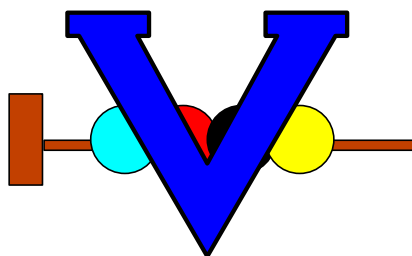


**THE VICTORIAN CROQUET ASSOCIATION
INCORPORATED**



CONSTITUTION

Adopted at Special General Meeting 8th October 2013
Approved by Dept of Justice 21st November 2013

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ASSOCIATIONS INCORPORATION REFORM ACT (2012) (VIC)

CONSTITUTION

OF

THE VICTORIAN CROQUET ASSOCIATION INCORPORATED

PART I – PRELIMINARY

1. NAME

The name of the incorporated association is the Victorian Croquet Association Incorporated (“**the Association**”).

2. PURPOSES OF ASSOCIATION

The purposes for which the Association is established are to:

- (a) provide leadership for the effective development and management of the Sport in Victoria at all levels;
- (b) promote, encourage, foster, develop and extend the Sport in Victoria;
- (c) coordinate, encourage, assist, support and resource the legitimate activities of Regional Associations, Affiliated Clubs and Individual Members throughout Victoria;
- (d) promote, organise and conduct tournaments, competitions and other events;
- (e) select, support and sponsor representative State teams and individuals;
- (f) maintain membership of the ACA;
- (g) liaise with other croquet organisations and seek support from government;
- (h) establish and maintain uniformity in the laws of the Sport and the interpretation of the laws as defined by the ACA;
- (i) maintain a handicap system;
- (j) coordinate competition and tournament dates, times and venues across the State of Victoria;
- (k) maintain a resource of coaches and referees who are accredited with appropriate national standards;
- (l) maintain headquarters for the Association and playing courts and a club house;
- (m) undertake and do all such things or activities which are necessary, incidental and conducive to the advancement of these purposes.

3. FINANCIAL YEAR

The financial year of the Association is each period of twelve months ending on 31st March.

4. ENFORCEABILITY

If any provision of this Constitution or any phrase contained in this Constitution 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 cannot be so read down the provision shall be severed to the extent of the invalidity or unenforceability. The remaining provisions of this Constitution and their validity or enforceability shall not be affected by the severance in any other jurisdiction.

5. INTERPRETATION AND DEFINITIONS

5.1 Definitions

In this Constitution, unless the contrary intention appears:

“**ACA**” means the Australian Croquet Association Incorporated.

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

“**Affiliated Club**” means a registered financial club (whether incorporated, unincorporated or otherwise) which is a member of, or associated with a Regional Association.

“**Alternate Regional Director**” means a person appointed by the Regional Association in accordance with **Rule 23.4**.

“**Association**” means the Victorian Croquet Association Incorporated.

“**By-Laws**” means any by-law made by the Council under **Rule 39**.

“**Committee**” means the committee of management of the Association, being the body consisting of the Committee Members under **Rule 24.2**.

“**Committee Member**” means a person elected to the Committee under **Rule 24**.

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

“**Council**” means the body consisting the Directors under **Rule 23.2**.

“**Delegate**” means the person elected or appointed by a Regional Association in accordance with **Rule 15.1**.

“**Director**” means a member of the Council and includes the Regional Directors and Committee Members.

“**General Meeting**” means the annual general meeting and any special general meeting of the Association.

“**Individual Member**” means a registered financial individual member of an Affiliated Club.

“**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 a life member under **Rule 9.5**.

“**Member**” means a member for the time being of the Association under **Part II** of this Constitution.

“**Poll**” means a count of votes.

“**Regional Association**” means an entity recognised under **Rule 8** to administer the Sport in a particular geographical area as determined by the Council from time to time.

“**Regional Director**” means a member of the Council appointed by the Regional Association in accordance with **Rule 23.3**.

“**Special Resolution**” means a resolution passed by at least three-quarters of the Members present and voting at a General Meeting called for that purpose of which at least twenty one days notice has been given, or such other majority or procedure as is required under the Act from time to time.

“**Sport**” means the game of croquet in all its forms, including gateball.

“**Voting Member**” means a Member with voting rights under **Rule 22.1**.

5.2 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.

PART II – POWERS OF ASSOCIATION

6. POWERS OF ASSOCIATION

Solely for furthering the purposes set out in **Rule 2** 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 as set out under section 124 of the Corporations Act.

7. NOT FOR PROFIT ORGANISATION

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

PART III – MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

8. REGIONAL ASSOCIATIONS

8.1 Regional Associations

The Association shall consist of such Regional Associations as are recognised by the Council to conduct the Sport in a particular geographic area. Where an area is part of a Regional Association and wishes to become a separate Regional Association it shall make application to the Association in accordance with these Rules.

8.2 Regional Association Boundaries

The geographical area of each Regional Association shall be decided by the Council from time to time.

8.3 Recognition of Regional Associations as Members

Each Regional Association shall be recognised as a Member of the Association and shall administer the Sport in its particular geographic area and in accordance with the purposes of the Association.

8.4 Compliance of Regional Associations

Each Regional Association shall:

- (a) be incorporated in Victoria;
- (b) represent the Members in its geographic area;
- (c) elect a Delegate in accordance with **Rule 15.1**;

- (d) adopt in principle, the purposes of the Association and adopt rules which reflect and which are generally in conformity with this Constitution; and
- (e) do all that is reasonably necessary to enable the purposes of the Association to be achieved.

8.5 Register of Members

Each Regional Association shall maintain, in a form and with such details as is acceptable under the Act and to the Association, a register of all Affiliated Clubs and Individual Members in its geographical area. Each Regional Association shall provide a copy of the register at a time and in a form mutually acceptable to the Regional Association and the Association.

9. MEMBERSHIP OF ASSOCIATION

9.1 Categories of Member

The Members of the Association shall consist of:

- (a) Regional Associations, which subject to this Constitution, shall be represented by their Delegate who shall have the right to attend, debate and vote at General Meetings for and on behalf of the Regional Associations;
- (b) Affiliated Clubs, who subject to this Constitution, may appoint a representative to attend General Meetings, but have no right to debate or vote at General Meetings;
- (c) Individual Members, who subject to this Constitution, may attend General Meetings, but have no right to debate or vote at General Meetings;
- (d) Life Members, who subject to this Constitution, may attend General Meetings, but have no right to debate or vote at General Meetings;
- (e) such other category of members as determined by the Council from time to time.

9.2 Creation of New Categories

The Council 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 (other than voting rights), even if the effect of creating a new category is to alter rights, privileges or obligations of an existing category of Members. No new category of membership may be granted voting rights.

9.3 Application for Regional Association Membership

- (a) An application for membership as a Regional Association must be:
 - (i) in writing in the form prescribed by the Council from time to time;
 - (ii) accompanied by the appropriate fee or fees, if any; and
 - (iii) lodged with the Secretary.
- (b) As soon as is practicable after the receipt of an application under **Rule 9.3(a)**, the Secretary shall refer the application to the Council.
- (c) Upon an application being referred to the Council, the Council shall, as soon as practicable, determine whether to approve or decline the application.
- (d) If the Council approves the application for membership, the Secretary shall, as soon as practicable, notify the applicant in writing that its application has been approved. The Secretary shall enter the applicant's name in the register of Members, and upon the name of the applicant being so entered, the applicant becomes a Member.
- (e) If the Council declines an application for membership, the Secretary shall, as soon as practicable, notify the applicant in writing that its application for membership has been declined. The Council is not required to give reasons for its decision.

9.4 Membership Renewal

- (a) Regional Associations must renew their membership of the Association in accordance with the procedures set down by Council from time to time.
- (b) In order to remain Members, Affiliated Clubs and Individual Members must:
 - (i) renew their membership with their respective Regional Associations or Affiliated Club (as the case may be) annually;
 - (ii) otherwise remain registered financial members of their Regional Association or Affiliated Club, in accordance with the procedures applicable from time to time; and
 - (iii) must pay the annual fees prescribed by the Association from time to time (if any) to the Association through their respective Regional Association or Affiliated Club.

9.5 Life Members

- (a) A Regional Association may nominate a person who has rendered distinguished or special service to the Association for life membership. The nomination must be on the prescribed form (if any) and must be submitted to the Secretary at least sixty days before the date set down for the Annual General Meeting.
- (b) The nomination for Life Member shall be considered at the Annual General Meeting. A resolution of the Annual General Meeting to confer life membership must be passed by Special Resolution. The vote on such resolution will be taken by secret ballot.
- (c) Conditions, obligations and privileges of life membership shall be as prescribed in the By-Laws.

9.6 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 By-Laws;
 - (ii) they shall comply with and observe this Constitution and the By-Laws;
 - (iii) by submitting to this Constitution and the By-Laws they are subject to the jurisdiction of the Association;
 - (iv) this Constitution and By-Laws 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 Council.
- (b) 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.

10. SUBSCRIPTIONS AND FEES

10.1 Determination of Subscriptions and Fees

The annual membership subscription, fees and any levies payable by Members (or any category of members) to the Association, the basis of, the time for and manner of payment shall be as determined by the Council from time to time and shall be due on 30 June of each year.

10.2 Late Payment of Subscriptions and Fees

If a Member does not pay any of the subscriptions or fees determined in accordance with **Rule 10.1** within thirty days of the due date, the Members rights and privileges as a

Member (including but not limited to playing on lawns socially or otherwise) will be automatically suspended until the outstanding amount is paid.

11. REGISTER OF MEMBERS

11.1 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.

11.2 Inspection of Register of Members

Subject to confidentiality and privacy considerations, an extract of the register, excluding the address of any Delegate, Life Member, Individual Member or Director shall be available for inspection (but not copying) by Members, upon reasonable request.

12. RESIGNATION OF MEMBERS

12.1 Notice of Resignation

Any Member who has paid all monies due and payable to the Association may resign from the Association by giving thirty 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.

12.2 Expiration of Notice Period

Upon the expiration of a notice given under **Rule 12.1**, an entry, recording the date on which the Member who gave notice ceased to be a Member, shall be recorded in the register of Members.

12.3 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.

12.4 Cessation of Membership

Where a Regional Association ceases to be a Member in accordance with this Constitution, the Individual Members and Affiliated Clubs of that Regional Association may cease or remain Members to the extent (if any) and for such time (if any) as is determined in the sole discretion of the Council.

13. DISCIPLINE OF MEMBERS

13.1 Disciplinary Tribunal

The Council shall establish a Disciplinary Tribunal to deal with all disciplinary matters under this Rule. The composition of the Disciplinary Tribunal shall be as follows:

- (a) there shall be three persons, at least two of which will be Individual Members, appointed by the Council to the Disciplinary Tribunal. The Council shall also appoint a member of the Disciplinary Tribunal as chair;
- (b) the Council may call for nominations to the Disciplinary Tribunal;
- (c) a Director shall not be a member of the Disciplinary Tribunal;
- (d) three members of the Disciplinary Tribunal shall constitute a quorum;
- (e) a vacancy on the Disciplinary Tribunal shall be filled by the Council.

13.2 Notice of Alleged Breach

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

- (a) breached, failed, refused or neglected to comply with a provision of this Constitution or the By-Laws; or
- (b) acted in a manner unbecoming of a Member or prejudicial to the purposes and interests of the Association and/or the Sport; or

(c) brought the Association or the Sport into disrepute, the Council shall notify the chair of the Disciplinary Tribunal.

Such grounds do not constitute a grievance and **Rule 14** does not apply. The Council 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 and penalties of the Association set out in this Rule.

13.3 Notice of Disciplinary Tribunal Hearing

The chair of the Disciplinary Tribunal shall, as soon as practicable upon receipt of notice in accordance with **Rule 13.2**, 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 Disciplinary Tribunal at a hearing to be held not earlier than fourteen and not later than twenty eight days after service of the notice;
- (c) stating the date, place and time of that hearing;
- (d) informing the Member that it may do one or more of the following: -
 - (i) attend that hearing;
 - (ii) give the Disciplinary Tribunal, before the date of that hearing a written statement regarding the alleged breach.

13.4 Disciplinary Tribunal Procedure

- (a) At a hearing of the Disciplinary Tribunal held in accordance with **Rule 13.3**, the Disciplinary Tribunal shall:
 - (i) give to the Member every opportunity to be heard;
 - (ii) give due consideration to any written statement submitted by the Member; and
 - (iii) by resolution determine whether the alleged breach occurred.
- (b) The Association and the Member shall not be entitled to legal representation at the hearing of the Disciplinary Tribunal. A party may be represented by an advocate who is not a barrister or solicitor at the hearing. A party may also have a support person in attendance with them at the hearing.
- (c) The Disciplinary 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.
- (d) If the Disciplinary Tribunal considers that the alleged breach occurred, it may impose any one or more of the penalties set out in **Rule 13.5**.
- (e) If the Disciplinary Tribunal considers that the alleged breach did not occur, the matter shall be dismissed.
- (f) Each party shall be responsible for their own costs associated with the Disciplinary Tribunal hearing. The Disciplinary Tribunal has no power to award costs to a party.

13.5 Penalties

If the Disciplinary Tribunal considers that the alleged breach occurred, the Disciplinary Tribunal may impose any one or more of the following penalties:

- (a) impose a warning;
- (b) fine the Member;
- (c) reprimand the Member;
- (d) suspend the Member from membership of the Association for a specified period;
- (e) expel the Member from the Association;

- (f) any other such penalty as the Disciplinary Tribunal considers appropriate.

13.6 No Appeal from Decision of Disciplinary Tribunal

A disciplinary matter must be solely and exclusively resolved by the Disciplinary Tribunal and the decision of the Disciplinary Tribunal is final and binding upon the Association and the Member. The Association and the Member have no right of appeal.

14. 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 fourteen 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 ten 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 Committee; 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; and
 - (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.

PART III- GENERAL MEETINGS

15. DELEGATES

15.1 Appointment of Delegate

Each Regional Association shall elect one Delegate, for such term as is deemed appropriate by the Regional Association. A Delegate must:

- (a) be an Individual Member;
- (b) be appropriately empowered by the appointing Regional Association to consider, make decisions and vote at General Meetings on behalf of the Regional Association;
- (c) not be a Committee Member, but may be a Regional Director.

12.2 Regional Association to Advise

Each Regional Association shall, at least forty-eight hours prior to any General Meeting, advise the Secretary of its appointed Delegate. In extenuating circumstances and with the consent of the Committee, a Regional Association may change its appointed Delegate with shorter notice prior to any General Meeting.

16. ANNUAL GENERAL MEETINGS**16.1 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 Council.

16.2 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 Council, reports upon the transactions of the Association during the last preceding year;
- (c) elect the Committee Members of the Association;
- (d) elect Life Members;
- (e) receive and consider the statement submitted by the Council in accordance with section 30(3) of the Act.

16.3 Special Business

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

16.4 Additional Meetings

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

16.5 Entitlement to Vote

The only persons entitled to vote at Annual General Meetings of the Association shall be the Voting Members.

16.6 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.

17. SPECIAL GENERAL MEETINGS**17.1 Special General Meetings May be Held**

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

17.2 Request for Special General Meetings

- (a) The Council shall on a request in writing of not less than twenty five per cent (25%) of Voting Members or six Voting Members, whichever is the greater, 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 Voting 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 Voting Members making the requisition.

- (c) If the Council does not cause a Special General Meeting to be held within sixty 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 ninety 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 Council. All reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

18. NOTICE OF MEETINGS

18.1 Notice to be Given for General Meetings

The Secretary shall, at least twenty-eight days before the date fixed for holding a General Meeting, send to each Voting Member at their address appearing in the register of Members, a notice in writing stating the place, date and time and the nature of the proposed business to be transacted at the meeting.

18.2 Business of 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 thirty five 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 months. The chair shall determine whether a motion is a motion having a similar effect.

19. PROCEEDINGS AT MEETINGS

19.1 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.

19.2 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) Twenty five per cent (25%) of the Voting Members or six Voting Members, whichever is the greater, 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 four Voting Members) shall be a quorum.

19.3 Resolutions not in Meeting

- (a) A resolution in writing signed or assented to by facsimile or other form of electronic communication by all Voting Members, shall be as valid and effectual as if it had been passed at a General Meeting duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Voting Members.
- (b) Without limiting the power to hold General Meetings in accordance with this Constitution, a General Meeting may be held where one or more of the Voting 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 persons entitled to notice in accordance with this Constitution and such notice specifies that the 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 Members which constitutes a quorum, and none of such Members are present at the place where the meeting is deemed by virtue of condition (iv) to be held, then the meeting shall be suspended until condition (i) is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption the meeting shall be deemed to have terminated; and
 - (iv) any meeting held where one or more of the Members is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Member is there present and if no Member is there present the meeting shall be deemed to be held at the place where the chair of the meeting is located.

20. CHAIR AT MEETINGS

20.1 President to Chair

The President shall chair each General Meeting of the Association.

20.2 Where President Absent

If the President is absent from a General Meeting or is unwilling to act, the Vice President shall chair the General Meeting. If the President and Vice President are absent or unwilling to act, the Directors present shall appoint one of their number to preside as chair at the meeting.

21. ADJOURNMENT OF MEETINGS

21.1 Chair May Adjourn Meeting

The chair 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.

21.2 Further Notice

- (a) Where a meeting is adjourned for fourteen 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 21.2(a)**, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

22. VOTING AT GENERAL MEETINGS

22.1 Voting Rights

In all General Meetings, only the Regional Associations shall have the right to vote. Each Regional Association shall be entitled to one vote each.

22.2 Voting Procedure

- (a) All votes shall be given in person by attendance at a General Meeting. No proxies are allowed.
- (b) A question arising at a General Meeting shall be determined on a show of hands.
- (c) In the case of an equality of votes on a question, the chair of the meeting may exercise a casting vote.
- (d) A Voting Member is not entitled to vote at any General Meeting unless all monies due and payable to the Association have been paid.

22.3 Recording of Determinations

If before, or on, the declaration of the show of hands a Poll is demanded, a declaration by the chair 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.

22.4 Poll at General Meetings

- (a) If at a meeting a Poll on any question is demanded by five Voting Members, it shall be taken at the meeting in such manner as the chair 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 chair 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 chair may direct.

22.5 Postal or Electronic Voting

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

PART IV – COUNCIL AND COMMITTEE

23. COUNCIL

23.1 Powers of Council

- (a) The affairs of the Association shall be managed by a Council constituted under **Rule 23.2**.
- (b) Subject to this Constitution and the Act, the Council is the governing body of the Association and:
 - (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 Council to be essential for the proper management of the business and affairs of the Association.

23.2 Composition of Council

The Council shall consist of:

- (a) the Regional Directors; and
- (b) the Committee Members.

23.3 Regional Directors

- (a) Each Regional Association shall appoint one Regional Director.
- (b) A Regional Director shall be appointed for a term of two years, which shall commence from the conclusion of the Annual General Meeting. The Regional Directors shall be appointed in alternate years with half the Regional Directors being appointed in odd years and half of the Regional Directors appointed in even years. The Council shall determine which Regional Associations shall appoint the Regional Directors in odd years and which Regional Associations shall appoint the Regional Directors in even years.
- (c) Each Regional Association shall advise the Secretary of its appointed Regional Director within twenty one days prior to each Annual General Meeting.
- (d) A Regional Director must be an Individual Member.
- (e) A Regional Director may be a Delegate.
- (f) In the event of a casual vacancy in the office of any Regional Director, the Regional Association may appoint an Individual Member to the vacant office until the expiration of the Regional Director's term in office.

23.4 Alternate Regional Directors

- (a) Each Regional Association shall appoint one Alternate Regional Director.
- (b) **Rule 23.3**, with any necessary or incidental amendments, shall apply to the Alternate Regional Directors.

24. MANAGEMENT

24.1 Powers of Committee

- (a) Subject to the policy directives of the Council, the Association shall be managed by the Committee who may exercise all powers of the Association which are not, under the Act or this Constitution required to be exercised by the Council or the Association in General Meeting.
- (b) The Committee shall transact all business of the Association between Council meetings and General Meetings. The President shall report to the Council at each Council meeting.

24.2 Composition of Committee

The Committee shall consist of:

- (a) the President;
- (b) the Vice President;
- (c) the Secretary;
- (d) the Treasurer;
- (e) four other elected Committee Members; and
- (f) the Immediate Past President.

A person must not hold more than one position on the Committee.

24.3 Election of Committee Members

- (a) The Secretary shall call for nominations sixty days before the date of the Annual General Meeting.
- (b) Nominations for Committee Members must be:
 - (i) in writing;
 - (ii) on the prescribed form (if any) provided for that purpose;
 - (iii) signed by nominator and seconder who must be office bearers from two Regional Associations; and
 - (iv) certified by the nominee (who must be an Individual Member) expressing his or her willingness to accept the position for which he or she is nominated.
- (c) Nominations must be received by the Secretary at least thirty five days prior to the Annual General Meeting.
- (d) If the number of nominations received for the Committee is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Committee, then those nominated shall only be elected if approved by majority resolution of the Members. If the nominees are not elected or if there are vacancies to be filled, further nominations shall be called for at the Annual General Meeting from the floor.
- (e) If the number of nominations exceeds the number of vacancies to be filled, a secret ballot shall be taken in such usual and proper manner as the chair directs.
- (f) The voting shall be conducted by the first past the post method, the procedure for which will be detailed in By-Laws.

24.4 Term of Appointment

- (a) Committee Members shall be elected in accordance with this Constitution for a term of two years, which shall commence from the conclusion of the Annual General Meeting at which the election occurred until the conclusion of the second Annual General Meeting following.
- (b) The President, Treasurer and two ordinary Committee Members shall be elected in each year of odd number and the Vice President, Secretary and two Committee Members shall be elected in each year of even number.
- (c) The position of the Immediate Past President is for a term of two years only. The Immediate Past President is eligible for renomination to another position on the Committee.
- (d) Should any adjustment to the term of Committee Members elected under this Constitution be necessary to ensure rotational terms in accordance with this Constitution, this shall be determined by the Council. Elections to subsequent Committees shall then proceed in accordance with the procedures in this Constitution with approximately half the Committee retiring each year.

24.5 Maximum Terms for Committee Members

All Committee Members (excluding the Immediate Past President) shall serve a maximum of six consecutive years in any one position on the Committee. A Committee Member who has served a maximum of six consecutive years in any one position on the Committee is not eligible to renominate for that position for a period of twelve months.

24.6 Casual Vacancy

In the event of a casual vacancy in the office of any Committee Member, the Council may appoint a Member to the vacant office until the next Annual General Meeting of the Association. If the term of the Committee Member has not expired, the Members shall fill the vacancy for the remainder of the Committee Members' term.

25. VACANCY ON THE COUNCIL AND COMMITTEE

25.1 Grounds for Termination of a Director

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

- (a) ceases to be an Individual Member of the Association;
- (b) becomes bankrupt or makes arrangement or composition with his or her creditors generally;
- (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; or
- (f) fails to attend three consecutive meetings of the Council or Committee without having previously obtained leave of absence or provided reasonable excuse for such absence.

25.2 Removal of Director

- (a) The Association in a General Meeting may by resolution remove any Director, before the expiration of their term of office and in the event the Director is not a Regional Director, appoint another Individual Member in their place to hold office until the expiration of their term. If the Director removed is a Regional Director, the vacancy shall be filled in accordance with **Rule 23.3(f)**.
- (b) Where the Director to whom a proposed resolution referred to in **Rule 25.2(a)** makes representations in writing to the President or the Secretary and requests that such representations be notified to the Members, the President or the Secretary may send a copy of the representations to each Voting Member 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.

26. QUORUM AND PROCEDURE AT COUNCIL MEETINGS

26.1 Convening a Council Meeting

- (a) The Council shall meet as required, but shall meet on at least six occasions in each year.
- (b) Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced in writing or by their presence) not less than seven days' written notice of the meeting of the Council shall be given to each Director.
- (c) Written notice of each Council meeting, specifying the general nature of the business to be transacted, shall be served on each Director by:
 - (i) delivering it to that Director personally;
 - (ii) sending it in writing, by facsimile or other means of electronic communication;
 in accordance with the Director's last notified contact details.

26.2 Quorum

- (a) The majority of Directors, which shall consist of at least seven Regional Directors and five Committee Members shall constitute a quorum for the transaction of the business of a meeting of the Council.
- (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 Council may act notwithstanding any vacancy.

26.3 Procedures at Meetings

- (a) The President shall chair each Council meeting. If the President is absent from a Council meeting or is unwilling to act, the Vice President shall chair the Council Meeting. If the President and Vice President are absent or unwilling to act, the Directors present shall appoint one of their number to preside as chair at the meeting.
- (b) Questions arising at a meeting of the Council shall be determined on a show of hands or, if demanded by a member of the Council, by a Poll taken in such manner as the chair may determine.
- (c) Each Director present at a meeting of the Council is entitled to one vote and in the event of an equality of votes on any question, the chair may exercise a casting vote.
- (d) The Alternate Regional Directors shall be entitled to attend each Council meeting as an observer. The Alternate Regional Directors shall have no right to debate or vote at Council meetings but may be present during the Council meeting unless the Council resolves to conduct the Council meeting, in whole or in part, in camera. In the event the Regional Director is absent from a Council meeting due to unforeseen circumstances, including but not limited to illness, the Alternate Regional Director may exercise the Regional Directors rights (including the right to participate in debate and vote) in Council meetings.
- (e) A resolution in writing signed or assented to by facsimile or other form of electronic communication by all Directors, shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Directors.
- (f) Without limiting the power of the Council to regulate its meetings as it thinks fit, a meeting of the Directors may be held where one 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 Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Council and such notice specifies that the 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 condition (iv) to be held, then the meeting shall be suspended until condition (i) is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption the meeting shall be deemed to have terminated; and
 - (iv) any meeting held where one 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 chair of the meeting is located.

26.4 Minutes

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

26.5 Directors' Interests

A Director is disqualified from 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 Council. 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, for which express resolution of approval of the Council is not obtained, may be voided for such reason.

26.6 Disclosure of Interests

The nature of the interest of a Director must be declared by the Director at the meeting of the Council 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 Council 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 Council held after the Director becomes so interested.

26.7 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 26.6** 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.

26.8 Recording Disclosures

It is the duty of the Secretary to record in the minutes any declaration made or any general notice given by a Director in accordance with **Rule 26.6** and **26.7**.

26.9 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.

27. DELEGATED POWERS AND DUTIES

27.1 Sub-Committees

- (a) The Council 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 Council 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 By-Laws that may be prescribed by the Council.
- (c) A Director shall be ex-officio member 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 Council in **Rule 26**.
- (e) Within seven 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.

27.2 Committee

For the avoidance of doubt, the Committee established under **Rule 24** is a delegated body of Council which shall operate in accordance with this **Rule 27**. The proceedings for the Committee shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the Council in **Rule 26**.

PART V – FINANCIAL MATTERS**28. SIGNING OF NEGOTIABLE INSTRUMENTS**

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

29. CUSTODY OF BOOKS AND OTHER DOCUMENTS

- (a) Except as otherwise provided in this Constitution, the Secretary shall keep in his or her custody or control all books, documents and securities of the Association.
- (b) A Member may upon reasonable notice to the Secretary, inspect the books, documents and securities of the Association.

30. SOURCES OF FUNDS AND INCOME

- (a) The funds of the Association shall be derived from annual subscriptions, donations and such other sources as the Council determines.
- (b) The income and property of the Association shall be applied solely towards the promotion of the purposes of the Association as set out in **Rule 2**.
- (c) 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.

31. AUDITOR

A properly qualified auditor shall be appointed and the remuneration of such auditor fixed by the Council. The auditor's duties shall be regulated in accordance with the Act.

PART VI – MISCELLANEOUS MATTERS**32. COMMON SEAL**

- (a) The common seal 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 Council and the affixing of the common seal shall be attested by the signatures of two Committee Members.
- (c) A Committee Member may not sign a document to which the common seal of the Association is affixed where the Committee Member is interested in the contract or arrangement to which the document relates.

33. REGISTERED ADDRESS

The registered address of the Association shall be at such place as determined by the Council from time to time.

34. CUSTODY OF BOOKS AND OTHER DOCUMENTS

- (a) Except as otherwise provided in this Constitution, the Secretary shall keep in his or her custody or control all books, documents and securities of the Association.
- (b) A Member may upon reasonable notice to the Secretary, inspect the books, documents and securities of the Association, however the Committee may

refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

(c) Subject to subrule (b), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.

(d) For purposes of this rule—

relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—

(a) its membership records;

(b) its financial statements;

(c) its financial records;

(d) records and documents relating to transactions, dealings, business or property of the Association.

35. 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 **Rule 36** without the consent of the relevant Minister under the Act.

36. DISSOLUTION

(a) The liability of the Members of the Association is limited.

(b) Every Member undertakes to contribute to the assets of the Association in the event of it being wound up while a Member, or within one year after ceasing to be a Member, for payment of the debts and liabilities of the Association and the costs, charges and expenses of winding up, such amount not to exceed one dollar (\$1.00).

(c) 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, 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 income and property among its Members and which is also not carried on for the profit or gain to its Members. Such body or bodies shall be determined by the Members at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter.

37. INDEMNITY

(a) Every Director, auditor, employee or agent of the Association shall be indemnified out of the property and assets of the Association against any liability incurred by him or her in his or her capacity as Director, auditor, employee or agent in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in relation to any such proceedings in which relief is granted to him or her by the Court.

(b) The Association shall indemnify its Directors and employees against all damages and costs (including legal costs) for which any such Director or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:

(i) in the case of a Director, 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 his or her employment by the Association.

38. SERVICE OF NOTICES

- (a) Notices may be given by the Secretary to any Member by sending the notice by post or facsimile transmission or where available, by electronic mail, to the Member's registered address, 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 and posting the notice. Service of the notice is deemed to have been effected two 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.

39. BY-LAWS

- (a) The Council may make By-Laws and alter, amend or rescind the same as occasions may require. Such By-Laws 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 By-Laws shall be available for inspection at the Associations' premises.
 - (b) Amendments, alterations, interpretation or other changes to By-Laws shall be advised to Members by means of notice approved by the Council. Notices shall be binding upon all Members.
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