to:
  - (i) promoting a greater community awareness of, and enjoyment in netball and its contribution to sport generally;
  - (ii) promoting and holding, either alone or jointly with any other association, club or person, netball competitions, championships, exhibitions, meetings and other activities of the Association generally;
  - (iii) promoting, encouraging and providing facilities for the education, practice and play of netball and to raise levels and standards of netball in the Warragul & District area;
  - (iv) representing the interests of netball and netball players within the Warragul & District area at state level, and to uphold the rules of netball;
  - (v) selecting and appointing netball representatives, officials and delegates for local competition or for any other purposes;
  - (vi) co-operating with and assisting any organisation having objects similar to those of the Association in any manner which may further the interests of netball or the association generally;
  - (vii) settling disputes or questions on any matters relating to netball in the Warragul & District area; and
  - (viii) hearing and determining upon any allegation or complaint or charge involving a breach of this Constitution or the laws of netball or in respect of any matters affecting the interest of netball or of the Association which may be made against any members of the Association, with power to impose fines or any other penalties as prescribed in this Constitution;
- (b) affiliate and otherwise liaise with Netball Victoria in the pursuit of these Objects and the sport of netball;
- (c) ensure that a high standard of netball is maintained;
- (d) develop a sense of sportsmanship and a high degree of proficiency in netball competitors;
- (e) use and protect the Intellectual Property of the Association including but not limited to logos, trademarks, copyright and names on any equipment, product, publication or event developed by the Association;
- (f) collect, distribute and publish information in connection with netball;
- (g) strive for Government, commercial and public recognition of the Association and netball;
- (h) ensure adoption of and compliance with rules of netball;

- (i) further develop the Association into an organised institution and with these Objects in view, to foster, regulate, organise and manage competitions, events, displays and other activities and to issue badges, medallions and certificates and award trophies to successful competitors;
- (j) promote the health and safety of competitors;
- (k) encourage competitors to realise their potential and athletic abilities;
- (l) encourage and promote performance-enhancing drug free competitions; and
- (m) undertake and do all such things or activities which are necessary, incidental and conducive to the advancement of these Objects.

### 3. POWERS OF ASSOCIATION

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

### 4. INTERPRETATION AND DEFINITIONS

#### 4.1 Definitions

In this Constitution, unless the contrary intention appears:

**Act** means the *Associations Incorporation Reform Act 2012 (Vic)*.

**Affiliated Club** means a non-profit incorporated body which has an interest in netball.

**Annual Subscriptions** means the annual fees payable by each category of Member as determined by the Board under **Rule 7**.

**Appeals Tribunal** means the tribunal of the Association constituted in accordance with **Rule 11.1**.

**Association** means the Warragul & District Netball Association Incorporated.

**Board** means the board of the Association elected under **Rules 19** and **20**.

**Board Member** means a member of the Board.

**Constitution** means this constitution of the Association as amended from time to time.

**Chairperson** means the chairperson of the Association appointed in accordance with **Rule 20**.

**Delegate** means a representative of an Affiliated Club or in their absence a nominee of that representative, (who must also be a member of the same Affiliated Club as the Delegate). The Delegate (or their nominee) is the only person who may represent the Affiliated Club at General Meetings. The Affiliated Club shall advise the Secretary at least 48 hours prior to the Annual General Meeting who its Delegate will be for the succeeding year (if no notification is provided to the Secretary the Secretary of the Affiliated Club shall be deemed to be the Delegate), or 48 hours prior to any meeting who their nominee will be for that meeting.

**Financial Year** means the year ending on 30<sup>th</sup> June of each year.

**General Meeting** means a meeting of Members convened under **Rules 12** and **13**.

**Intellectual Property** means all rights subsisting in copyright, trade names, trade marks, logos, designs, equipment, images (including photographs, videos or films) or service marks relating to the Association or activity conducted, promoted or administered by the Association.

**Life Member** means an individual elected as such under **Rule 6.2(k)**.

**Member** means an Affiliated Club, a Life Member or a Registered Member and "Members" means all these members collectively as members of the Association for the time being under **Rule 6**.

**Netball Victoria** means the Victorian Netball Association Incorporated trading as Netball Victoria.

**Register** means the register of Members kept in accordance with **Rule 8.1**.

**Registered Member** means a person registered with the Association and Netball Victoria as a player, umpire, coach or official.

**Regulations** mean any regulations made by the Board under **Rule 35**.

**Secretary** means the secretary of the Association elected in accordance with **Rules 19** and **20** from time to time

**Special Resolution** has the same meaning as the Act.

## 4.2 Interpretation

In this Constitution:

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

## 4.3 Enforceability

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision shall be read down for the purpose of that jurisdiction, if possible, so it is valid and enforceable. If it can not be so read down the provision shall be severed to the extent of the invalidity or unenforceability. The remaining provisions of this Constitution and its validity or enforceability shall not be affected by the severance in any other jurisdiction.

## 4.4 Expressions in the Act

Except where the contrary intention appears, in this Constitution, an expression that deals with a matter under the Act has the same meaning as in that provision of the Act.

## 4.5 Sole Purpose

The Association is established solely for the Objects.

## 4.6 Model Rules

The model rules under the Act are expressly displaced by this Constitution.

## 5. REGISTERED ADDRESS

The registered address of the Association shall be as the address determined by the Board from time to time.

## 6. MEMBERSHIP OF ASSOCIATION

### 6.1 Categories of Member

The Members of the Association are divided into, the following categories:

- (a) Affiliated Clubs, which shall be represented by their Delegate. The Delegate shall have the right to be present, to debate and to vote at General Meetings;
- (b) Life Members, which shall have the right to be present, to debate and to vote at General Meetings;
- (c) Registered Members, which shall not have a right to be present, to debate or to vote at General Meetings; and
- (d) Such other category or categories of members as determined by the Board from time to time.

### 6.2 Application for membership

- (a) To be eligible for membership as an Affiliated Club, the Affiliated Club must be incorporated or in the process of incorporation, which process shall be complete within twelve months of applying for membership under this Constitution.
- (b) For such time an applicant for membership as an Affiliated Club is not incorporated, the President of any unincorporated body shall be deemed to be the Member, and shall be entitled to the same voting and other rights and shall follow such procedures as incorporated Affiliated Clubs, to the extent that this is possible.
- (c) Any dispute as to the application of this Constitution to an unincorporated Affiliated Club shall be resolved by the Board in its sole discretion.
- (d) Subject to this Constitution, an application for membership as a Member must be:
  - (i) in writing in the form prescribed by the Board from time to time;
  - (ii) accompanied by the appropriate fee or fees, if any; and
  - (iii) lodged with the Secretary.
- (e) As soon as is practicable after the receipt of an application under **Rule 6.2(d)**, the Secretary shall refer the application to the Board.
- (f) Upon an application being referred to the Board, the Board shall, as soon as practicable, determine whether to approve or decline the application.
- (g) If the Board approves the application for membership, the Board shall determine the appropriate category of membership and the Secretary shall, as soon as practicable, notify the applicant in writing that it is approved or declined. If approved, membership shall commence on entry into the Register in accordance with **Rule 6.2(i)**.
- (h) If the Board does not approve an application for membership, the Secretary shall, as soon as practicable, notify the applicant in writing that she, he or it is not approved for membership. The Board is not required to give reasons for its decision.
- (i) If the application for membership is approved, the Secretary shall enter the applicant's name in the Register, and upon the name of the applicant being so entered, the applicant becomes a Member. The Secretary shall also enter the category of membership afforded to the Member and the name of the Delegate (if applicable).

- (j) An Affiliated Club is not required to reapply for membership each Financial Year. Affiliated Clubs shall subject to this Constitution, remain Members of the Association provided all monies due and payable to the Association have been paid, other than the amount of the Annual Subscription payable in respect of the current Financial Year. If Affiliated Clubs do not pay the Annual Subscription within 30 days of the due date, their membership shall lapse and they will be required to apply for membership in accordance with this **Rule 6.2**.
- (k) Life Members shall be determined by the Board. The Board may grant a person life membership in recognition of services rendered to the Association.

### **6.3 Delegate of Affiliated Club**

- (a) The Board may in its discretion determine that a person nominated by an Affiliated Club to be a Delegate shall not represent an Affiliated Club as a Delegate, and shall notify that Member accordingly.
- (b) Any change in the Delegate shall require the approval of the Board in its discretion.
- (c) The Secretary shall record any change in Delegate in the Register.
- (d) Each Delegate shall comply with the directions given by a resolution of the Affiliated Club, including in respect of voting, and if required by the Board, shall provide to the Board evidence of such compliance.

### **6.4 Effect of membership**

- (a) Members acknowledge and agree that:
  - (i) this Constitution constitutes a contract between each of them and the Association and that they are bound by this Constitution and the Regulations;
  - (ii) they shall comply with and observe this Constitution and the Regulations;
  - (iii) by submitting to this Constitution and the Regulations they are subject to the jurisdiction of the Association;
  - (iv) this Constitution and Regulations are necessary and reasonable for promoting the purposes of the Association; and
  - (v) they are entitled to all benefits, advantages, privileges and services of their membership as determined by the Board.
- (b) Members may by virtue of membership of the Association and subject to this Constitution:
  - (i) express in writing or otherwise their views and opinions in any meeting in respect of which they are entitled to participate in accordance with this Constitution;
  - (ii) make proposals or submissions to the Board;
  - (iii) engage and participate in any activity approved, sponsored or recognised by the Association; and
  - (iv) conduct any activity approved by the Association.
- (c) A right, privilege or obligation of a person by reason of their membership of the Association:
  - (i) is not capable of being transferred or transmitted to another person; and
  - (ii) terminates upon the cessation of membership whether by death, resignation or otherwise.



## **7. SUBSCRIPTIONS AND FEES**

The Annual Subscriptions and any other fees payable by Members or categories of Members to the Association, the benefits which apply, the time for, and manner of payment, shall be determined by the Board from time to time.

## **8. REGISTERS**

### **8.1 Secretary to keep Register of Members**

The Secretary shall keep and maintain a Register of Members in which shall be entered the full name, address, category of membership and date of entry of the name of each Member.

### **8.2 Inspection of Register**

Having regard to confidentiality considerations, an extract of the register, excluding the contact details of a Member who is an individual, shall be available for inspection (but not copying) by Affiliated Clubs and Life Members, upon reasonable request.

## **9. RESIGNATION OF MEMBERS**

### **9.1 Notice of resignation**

Any Member who has paid all monies due and payable to the Association may resign from the Association by giving 30 days notice in writing to the Association of such intention to resign. Upon the expiration of that period of notice, the Member shall cease to be a member.

### **9.2 Expiration of notice period**

Upon the expiration of a period of notice given under **Rule 9.1**, an entry, recording the date on which the Member who gave notice ceased to be a Member, shall be recorded in the Register.

### **9.3 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.

## **10. EXPULSION, SUSPENSION OR FINING OF MEMBERS**

### **10.1 Suspension in exceptional circumstances**

In addition to the rights of suspension and expulsion under this Constitution, the Board may in its discretion suspend a Member from the Association in exceptional circumstances pending determination of a resolution under this **Rule 10**. For the purposes of this Rule "exceptional circumstances" means circumstances in which, after reasonably enquiry, it is considered that the Association or any of the Members may suffer damage or detriment as a result of the actions or inactions by the Member who is being considered for suspension under this Rule.

If a suspension is imposed under this Rule, the Secretary shall notify the Member concerned of the suspension in writing and send a copy of such notification to the Board. There is no right of appeal of a suspension made under this Rule.

### **10.2 Board resolution**

Subject to this Constitution, the Board may by resolution:

- (i) expel a Member from the Association;
- (ii) suspend a Member from membership of the Association for a specified period;
- (iii) fine a Member; or
- (iv) impose such other penalty, action or educative process as it sees fit,

if the Board considers that the Member has:

- (a) breached, failed, refused or neglected to comply with a provision of this Constitution and the Regulations;
- (b) acted in a manner unbecoming of a Member or prejudicial to the objects and interests of the Association, or another Member; or
- (c) brought themselves, the Association, or another Member into disrepute.

Such grounds do not constitute a grievance, and **Rule 25** does not apply.

### **10.3 Notice of alleged breach**

Where the Board considers that a Member may have satisfied one or more of the grounds in **Rule 10.2(a), (b)** or **(c)**, the Secretary shall, as soon as practicable, serve on the Member a notice in writing:

- (a) setting out the alleged breach of the Member and the grounds on which it is based;
- (b) stating that the Member may address the Board at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
- (c) stating the date, place and time of that meeting; and
- (d) informing the Member that he, she or it may do one or more of the following:
  - (i) attend that meeting; or
  - (ii) give the Association, before the date of that meeting a written statement regarding the alleged breach.

### **10.4 Determination of Board**

At a meeting of the Board held in accordance with **Rule 10.3**, the Board shall:

- (a) give to the Member every opportunity to be heard;
- (b) give due consideration to any written statement submitted by the Member; and
- (c) by resolution determine whether the alleged breach occurred.

### **10.5 Appeal to Appeals Tribunal**

- (a) If the Board passes a resolution at the meeting held in accordance with this **Rule 10**, the Member has a right to appeal the decision to the Appeals Tribunal.
- (b) The Member must lodge the appeal with the Secretary within 14 days of the date the resolution is passed. The appeal must specify the grounds of the appeal.
- (c) Where the Secretary receives an appeal under **Rule 10.5(b)**, the Board shall convene a meeting of the Appeals Tribunal to be held within 30 days of the date on which the Secretary received the appeal.
- (d) Where the Member lodges an appeal to the Appeals Tribunal under this Rule, the resolution of the Board does not take effect unless the Appeals Tribunal confirms the resolution in accordance with **Rule 11**.

### **10.6 Non application of Rule 10**

This **Rule 10** shall not apply to any incident or matter to which the Competition Regulation or the Member Protection Regulation of the Association or Netball Victoria applies. Any Competition related matter or Member Protection related matter should be dealt with in accordance with the disciplinary procedure set out in the Competition Regulation or Member Protection Regulation of the Association or Netball Victoria, as the case may be.

## **11. APPEALS TRIBUNAL**

### **11.1 Composition of Appeals Tribunal**

- (a) An Appeals Tribunal of up to five persons who are Members of the Association shall be appointed by the Board for the purpose of adjudication of appeals from Members under **Rule 10.5**. The Board shall also appoint a chair of the Appeals Tribunal.
- (b) No Affiliated Club shall have more than one of its registered members or officials on the Appeals Tribunal.
- (c) No member of the Appeals Tribunal shall be permitted to hold any office on the Board or its appointed sub-committee.
- (d) A minimum of 3 members of the Appeals Tribunal shall constitute a quorum.
- (e) A vacancy on the Appeals Tribunal shall be filled by the Board

### **11.2 Proceedings before Appeals Tribunal**

The Appeals Tribunal shall hear and determine the alleged breach in whatever manner it considers appropriate in the circumstances (including by way of teleconference, video conference or otherwise) provided that it does so in accordance with the principles of natural justice. The purpose of the hearing shall be to determine whether the alleged breach occurred. The Appeals Tribunal has the jurisdiction to vary the penalty imposed by the Board.

### **11.3 Decisions binding**

Decisions of the Appeals Tribunal will be binding and final upon the Board and the Member.

## **12. ANNUAL GENERAL MEETINGS**

### **12.1 Annual General Meeting to be held**

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

### **12.2 Ordinary business**

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

- (a) confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;
- (b) receive from the Board, reports upon the transactions of the Association during the last preceding year;
- (c) receive notification of election of the Board Members of the Association;
- (d) declare Life Members; and
- (e) receive and consider the financial statements submitted by the Board in accordance with the Act.

### **12.3 Special business**

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

### **12.4 Additional meetings**

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

### **12.5 Entitlement to vote**

The only persons entitled to vote at Annual General Meetings of the Association shall be the Affiliated Clubs (through their Delegates) and Life Members.

**12.6 Other General Meetings**

All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with the provisions of this Constitution.

**13. SPECIAL GENERAL MEETINGS****13.1 Special General Meetings may be held**

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

**13.2 Request for Special General Meetings**

- (a) The Board shall on a request in writing of not less than twenty five per cent (25%) of Affiliated Clubs and Life Members convene a Special General Meeting.
- (b) The request for a Special General Meeting shall state the object(s) of the meeting and shall be signed by the Affiliated Clubs and Life Members making the request and be sent to the Secretary and may consist of several documents in a like form, each signed by one or more of the Affiliated Clubs and Life Members making the requisition.
- (c) If the Board does not cause a Special General Meeting to be held within 30 days after the date on which the request is sent to the Association, the Members making the request, or any of them, may convene a Special General Meeting to be held not later than 90 days after that date.
- (d) A Special General Meeting convened by Members under this Constitution 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.

**14. NOTICE OF MEETINGS****14.1 Notice to be given for General Meetings**

The Secretary shall, at least 28 days before the date fixed for holding a General Meeting, send to each Affiliated Club and Life Member at their address appearing in the Register, a notice in writing stating the place, date and time and the nature of the proposed business to be transacted at the meeting.

**14.2 Business of General Meeting**

- (a) No business other than that set out in the notice convening the meeting shall be transacted at the General Meeting.
- (b) A Member desiring to bring any business before a meeting shall give at least 30 days notice in writing of that business to the Association which shall include that business in a notice calling the next General Meeting after the receipt of the notice.
- (c) 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 General Meeting for a period of twelve (12) months. The Chairperson shall determine whether a motion is a motion having a similar effect.

**15. PROCEEDINGS AT MEETINGS****15.1 Special business**

All business that is transacted at a Special General Meeting or the Annual General Meeting, with the exception of that referred to in this Constitution as the ordinary business of the Annual General Meeting, shall be special business.

**15.2 Quorum**

- (a) No item of business shall be transacted at a General Meeting unless a quorum of Members entitled under this Constitution to vote is present during the time when the meeting is considering that item.
- (b) Five of the Affiliated Clubs (through their Delegates) and Life Members personally present constitute a quorum for the transaction of the business at a General Meeting.
- (c) If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting:
  - (i) if convened upon the requisition of Members, shall be dissolved; and
  - (ii) in any other case, shall stand adjourned to the same day in the next week at the same time and (unless Members are notified of an alternate venue) at the same place and if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being not less than 5) shall be a quorum.

**16. CHAIRPERSON AT MEETINGS****16.1 President to chair**

The President shall chair each General Meeting of the Association.

**16.2 Where President absent**

If the President is absent from a General Meeting or is unwilling to act, the Board Members present shall elect one of their number to preside as chairperson at the meeting.

**17. ADJOURNMENT OF MEETINGS****17.1 Chairperson may adjourn meeting**

The chairperson of a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

**17.2 Further notice**

- (a) Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the General Meeting.
- (b) Except as provided in **Rule 17.2(a)**, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

**18. VOTING AT GENERAL MEETINGS****18.1 Voting procedure**

- (a) Except as otherwise provided in this Constitution, all votes shall be given in person by attendance at a General Meeting. No proxy voting shall be permitted.
- (b) A question arising at a General Meeting shall be determined on a show of hands.
- (c) In the case of an equality of voting on a question, the Chairperson of the meeting may exercise a second or casting vote.
- (d) An Affiliated Club and Life Member is not entitled to vote at any General Meeting unless all monies due and payable to the Association have been paid, other than the amount of the Annual Subscription payable in respect of the current Financial Year.

**18.2 Recording of determinations**

If before, or on, the declaration of the show of hands a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried, carried unanimously, carried by a particular majority or lost, an entry to that effect in the minute

book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

### 18.3 Poll at General Meetings

- (a) If at a meeting a poll on any question is demanded by 5 Affiliated Clubs (through their Delegates) and Life Members, it shall be taken at the meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (b) A poll that is demanded on the election of a Chairperson or on a question of an adjournment shall be taken immediately and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairperson may direct.

### 18.4 Postal or electronic voting

- (a) Postal or electronic voting may be held from time to time in such instances as the Board may determine and shall be held in accordance with procedures prescribed by the Board.
- (b) All postal and electronic voting shall be conducted under conditions of a secret ballot and shall be scrutinised by an impartial person duly appointed by the Board to conduct the ballot.

## 19. BOARD

### 19.1 Powers of Board

- (a) The affairs of the Association shall be managed by a Board constituted under **Rule 19.2**.
- (b) Subject to this Constitution and the Act, the Board:
  - (i) shall control and manage the business and affairs of the Association;
  - (ii) may exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by this Constitution to be exercised by the Members in General Meeting; and
  - (iii) has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association.

### 19.2 Composition of Board

- (a) The Board shall consist of 8 Board Members, elected annually in accordance with **Rule 20**. All Board Members shall have one vote each.
- (b) Each Board Member shall hold office until the conclusion of the Annual General Meeting following the declaration of their election. All Board Members are eligible for re-election.
- (c) The President shall chair each Board meeting of the Association. Where no President has not been elected or as otherwise agreed by the Board, the Board may in its discretion appoint the position of Chairperson from among its number as soon as practicable after each Annual General Meeting. The appointee will hold the position of Chairperson until the conclusion of the next Annual General Meeting following their appointment. A Board Member may be re-appointed as Chairperson. For avoidance of doubt, a Board Member may be appointed as Chairperson and President. If no Board Member is appointed as Chairperson under this Rule, the President shall be deemed to be the Chairperson.

### 19.3 Casual vacancy

In the event of a casual vacancy in the office of any Board Member, the Board may appoint a Member to the vacant office and the person so appointed may continue in office up to and

including the conclusion of the Annual General Meeting following the date of their appointment.

## 20. ELECTION OF THE BOARD

- (a) The returning officer shall call for nominations for Board Members before the date of the Annual General Meeting. Candidates may nominate for a specific position, being President, Secretary or Treasurer, or for one of the remaining five Board Member positions. Candidates can nominate for more than one position.
- (b) Nominations of candidates for election as Board Members, shall be:
  - (i) made in writing, signed by 2 Affiliated Clubs or Life Members and accompanied by the written consent of the nominee (which may be endorsed on the form of nomination). The nominee must be a Member of the Association; and
  - (ii) delivered to the Secretary of the Association by the date specified on the call for nominations.
- (c) If the number of nominations received for the Board, together with the positions of President, Secretary and Treasurer, is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board, then those nominated shall be declared elected at the Annual General Meeting and further nominations shall be called for.
- (d) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held. The ballot must be conducted in such manner as the Board may direct.
- (e) If a ballot is required it shall be held for the position of President first, followed by Secretary, Treasurer then for the remaining Board Members. If a candidate has nominated for more than one position, they can contest each of those ballots.

## 21. VACANCY ON THE BOARD

### 21.1 Grounds for termination of Board Member

For the purposes of this Constitution, the office of a Board Member becomes vacant if the Board Member:

- (a) ceases to be a Member of the Association;
- (b) becomes an insolvent under administration within the meaning of the *Corporations Act 2001 (Cth)*;
- (c) resigns their office by notice in writing given to the Association;
- (d) dies or 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;
- (e) is prohibited from being a director of a company under the *Corporations Act 2001 (Cth)*; or
- (f) fails to attend 3 consecutive meetings of the Board without having previously obtained leave of absence or provided reasonable excuse for such absence.

### 21.2 Removal of Board Member

- (a) The Association in a Special General Meeting may by resolution remove any Board Member, 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 Board Member.
- (b) Where the Board Member to whom a proposed resolution referred to in **Rule 21.2(a)** makes representations in writing to the Secretary or the President and requests that such representations be notified to the Members, the Secretary or the President may send a copy of the representations to each Member or, if they

are not so sent, the Board Member may require that they be read out at the meeting, and the representations shall be so read.

- (c) In addition to the manner in which the office of Secretary becomes vacant under the Act and **Rule 21.1(a)** and **21.1(b)**, the Board Members may suspend or remove the Secretary from that office.

## **22. LEAVE OF ABSENCE**

### **22.1 Grant of leave of absence**

The Board may grant a leave of absence to a Board Member for a period not exceeding 3 months, on the submission of a written application for such leave to the Secretary or the President.

### **22.2 Discretion as to leave of absence**

The Board may, in its discretion, grant leave of absence to a Board Member for such period as it sees fit following consideration of an application submitted in writing to the Secretary or the President, provided that in no circumstances shall the leave of absence exceed the remaining term of office of the Board Member.

## **23. QUORUM AND PROCEDURE AT BOARD MEETINGS**

### **23.1 Convening a Board Meeting**

- (a) The Board shall meet as required, but shall meet on at least three occasions in each year.
- (b) Unless all Board Members agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced in writing or by their presence) not less than two days' notice of the meeting of the Board shall be given to each Board Member.

### **23.2 Quorum**

- (a) The majority of Board Members shall constitute a quorum for the transaction of the business of a meeting of the Board.
- (b) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week.
- (c) The Board may act notwithstanding any vacancy.

### **23.3 Procedures at Meetings**

- (a) At meetings of the Board:
- (i) the Chairperson appointed under **Rule 19.2(c)** shall chair the meeting; and
  - (ii) if the Chairperson appointed under **Rule 19.2(c)** is absent or unwilling to act, the Board shall appoint one of its members to chair the meeting.
- (b) Questions arising at a meeting of the Board shall be determined on a show of hands or, if demanded by a Board Member, by a poll taken in such manner as the persons presiding at the meeting may determine.
- (c) Each Board Member present at a meeting of the Board (including the person presiding at the meeting) is entitled to one vote and in the event of an equality of votes on any question, the President may exercise the second or casting vote.
- (d) A resolution in writing signed or assented to by facsimile or other form of electronic communication by all the Board Members, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Board Members.



- (e) Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Board Members may be held where one or more of the Board Members 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 Board Members 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 the Board Members 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 Board Members which constitutes a quorum, and none of such Board Members are present at the place where the meeting is deemed by virtue of the further provisions of this Rule to be held then the meeting shall be suspended until condition (i) is satisfied again. If such condition is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated; and
  - (iv) any meeting held where one or more of the Board Members is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Board Member is there present and if no Board Member is there present the meeting shall be deemed to be held at the place where the Chairperson of the meeting is located.

#### **23.4 Minutes**

The Secretary shall keep minutes of the resolutions and proceedings of each General Meeting and Board meeting in books provided for that purpose, together with a record of the names of persons present at all meetings.

#### **23.5 Board Members' interests**

A Board Member is disqualified by holding any place of profit or position of employment in the Association, 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 Board Member is in any way interested will be voided for such reason.

#### **23.6 Disclosure of interests**

The nature of the interest of such Board Member must be declared by the Board Member 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 Board Member 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 Board Member becomes so interested.

#### **23.7 General disclosure**

A general notice that a Board Member 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 23.6** as regards such Board Member and the said transactions. After such general notice it is not necessary for such Board Member to give a special notice relating to any particular transaction with that firm or company.

#### **23.8 Recording disclosures**

It is the duty of the Secretary to record in the minutes any declaration made or any general notice as aforesaid given by a Board Member in accordance with **Rules 23.6** and **23.7**.

### 23.9 Conflicts

A Board Member, 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 Board Member is interested. If the Board Member votes the vote shall not be counted.

## 24. DELEGATED POWERS AND DUTIES

### 24.1 Sub-committees

- (a) The Board may establish and delegate any of its functions, powers or duties (except this power to delegate) to such sub-committee or sub-committees as it thinks fit and may recall or revoke any such delegation or appointment and may amend or repeal any decision made by such sub-committee.
- (b) The Board shall determine in writing the duties and powers afforded to any sub-committee and the sub-committee shall, in the exercise of such delegated powers, conform to any directions or Regulations that may be prescribed by the Board.
- (c) A Board Member shall be ex-officio members of any sub-committee so appointed.
- (d) The proceedings for any sub-committee shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the Board in **Rule 23**.
- (e) Within 7 days of any meeting of any sub-committee, the sub-committee shall send a copy of the minutes and any supporting documents to the Secretary.

## 25. GRIEVANCE PROCEDURES

- (a) The grievance procedure set out in this Rule applies to disputes under this Constitution between:
  - (i) a Member and another Member; or
  - (ii) a Member and the Association.
- (b) 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.
- (c) 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.
- (d) The mediator must be:
  - (i) a person chosen by agreement between the parties; or
  - (ii) in the absence of agreement:
    - A. in the case of a dispute between a Member and another Member, a person appointed by the Board; or
    - B. 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).
- (e) A Member of the Association can be a mediator.
- (f) The mediator cannot be a Member who is a party to the dispute.
- (g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (h) The mediator, in conducting the mediation, must:
  - (i) give the parties to the mediation process every opportunity to be heard;
  - (ii) allow due consideration by all parties of any written statement submitted by any party; and

(iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

- (i) The mediator must not determine the dispute.
- (j) 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.

## **26. SOURCES OF FUNDS**

The funds of the Association shall be derived from Annual Subscriptions, donations and such other sources as the Board determines.

## **27. APPLICATION OF INCOME**

- (a) The income and property of the Association shall be applied solely towards the promotion of the purposes of the Association as set out in this Constitution.
- (b) 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, but this shall not preclude payment to a Member in good faith for expenses incurred or services rendered.

## **28. SIGNING OF NEGOTIABLE INSTRUMENTS**

All cheques and other negotiable instruments shall be signed by two Board Members or in such other manner approved by the Board from time to time.

## **29. COMMON SEAL**

- (a) The common seal (if any) of the Association shall be kept in the custody of the Secretary.
- (b) The common seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the common seal shall be attested by the signatures of 2 Board Members.
- (c) A Board Member may not sign a document to which the seal of the Association is fixed where the Board Member is interested in the contract or arrangement to which the document relates.

## **30. ALTERATION OF CONSTITUTION**

- (a) This Constitution shall not be altered except by Special Resolution in accordance with the Act.
- (b) In addition, there shall be no alteration or amendment to this **Rule 30(b)** or **Rule 31** without the consent of the relevant Minister under the Act.

## **31. DISSOLUTION**

- (a) In the event of the Association being wound up while a Member, the liability of the Member shall be limited to any outstanding monies due and payable to the Association, including the amount of the Annual Subscription payable in respect of the current Financial Year. No other amount shall be payable by the Member.
- (b) If upon winding up or dissolution of the Association, there remains, after satisfaction of all its debts and liabilities, any property, the same shall not be paid to or distributed amongst the Members of the Association, but shall be given or transferred to some other organisation 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 and which is also not carried on for the profit or gain to its Members. 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 of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter.

**32. INDEMNITY**

- (a) Every Board Member of the Association shall be indemnified out of the property and assets of the Association against any liability incurred by her in her capacity as Board Member in defending any proceedings, whether civil or criminal, in which judgment is given in her favour or in which she is acquitted or in connection with any application in relation to any such proceedings in which relief is granted to her by the Court.
- (b) The Association shall indemnify its Board Members and employees against all damages and costs (including legal costs) for which any such Board Members or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:
  - (i) in the case of a Board Member, 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 her employment by the Association.

**33. SERVICE OF NOTICES**

- (a) Notices may be given to Members by sending the notice by post or facsimile transmission or where available, by electronic mail, to the Member's address or facsimile number or electronic mail address shown in the Register.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected at the time the letter would have been delivered in the ordinary course of post.
- (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 the correct facsimile number.
- (d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected by properly addressing and upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.

**34. CUSTODY OF BOOKS AND OTHER DOCUMENTS**

- (a) Except as otherwise provided in this Constitution, the Secretary shall keep in her custody or control all books, documents and securities of the Association.
- (b) The minutes of general meetings and all records, books, documents and securities of the Association are available for inspection (but not copying) free of charge by any Affiliated Club or Life Member upon request.

**35. REGULATIONS**

- (a) The Board may make Regulations and alter, amend or rescind the same as occasions may require, and enforce penalties for their breach. Such Regulations shall have the same force and effect as this Constitution, but shall not be in any way oppose or be in conflict with this Constitution. Such Regulations shall be available for inspection in the Association premises.
- (b) Amendments, alterations, interpretation or other changes to Regulations shall be advised to Members by means of notice approved by the Board. Notices shall be binding upon all Members.