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Constitution

Date: [date]

Ski Racing Victoria

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1. NAME OF THE ASSOCIATION

The name of the association is Ski Racing Victoria (**Association**).

2. DEFINITIONS AND INTERPRETATIONS

2.1 Definitions

In this Constitution unless the context requires otherwise:

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

AGM or **Annual General Meeting** means the annual General Meeting of the Association required to be held by the Association in each calendar year.

Board or Directors means all or some of the Directors of the Association acting as a board.

By-Law means a By-Law made under **clause 22**.

Chair means the person elected under **clause 18.6**.

Club means a club or association admitted as a Member to the Association under **clauses 6.3** and **6.5**.

Committee means a committee established by the Board under **clause 21**.

Constitution means this Constitution as amended from time to time, and a reference to a particular clause is a reference to a clause of this Constitution.

Director means a director of the Association elected under **clause 15** and includes the President, Vice-President and Finance Director..

Financial Year means the year commencing 1 July and ending 30 June in any year.

Finance Director means the finance director of the Association as elected under **clause 15.3**. For the avoidance of doubt, the Finance Director is a Director.

General Meeting means a general meeting of Members.

Individual Member means a person who is:

(a) a registered financial member of a Voting Member; or

(b) a player, coach or official in any Sport competition conducted by or under the auspices of the Association and/or a Voting Member,

who is admitted to the Association under **clauses 6.3** and **6.7**.

Intellectual Property means all rights subsisting in copyright, business names, names, trade marks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks

relating to the Association or any activity of or conducted, promoted or administered by the Association.

Life Member means a Member admitted to the Association under **clause 6.4**.

Member means a member of the Association under **clause 6**.

Official Position means, in connection with any Voting Member, a person who:

(a) is an employee, or holds a position, whether elected or appointed, as president, vice president, chairperson, deputy chairperson, secretary, treasurer, director or equivalent, of that Voting Member or a body corporate or organisation which is owned or controlled by, or has, directly or indirectly, a material ownership or financial interest in that Voting Member; or

(b) has, directly or indirectly, a material ownership or financial interest in that Voting Member.

President means the president of the Association as elected under **clause 15.3**. For the avoidance of doubt, the President is a Director.

Purposes mean the purposes of the Association in **clause 3.1**.

Registration means registration or affiliation of a Member, such registration being in the form of a signed application form and, in the case of Individual Members, their consent to membership of the Association as required by **clause 6.3**. **Registered** has a corresponding meaning.

Secretary means a person appointed as secretary under **clause 20**.

Special General Meeting means a General Meeting other than an Annual General Meeting.

Special Resolution has the same meaning as that given to it in the Act.

Sport means “water ski racing” as recognised by SRA from time to time.

SRA means Ski Racing Australia Association Incorporated.

SRA constitution means the constitution and includes any by-laws made by SRA in force from time to time.

Vice-President means the vice-president of the Association as elected under **clause 15.3**. For the avoidance of doubt, the Vice-President is a Director.

Voting Member means those Members of the Association entitled to vote in General Meeting as set out under **clause 6.2**.

2.2 Interpretation

In this Constitution unless the context requires otherwise:

(a) (**presence of a Member**) a reference to a Member present at a General Meeting means the Member present in person or by proxy, attorney or representative;

(b) (**document**) a reference to a document or instrument includes any amendments made to it from time to time and, unless the contrary intention appears, includes a replacement;

(c) (**gender**) words importing any gender include all other genders;

(d) (**person**) the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;

(e) (**successors**) a reference to an organisation includes a reference to its successors;

(f) (**singular includes plural**) the singular includes the plural and vice versa;

(g) (**instruments**) a reference to a law includes regulations and instruments made under it;

(h) (**amendments to legislation**) a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by a State or Territory or the Commonwealth or otherwise;

(i) (**include**) the words **include**, **includes**, **including** and **for example** are not to be interpreted as words of limitation;

(j) (**signed**) where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Territory or Commonwealth law relating to electronic transmissions or in any other manner approved by the Directors;

(k) (**writing**) writing and written includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise; and

(l) (**headings**) headings are inserted for convenience and do not affect the interpretation of this Constitution.

2.3 The Act

(a) In this Constitution, unless the context requires otherwise, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.

(b) The model rules created under the Act are displaced by this Constitution and accordingly do not apply to the Association.

3. PURPOSES

3.1 Purposes

SRA is the sole national sporting authority entitled to make and enforce regulations for the encouragement and control of the Sport.

SRA is recognised the Association as having control of the Sport in Australia. The Association is recognised as a member of SRA under the SRA constitution.

The Purposes of the Association shall be to:

(a) recognise SRA as the national federation for the Sport in Australia and to act as a member of SRA in accordance with the SRA constitution;

(b) conduct, encourage, promote, advance, control and manage all levels of the Sport in Victoria interdependently with Members and others;

(c) conduct elite State level competitions for both males and females and at junior and senior levels;

(d) adopt, formulate, issue, interpret and amend by-laws, rules and regulations for the control and conduct of the Sport in Victoria in keeping with the terms of this Constitution and the SRA constitution, as amended from time to time;

(e) encourage the provision and development of appropriate facilities for participation in the Sport;

(f) maintain and enhance standards, quality and reputation of the Sport for the collective and mutual benefit and interests of members and the Sport;

(g) use and promote the Intellectual Property;

(h) promote the Sport for commercial, government and public recognition and benefits;

(i) select, prepare and enter Victorian teams in national competitions;

(j) promote, control, manage and conduct Sport events, leagues, competitions and championships;

(k) undertake other actions or activities necessary, incidental or conducive to advance these Purposes;

(l) have regard to the public interest in its operations; and

(m) encourage and promote widespread participation in the sport to enhance opportunities for every participant to reach levels appropriate to their ability and aspiration.

3.2 SRA

Subject to any applicable law, the Association must:

(a) comply with, and do everything within its power to enforce compliance with the SRA constitution; and

(b) represent Victoria's interest in, and co-operate with, SRA in all matters relating to the organisation of national Sport competitions, the Association's own Sport competitions and the Sport in general.

3.3 Powers

Solely for furthering the Purposes, the Association, in addition to any other powers it has under the Act, has the legal capacity and powers of a company limited by guarantee as set out under section 124 of the *Corporations Act 2001* (Cth).

4. INCOME AND PROPERTY OF THE ASSOCIATION

4.1 Sole Purpose

The income and property of the Association will be applied only towards the promotion of the Purposes.

4.2 Payments to Members

No income or property will be paid or transferred directly or indirectly to any Member except for payments to a Member:

(a) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Association; or

(b) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent; or

(c) of reasonable rent for premises let by them to the Association.

5. SRA MEMBERSHIP OBLIGATIONS

5.1 SRA recognition

(a) SRA recognises the Association as the member of SRA for Victoria and responsible for ensuring the efficient administration of the Sport in Victoria in accordance with the Purposes. The Association must be and remain a legal entity.

(b) The Association will:

(i) have Purposes that align with SRA's purposes and do all that is reasonably necessary to enable SRA's purposes to be achieved, having regard to any legislation applicable to the Association;

(ii) effectively promulgate and enforce the SRA constitution;

(iii) at all times act for and on behalf of the interests of SRA, the Association, the Members and the Sport;

(iv) be responsible and accountable to SRA for fulfilling its respective obligations under SRA's strategic plan as revised from time to time;

(v) provide SRA with copies of its audited accounts, annual report and associated documents immediately following its annual general meeting;

(vi) provide SRA with copies of its business plans and budgets from time to time and within 14 days of request by the SRA board;

(vii) be bound by the SRA constitution;

(viii) act in good faith and loyalty to maintain and enhance SRA and the Sport, its standards, quality and reputation for the collective and mutual benefit of the Members and the Sport;

(ix) at all times operate with, and promote, mutual trust and confidence between SRA, the Association and the Members, promoting the economic and sporting success, strength and stability of each other and work cooperatively with each other in the pursuit of the Purposes;

(x) maintain a database of all Clubs and Individual Members Registered with it in accordance with the SRA constitution and provide a copy to SRA upon request from time to time by the SRA board in such means as may be required; and

(xi) not do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of the Sport and its maintenance and development.

5.2 Constitution of the Association

(a) The Association shall take all steps necessary to ensure this Constitution (and any amendments) conforms, to the SRA constitution, subject to any prohibition or inconsistency in any relevant legislation.

(b) This Constitution and any subsequent amendments to this Constitution shall be subject to the approval of SRA.

(c) SRA shall approve, without delay, this Constitution and any subsequent amendments to this Constitution as may be submitted by the Association provided the amendments conform to the SRA constitution.

(d) If the documents do not conform to the SRA constitution, the Association shall, without delay, take all steps necessary to address the inconsistency so that the documents conform to the SRA constitution.

(e) For the avoidance of doubt, if any inconsistency remains between this Constitution and the SRA constitution, the SRA constitution shall prevail to the extent of that inconsistency.

(f) The Association must:

(i) advise SRA as soon as practicable of any serious administrative, operational or financial difficulties the Association is having;

(ii) assist SRA in investigating those issues; and

(iii) cooperate with SRA in addressing those issues in whatever manner, including by allowing SRA to appoint an administrator to conduct and manage the Association's business and affairs, or to allow SRA itself to conduct itself all or part of the business or affairs of the Association and on such conditions as SRA considers appropriate.

(g) The Association acknowledges that SRA may develop and implement By-Laws which may set out:

(i) the membership criteria (of SRA) to be met by the Association; and

(ii) the privileges and benefits of membership of SRA.

5.3 Amendment of the Association Constitution

No addition, alteration or amendment shall be made to this Constitution unless the same has been approved by Special Resolution.

6. MEMBERSHIP

6.1 Minimum number of Members

The Association must have at least 5 Members.

6.2 Categories of Members

Members of the Association shall fall into one of the following categories:

(a) Life Members, who subject to this Constitution, shall have the right to attend and debate but not vote at General Meetings;

(b) Clubs, which subject to this Constitution, shall be represented by their representatives who shall have the right to attend, debate and vote at General Meetings for and on behalf of the Clubs;

(c) Individual Members, who subject to this Constitution shall have the right to attend but not debate or vote at General Meetings; and

(d) such new or other categories of Members as may be established by the Directors. Any new category of Member established by the Directors must

not be granted voting rights without the approval of the Association in General Meeting.

6.3 Admission to membership

Subject to **clause 6.7**, a person will become a Member, and the Directors will ensure that the Association records their name in the register of Members kept by the Association, only upon meeting the criteria applicable to the relevant category of membership set out in this Constitution and/or the By-Laws and provided the person has signed an application in which they undertake to:

(a) be bound by this Constitution and the By-Laws of the Association (including By-Laws specific to the relevant category of membership) and the SRA constitution;

(b) pay the fees and subscriptions determined to apply to the relevant membership category under **clause 9**; and

(c) support the Association in the encouragement and promotion of the Purposes.

6.4 Life Members

(a) Life Membership is the highest honour which can be bestowed by the Association for longstanding and valued service to the Sport in Victoria.

(b) Any Member may forward a proposal for nomination for Life Membership to the Directors for their consideration.

(c) On the nomination of the Board, any individual may be elected as a Life Member at any AGM by Special Resolution, subject to **clause 6.3**.

(d) Nominations for Life Membership shall include a written report outlining the history of services of any nominee, together with comments on the suitability of the honour.

(e) The By-Laws will set out:

(i) current Life Members;

(ii) the criteria to be met by Life Members; and

(iii) the privileges and benefits of Life Membership.

(f) Subject to **clause 6.3**, at the time of adoption of this Constitution, the Life Members of the Association shall be those persons currently recognised by the Association as Life Members.

6.5 Clubs

(a) Subject to **clause 6.3** and **6.5(b)**, at the time of adoption of this Constitution, the Clubs of the Association shall be those incorporated entities recognised by the Association as Clubs.

(b) Where an applicant for Club membership is not incorporated but otherwise meets the criteria for that membership the Directors may recognise that entity as a Club. Where the Directors do recognise an entity as a Club under this clause that entity must incorporate within 12 months of recognition otherwise its membership lapses.

(c) Clubs will:

(i) have purposes that align with the Association's Purposes and do all that is reasonably necessary to enable the Association's purposes to be achieved;

(ii) effectively promulgate and enforce this Constitution and the SRA constitution;

(iii) at all times act for and on behalf of the interests of the Association, the Members and the Sport;

(iv) be responsible and accountable to the Association for fulfilling its respective obligations under the Association's strategic plan as revised from time to time;

(v) provide the Association with copies of its audited accounts, annual report and associated documents immediately following its annual general meeting;

(vi) provide the Association with copies of its business plans and budgets from time to time and within 14 days of request by the Board;

(vii) be bound by this Constitution and the SRA constitution;

(viii) act in good faith and loyalty to maintain and enhance the Association and the Sport, its standards, quality and reputation for the collective and mutual benefit of the Members and the Sport;

(ix) at all times operate with, and promote, mutual trust and confidence between the Association and the Members, promoting the economic and sporting success, strength and stability of each other and work cooperatively with each other in the pursuit of the Purposes;

(x) maintain a database of all Individual Members Registered with it in accordance with this Constitution and provide a copy to the Association upon request from time to time by the Board in such means as may be required; and

(xi) not do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of the Sport and its maintenance and development.

(d) Each Club must:

(i) advise the Association as soon as practicable of any serious administrative, operational or financial difficulties the Club is having;

(ii) assist the Association in investigating those issues; and

(iii) cooperate with the Association in addressing those issues in whatever manner, including by allowing the Association to appoint an administrator to conduct and manage the Club's business and affairs, or to allow the Association itself to conduct itself all or part of the business or affairs of the Club and on such conditions as the Association considers appropriate. The Association is not obliged to act under this clause.

6.6 Club Constitution

(a) Each Club shall take all steps necessary to ensure its constitution (and any amendments) conforms, to this Constitution.

(b) Any subsequent amendments to a Club's constitution shall be subject to the approval of the Association.

(c) The Association shall approve, without delay, any subsequent amendments to a Club's constitution as may be submitted by a Club provided the amendments conform to this Constitution.

(d) If the documents do not conform to this Constitution, the Club shall, without delay, take all steps necessary to address the inconsistency so that the documents conform to this Constitution.

(e) For the avoidance of doubt, if any inconsistency remains between the Club Constitution and this Constitution, this Constitution shall prevail to the extent of that inconsistency.

(f) Each Club acknowledges that the Association may develop and implement By-Laws which may set out:

(i) the membership criteria (of the Association) to be met by the Club; and

(ii) the privileges and benefits of Club membership.

6.7 Individual Members

(a) No individual shall be Registered with the Association as an Individual Member except in accordance with this **clause 6.7**.

(b) Subject to **clause 6.7(a)** an individual that is recognised, affiliated, accredited or Registered by or with SRA who is a member of a Club will, upon Registration with SRA, become an Individual Member of the Association and is subject to the provisions of this Constitution.

(c) To remain a Member, all Individual Members must:

(i) renew their membership, affiliation, accreditation or Registration with SRA in accordance with the procedures applicable from time to time;

(ii) otherwise remain a member, affiliated, accredited or Registered with SRA in accordance with the procedures applicable from time to time; and

(iii) pay such fees as may be prescribed by SRA in respect of their membership, affiliation, accreditation or Registration, from time to time.

(d) In addition to the effect of membership set out in **clause 6.3**, an Individual Member is bound by, and must comply with, this Constitution, the By-Laws and the SRA constitution.

(e) An Individual Member is entitled to any benefits of membership prescribed to apply to Individual Members in the By-Laws. .

6.8 General

(a) The Association must keep and maintain a register of all Members in which shall be entered such information as is required under the Act from time to time. Having regard to confidentiality considerations, an extract of the register, excluding the address of any Life Member, Individual Member or Director shall be available for inspection (but not copying) by Members, upon reasonable request.

(b) No Member whose membership ceases has any claim against the Association or the Directors for damages or otherwise arising from cessation or termination of membership.

(c) A right, privilege or obligation of a Member by reason of their membership of the Association is not capable of being transferred or transmitted to another Member. No Member shall, or purport to, assign the rights comprising or associated with membership to any other person and any attempt to do so shall be void.

(d) Members must treat all staff, contractors and representatives of the Association and all other Members with respect and courtesy at all times.

(e) Members must not act in a manner unbecoming of a Member or prejudicial to the Purposes and/or interests of the Association or the Sport.

6.9 Limited Liability

Members have no liability except as set out in **clause 27**.

6.10 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 and any determination, resolution or policy which may be made or passed by the Board or any duly authorised committee;

(iii) by submitting to this Constitution and the By-Laws they are subject to the jurisdiction of the Association;

(iv) this Constitution is made in pursuit of a common purpose, namely the mutual and collective benefit of the Association, the Members and the Sport;

(v) this Constitution and By-Laws are necessary and reasonable for promoting the Purposes and particularly the advancement and protection of the Sport; and

(vi) they are entitled to all benefits, advantages, privileges and services of Association membership.

(b) Subject to **clause 10.2(a)**, a Voting Member of the Association has the right:

(i) to receive notice of General Meetings and of proposed Special Resolutions in the manner and time prescribed by this Constitution;

(ii) to submit items of business for consideration at a General Meeting;

(iii) to attend and be heard at General Meetings;

(iv) to vote at a General Meeting;

(v) to have access to the minutes of the General Meetings and other documents of the Association as provided under **clause 23**; and

(vi) subject to **clause 6.8**, to inspect the register of members.

7. CESSATION OF MEMBERSHIP

7.1 Cessation

A person ceases to be a Member on:

(a) resignation;

(b) death;

(c) the termination of their Membership according to this Constitution or the By-Laws;

(d) if a body corporate, being dissolved or otherwise ceasing to exist; or

(e) that Member no longer meeting the requirements for Membership according to this Constitution and/or the By-Laws.

7.2 Resignation

For the purposes of **clause 7.1(a)**, a Member may resign as a member of the Association by giving 30 days written notice to the Board. Where a Voting Member seeks to resign as a Member of the Association the written notice must be accompanied by a copy of the special resolution passed by the Voting Member's members resolving that the Voting Member resign from the Association.

7.3 Forfeiture of Rights

A Member who or which ceases to be a Member shall forfeit all right in and claim upon the Association or the Directors for damages or otherwise, or claim upon its property including the Intellectual Property.

8. DISCIPLINE OF MEMBERS

8.1 Establishing a Disciplinary Committee

Where the Board is advised of an allegation (not being vexatious, trifling or frivolous) or considers that a Member has allegedly:

(a) breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws or any resolution or determination of the Board or any duly authorised committee; or

(b) acted in a manner unbecoming of a Member or prejudicial to the Purposes and the interests of the Association and/or the Sport, or another Member; or

(c) brought themselves, another Member, the Association or the Sport into disrepute,

the Board may by resolution and in accordance with **clause 21**, establish a disciplinary committee to convene to hear a matter against any Member and to determine what action, if any, to take against that Member (**Disciplinary Hearing**), and that Member, will be subject to, and submits unreservedly to the jurisdiction, disciplinary procedures and penalties and the appeal mechanisms (if any) in this Constitution.

8.2 Provisional Suspension

(a) Upon establishing a disciplinary committee in accordance with **clause 8.1** the Board may by resolution provisionally suspend the Member subject to the Disciplinary Hearing until such time as the disciplinary committee makes a finding.

(b) The disciplinary committee may lift a provisional suspension prior to making a finding at the Disciplinary Hearing.

8.3 Disciplinary Committee Members

The members of the disciplinary committee:

(a) may be Members or anyone else; but

(b) must not be biased against, or in favour of, the Member concerned.

8.4 Notice of Alleged Breach

(a) Where a disciplinary committee is established the Association shall serve on the Member not earlier than 28 days and not later than 14 days before the Disciplinary Hearing is to be held, a notice in writing:

(i) setting out the alleged breach of the Member and the grounds on which it is based;

(ii) stating that the Member may address the disciplinary committee at the Disciplinary Hearing;

(iii) stating the date, place and time of that Disciplinary Hearing;

(iv) informing the Member that he, she or it may do one or more of the following:

(A) attend that Disciplinary Hearing; and

(B) give the disciplinary committee prior to or at that meeting a written statement regarding the alleged breach.

8.5 Determination of Disciplinary Committee

(a) The disciplinary committee shall ensure that the Disciplinary Hearing accords with the principles of natural justice by ensuring that:

(i) the Member has the opportunity to be heard and to call witnesses; and

(ii) due consideration is given to any written statement submitted by the Member or a witness,

before determining whether the alleged breach occurred.

(b) If the disciplinary committee determines there was a breach under **clause 8.1**, it will determine what penalty (if any) shall be given to the Member, and give notice of this to the Board.

(c) The penalties able to be given to the Member by the disciplinary committee include:

(i) expel a Member from the Association; or

(ii) suspend a Member from membership of the Association or accessing certain privileges of membership for a specified period; or

(iii) fine a Member; or

(iv) impose such other penalty, action or educative process as the disciplinary committee sees fit, including those provided in the SRA rulebook, published by SRA.

8.6 Appeal

(a) Subject to **clause 8.6(b)**, an appeal tribunal may be appointed by the Board to hear and adjudicate on any appeal lodged by a Member against the decision of the disciplinary committee.

(b) An appeal may only be lodged by a party directly affected by a decision and where such an appeal is based on the ground that new information or evidence can be presented that was not available at the time of the original decision being appealed against.

8.7 Appeal Tribunal

(a) The Board will appoint an appeal tribunal to determine an appeal lodged in accordance with the provisions of **clause 8.6**. The composition of an appeal tribunal shall be:

(i) an individual with legal training or experience in dispute resolution; or

(ii) a panel of 2 or 3 persons deemed suitable by the Board including a chairperson with legal training or experience in dispute resolution.

(b) No member of the appeal tribunal pursuant to **clauses 8.7(a)(i)** and **8.7(a)(ii)** may have been a party to or directly interested in the decision under appeal or the original matter brought for determination.

8.8 Appeals Process

(a) A request for an appeal against a decision of the disciplinary committee must be forwarded to the Board in writing within 14 days of the relevant party being given notice of the disciplinary committee decision.

(b) The lodgement of appeal must be accompanied by payment of an appeal fee as determined by the Board. The fee shall be fully refundable if the appeal is successful.

(c) The Board shall determine whether the appeal falls within the grounds for appeal pursuant to **clause 8.6(b)**. If satisfied, an appeal tribunal will be appointed within 7 days of formal lodgement of the appeal.

(d) The appeal tribunal will schedule a date and venue for a hearing as soon as possible and no later than 21 days after formal lodgement of the appeal.

(e) If, as the circumstances may be, all parties are unable to be present at an appeal hearing, they may participate by teleconference or other medium as determined appropriate at the discretion of the appeal tribunal.

(f) The parties will be advised of the grounds for appeal and invited to lodge written submissions which must be received by the Board no later than 2 business days prior to the scheduled appeal hearing. The Board will ensure that all written submissions are distributed to all parties and the appeal tribunal in a timely manner prior to the hearing.

(g) The appeal tribunal will consider the appeal in accordance with the principles of natural justice as broadly outlined in **clause 8.5**.

(h) The appeal tribunal may adjourn a hearing to obtain further information or evidence.

(i) At the conclusion of the hearing the appeal tribunal shall:

(i) uphold the appeal and rescind the original decision; or

(ii) dismiss the appeal; or

(iii) dismiss the appeal and review the penalty within the provisions of **clause 8.5(c)**.

(j) The decision of the appeal tribunal shall be final.

(k) The appeal tribunal must forward to the Board a written report outlining their determination of the matter.

9. GRIEVANCE PROCEDURE

(a) The grievance procedure set out in this clause applies to disputes under this Constitution between a Member and:

(i) another Member; or

(ii) the Association.

(b) The parties to the dispute must meet (which may, if agreed by the parties, take place by using any technology that allows the parties to clearly and simultaneously communicate with each other) and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all 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 may, within 10 days, refer the dispute to the Dispute Settlement Centre of Victoria (Department of Justice) (or such other similar body in circumstances

where the Dispute Settlement Centre of Victoria is no longer in existence) for resolution.

(d) Where a Member has initiated a grievance under this **clause 9**, the Association must not take disciplinary action under **clause 8** against the Member initiating the grievance in relation to the matter which is subject of the grievance until the grievance procedure has been completed.

(e) The Board may prescribe additional grievance procedures in By-Laws consistent with this **clause 9**.

10. FEES AND SUBSCRIPTIONS

10.1 Fees payable by Members

(a) Subject to **clause 10.1(c)**, 10.1(c)the Directors must determine from time to time:

(i) the amount (if any) payable by an applicant for membership;

(ii) the amount of the annual membership fee payable by each Member, or any category of Members;

(iii) any other amount to be paid by each Member, or any category of Members, whether of a recurrent or any other nature; and

(iv) the payment method and due date for payment.

(b) Subject to **clause 10.1(c)**, each Member must pay to the Association the amounts determined under this **clause 10** in accordance with **clause 10.1(a)(iv)**.

(c) SRA determines the fees payable by Individual Members and those fees are to be paid directly to SRA.

10.2 Non-Payment of Fees

(a) Subject to **clause 10.2(b)** but notwithstanding any other clause of this Constitution, the right of a Member to attend and vote at a General Meeting may, at the discretion of the Directors, be suspended while the payment of any subscription or other amount determined under **clause 10.1(a)(i)**, **clause 10.1(a)(ii)** or **clause 10.1(a)(iii)** is in arrears.

(b) Where a Member is in arrears for any amount:

(i) the SRA Board may enter an arrangement with the Member for the payment of the outstanding amount to SRA; and

(ii) any arrangement must be disclosed to the other Members, but does not require their approval.

11. GENERAL MEETINGS

11.1 Annual General Meeting

AGMs of the Association are to be held:

(a) according to the Act; and

(b) otherwise as determined by the Directors (including date and venue).

11.2 Power to convene General Meeting

(a) The Directors may convene a General Meeting when they think fit and must do so if required by the Act.

(b) The Directors must on the requisition in writing of at least 10% of the Voting Members convene a General Meeting.

11.3 Notice of General Meeting

(a) Notice of a General Meeting of Members must be given:

(i) to all Members entitled to attend the General Meeting, the Directors, and the auditor of the Association; and

(ii) in accordance with **clause 25** and the Act.

(b) At least 45 days prior to the proposed date of the AGM, the Board will request from Voting Members notices of motions, which must be received no less than 28 days prior to the AGM.

(c) At least 21 days' notice of the time and place of a General Meeting must be given, together with:

(i) all information required to be included in accordance with the Act;

(ii) in the case of a proposed Special Resolution, the intention to propose the Special Resolution and the terms of the proposed Special Resolution;

(iii) where applicable, any notice of motion received from any Voting Member or Director; and

(iv) where applicable, a list of all nominations received for positions to be elected at the relevant General Meeting.

11.4 Election of SRA Director

Each year, at the AGM, the Association must elect a representative from the Association to fulfil the role of State Director of SRA, in accordance with the SRA Constitution.

11.5 No other business

No business other than that stated in the notice of meeting may be transacted at a General Meeting.

11.6 Cancellation or postponement of General Meeting

Where a General Meeting (including an AGM) is convened by the Directors they may, if they think fit, cancel the meeting or postpone the meeting to a date and time they determine. However, this clause does not apply to a General Meeting convened by:

(a) Voting Members according to the Act;

(b) the Directors at the request of Members; or

(c) a Court.

11.7 Written notice of cancellation or postponement of General Meeting

Notice of the cancellation or postponement of a General Meeting must state the reasons for doing so and be given to:

(a) each Member entitled to attend the General Meeting; and

(b) each other person entitled to notice of a General Meeting under this Constitution or the Act,

at least 7 days prior to the date of the General Meeting.

11.8 Contents of notice postponing General Meeting

A notice postponing a General Meeting must specify:

(a) the new date and time for the meeting;

(b) the place where the meeting is to be held, which may be either the same as or different from the place specified in the notice originally convening the meeting; and

(c) if the meeting is to be held in 2 or more places, the technology that will be used to hold the meeting in that manner.

11.9 Number of clear days for postponement of General Meeting

The number of clear days from the giving of a notice postponing a General Meeting to the date specified in that notice for the postponed meeting must not be less than the number of clear days' notice of that General Meeting required to be given by **clause 11.7**.

11.10 Business at postponed General Meeting

The only business that may be transacted at a postponed General Meeting is the business specified in the notice originally convening the meeting.

11.11 Non-receipt of notice

The non-receipt of a notice convening, cancelling or postponing a General Meeting by, or the accidental omission to give a notice of that kind to, a person entitled to receive it, does not invalidate any resolution passed at the General Meeting or at a postponed meeting or the cancellation or postponement of the meeting.

11.12 Right to appoint representative

(a) Each Voting Member is entitled to appoint an individual as its representative to attend and vote on behalf of that Voting Member at General Meetings and to exercise the powers of the Voting Member in relation to resolutions to be passed without meetings. The individual appointed by the Voting Member to be its representative at General Meetings must be an Individual Member of the appointing Voting Member. A Director cannot also be appointed as a Voting Member's representative.

(b) A Voting Member may appoint more than 1 representative but only 1 representative may exercise the Voting Member's powers at any General Meeting.

(c) Voting Members must notify the Board of their appointed, authorised representatives no later than 48 hours prior to the General Meeting.

11.13 Proxy voting

(a) Proxy voting shall be permitted at all General Meetings provided a proxy form in the form approved by the Board from time to time, has been duly completed and executed and is lodged with the Association at least seventy-two (72) hours before the commencement of the meeting.

(b) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. For the proxy to be valid a Member must instruct the proxy to vote either in favour of or against any proposed resolutions which must be set out in the proxy form.

11.14 Postal voting

Postal voting or voting by electronic communication at General Meetings of the Association may be permitted from time to time in such instances as the Directors may determine and shall be held in accordance with procedures prescribed by the Directors.

12. PROCEEDINGS AT GENERAL MEETING

12.1 Number for a quorum

The number of Voting Members who must be present and eligible to vote for a quorum to exist at a General Meeting is10 Voting Members.

12.2 Requirement for a quorum

An item of business may not be transacted at a General Meeting unless a quorum is present and remains throughout the General meeting.

12.3 Quorum and time – Special General Meetings

If within 30 minutes after the time appointed for a Special General Meeting, or at any other time during the meeting, a quorum is not present, the meeting:

(a) if convened by, or on requisition of, Members is dissolved; and

(b) in any other case stands adjourned to such other day, time and place as the Chair determines.

12.4 Quorum and time – AGMs

(a) If within 30 minutes after the time appointed for an AGM, or at any other time during the meeting, a quorum is not present, the AGM stands adjourned to such other day, time and place as the Chair determines.

(b) Where an AGM has been adjourned under **clause 12.4(a)**, such Voting Members as are represented by their appointed, authorised representative on the adjourned date shall constitute a quorum.

12.5 Chairperson to preside over General Meetings

(a) The Chairperson is entitled to preside as Chair at General Meetings.

(b) If a General Meeting is convened and there is no Chair, or the Chair is not present within 15 minutes after the time appointed for the meeting or is unable or unwilling to act, the following may preside as Chair (in order of entitlement):

(i) a Director (or other person) chosen by a majority of the Directors present;

(ii) the only Director present; or

(iii) an authorised representative of a Voting Member who is entitled to vote and is chosen by a majority of the Voting Members represented by their authorised representatives.

12.6 Conduct of General Meetings

(a) The Chair:

(i) has charge of the general conduct of the meeting and of the procedures to be adopted;

(ii) may require the adoption of any procedure which in his or her opinion is necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes; and

(iii) may, having regard where necessary to the *Corporations Act 2001* (Cth), terminate discussion or debate on any matter whenever he or she considers it necessary or desirable for the proper conduct of the meeting.

(b) A decision by the Chair under this **clause 12.6** is final.

12.7 Adjournment of General Meeting

(a) The Chair may with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting.

(b) The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and place agreed by vote of the members present.

(c) Only unfinished business is to be transacted at a meeting resumed after an adjournment.

12.8 Notice of adjourned meeting

(a) It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for 30 days or more.

(b) In that case, at least the same period of notice as was originally required for the meeting must be given for the adjourned meeting.

12.9 Questions decided by majority

Subject to the requirements of the Act (if any) and except in the case of a Special Resolution, a resolution is carried if a simple majority of the votes cast on the resolution are in favour of it.

12.10 Equality of votes

Where an equal number of votes are cast in favour of and against the resolution, the resolution is not carried. For the avoidance of doubt the Chair does not have a casting vote where voting is equal.

12.11 Declaration of results

(a) At any General Meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is properly demanded and the demand is not withdrawn.

(b) A declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of the meetings of the Association, is conclusive evidence of the fact.

(c) Neither the Chair nor the minutes need state, and it is not necessary to prove, the number or proportion of the votes recorded for or against the resolution.

12.12 Poll

(a) If a poll is properly demanded in accordance with the *Corporations Act 2001* (Cth) or by the Chair of the meeting, it must be taken in the manner and at the date and time directed by the Chair, and the result of the poll is the resolution of the meeting at which the poll was demanded. On a poll each Voting Member will have the number of votes fixed under **clause 13**.

(b) A poll demanded on the election of a chair or on a question of adjournment must be taken immediately.

(c) A demand for a poll may be withdrawn.

(d) A demand for a poll does not prevent the General Meeting continuing for the transaction of any business other than the question on which the poll was demanded.

12.13 Objection to voting qualification

(a) An objection to the right of a person to attend or vote at a General Meeting (including an adjourned meeting):

(i) may not be raised except at that meeting; and

(ii) must be referred to the Chair, whose decision is final.

(b) A vote not disallowed under the objection is valid for all purposes.

12.14 Chair to determine any poll dispute

If there is a dispute about the admission or rejection of a vote, the Chair must decide it and the Chair's decision made in good faith is final.

12.15 Minutes

(a) The Board must ensure that minutes are taken and kept of each General Meeting.

(b) The minutes must record:

(i) the business considered at the meeting;

(ii) any resolution on which a vote is taken and the result of the vote; and

(iii) the names of persons present at all meetings.

(c) In addition, the minutes of each Annual General Meeting must include:

(i) the financial statements submitted to the Members in accordance with the Act;

(ii) the certificate signed by two Directors certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and

(iii) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

(d) The minutes of General Meetings shall be available for inspection and copying by the Members.

13. VOTES OF MEMBERS

(a) At a General Meeting, on a show of hands and on a poll, each Voting Member shall have one vote. A Voting Member's vote will be exercised by its appointed, authorised representative.

(b) No Members other than Voting Members are entitled to vote at General Meetings.

14. DIRECTORS

14.1 Composition of the Board

The Board shall consist of:

(a) one President;

(b) one Vice-President;

(c) one Finance Director; and

(d) 8 ordinary Directors,

all of whom will be elected under **clause 15.3**.

14.2 Portfolios

The Board may allocate portfolios to Directors but not for the same portfolios as listed in **clause 14.1**.

14.3 Qualifications

(a) The Board may determine from time to time job descriptions and qualifications for Directors.

(b) A person who holds an Official Position is not eligible to be elected as a Director. For the avoidance of doubt if a person who holds an Official Position nominates to be considered for election as a Director and is elected as a Director that person cannot take office as a Director until they

have resigned from the Official Position. A copy of such resignation must be received by the Board within 48 hours of the General Meeting at which the person is elected.

(c) A person who has been Board is not eligible to be elected or appointed as a Director for a period of 3 years since they ceased being Board.

14.4 Current Board

The terms of the Directors in office at the date of the adoption of this Constitution shall continue at the General Meeting at which this Constitution is adopted in accordance with **clause 15.4**. Those Directors may be re-elected or re-appointed for a further term, as the case may be, subject always to this Constitution.

14.5 Remuneration of Directors

A Director may not be paid for services as a Director but, with the approval of the Directors and subject to the Act, may be:

(a) paid by the Association for services rendered to it other than as a Director; and

(b) reimbursed by the Association for their reasonable travelling, accommodation and other expenses when:

(i) travelling to or from meetings of the Directors, a Committee or the Association; or

(ii) otherwise engaged on the affairs of the Association.

14.6 Honorarium

The Association may in General Meeting by ordinary resolution determine to pay a Director an ex-gratia payment.

15. ELECTION OF DIRECTORS

15.1 Nomination for Board

Nominations for Directors shall be called for by the Board 45 days prior to the General Meeting at which the election is to be held (usually the AGM).

15.2 Form of Nomination

Nominations must be:

(a) in writing on the prescribed form (if any) and state the position nominated for;

(b) signed by an authorised representative of a Voting Member;

(c) certified by the nominee expressing their willingness to accept the position for which they are nominated; and

(d) delivered to the Association not less than 28 days before the date fixed for the holding of the General Meeting.

15.3 Elections

(a) If the number of nominations received for positions on the Board is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board, then those nominated shall be declared elected.

(b) If there are insufficient nominations received to fill all vacancies on the Board, the positions will be deemed casual vacancies under **clause 16.1**.

(c) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in order drawn by ballot, for each vacancy on the Board.

(d) The voting shall be conducted in such manner and by such method as may be determined by the Board from time to time.

15.4 Term of Appointment

(a) Subject to this Constitution, and in particular **clause 15.4(c)**, Directors shall be elected in accordance with this Constitution for a term of 3 years, which shall commence from the conclusion of the General Meeting at which the election occurred until the conclusion of the third Annual General Meeting following.

(b) Four Directors shall retire after the first year after election. A further Four Directors shall retire after the second year after election and the remaining three Directors shall retire after the third year after election, until the 11 Directors have retired, after which those Directors elected to the vacancies after the first year shall retire and so on. The Directors to retire and the year in which they retire will be determined by the Board. If the Board cannot agree, retirements will be determined by lot.

(c) Notwithstanding any other clause, should any adjustment to the term of Directors elected under this Constitution be necessary to ensure rotational terms in accordance with this Constitution, this shall be determined by the Board. If the Board cannot agree, retirements will be determined by lot. For the avoidance of doubt any part of a term shall be deemed a full term for the purposes of this **clause 15.4**.

(d) Following the adoption of this Constitution, no person who has served as a Director for a period of 3 consecutive full terms (9 years) shall be eligible for re-election as a Director until the third Annual General Meeting following the date of conclusion of their last term as a Director.

16. VACANCIES ON THE BOARD

16.1 Casual Vacancies

(a) Any casual vacancy that occurs in the position of a Director may be filled by the remaining Directors from among appropriately qualified persons.

(b) Any casual vacancy may only be filled for the remainder of the vacating Director's term under this Constitution.

16.2 Grounds for Termination of Director

In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:

(a) dies;

(b) becomes bankrupt or insolvent under administration or makes any arrangement or composition with their creditors generally;

(c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;

(d) resigns their office in writing to the Association;

(e) is absent without the consent of the Board from meetings of the Board held during a period of 3 months;

(f) is an employee of the Association or a Voting Member;

(g) holds an Official Position with a Voting Member;

(h) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his interest;

(i) after reasonable consideration by the Board it determines the Director:

(i) has acted in a manner unbecoming or prejudicial to the Purposes and/or interests of the Association and/or the Sport; or

(ii) has brought himself, the Association or the Sport into disrepute,

provided the Director is first given the opportunity to make written or oral submissions to the Board before a determination is made;

(j) is removed by Special Resolution; or

(k) would otherwise be prohibited from being a director of a corporation under the *Corporations Act 2001* (Cth).

16.3 Board May Act

In the event of a casual vacancy or vacancies in the office of a Director or Directors, the remaining Directors may act but, if the number of remaining

Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum or to convene a General Meeting.

17. POWERS AND DUTIES OF DIRECTORS

17.1 Directors to manage the Association

The Directors are to manage the Association's business and may exercise those of the Association's powers that are not required, by the Act or by this Constitution, to be exercised by the Association in General Meeting.

17.2 Specific powers of Directors

Without limiting **clause 17.1**, the Directors may exercise all the Association's powers to borrow or raise money, to charge any property or business or give any other security for a debt, liability or obligation of the Association or of any other person.

17.3 Time, etc.

Subject to the Act, where this Constitution requires that something be done by a particular time, or within a particular period, or that an event is to occur or a circumstance is to change on or by a particular date, the Directors may in their absolute discretion extend that time, period or date as they think fit.

17.4 Delegation of powers

(a) The Directors may, by resolution or by power of attorney or writing under seal, delegate any of their powers to the Board or any employee of the Association or any other person as they think fit.

(b) Any delegation by the Directors of their powers:

(i) must specify the powers delegated, any restrictions on, and conditions attaching to, the exercise of those powers and the period during which that delegation is to be in force;

(ii) may be either general or limited in any way provided in the terms of the delegation;

(iii) need not be to a specified person but may be to any person holding, occupying or performing the duties of a specified office or position; and

(iv) may include the power to delegate.

(c) If exercising a power depends on a person's opinion, belief or state of mind, then that power may be exercised by the delegate on the delegate's opinion, belief or state of mind about that matter.

(d) Any power exercised by a delegate is as effective as if it had been exercised by the Directors.

17.5 Code of Conduct

The Directors must:

(a) adopt a code of conduct for Directors; and

(b) periodically review the code of conduct in light of the general principles of good corporate governance.

18. PROCEEDINGS AT DIRECTORS MEETINGS

18.1 Directors meetings

(a) Subject to **clause 18.1(b)**, the Directors may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.

(b) The Directors must meet at least 5 times in each calendar year.

18.2 Questions decided by majority

A question arising at a Directors' meeting is to be decided by a majority of votes of the Directors present in person and entitled to vote. Each Director present has one vote on a matter arising for decision by Directors.

18.3 Chair's casting vote

The chair of the meeting will have a casting vote.

18.4 Quorum

Six Directors present in person constitutes a quorum.

18.5 Convening meetings

(a) A Director may convene a Directors' meeting.

(b) Notice of a meeting of Directors must be given individually to each Director (except a Director on leave of absence approved by the Directors). Notice of a meeting of Directors may be given in person, or by post or by telephone, facsimile or other electronic means.

(c) A Director may waive notice of a meeting of Directors by giving notice to that effect to the Association in person or by post or by telephone, facsimile or other electronic means.

(d) A person who attends a meeting of Directors waives any objection that person may have in relation to a failure to give notice of the meeting.

(e) The non-receipt of a notice of a meeting of the Directors or the accidental omission to give notice of a meeting to a person entitled to receive notice does not invalidate anything done (including the passing of a resolution) at that meeting of Directors.

18.6 Election of Chairperson, Vice-Chairperson and Finance Director

(a) The Directors must at the first Board meeting after the AGM annually elect by majority vote one of their number to the following offices:

(i) chairperson;

(ii) vice-chairperson; and

(iii) Finance Director.

(b) The Director elected to the office of chairperson of directors under **clause 18.6(a)** will remain chairperson for 1 year from the date of their election until the first Board meeting after the next AGM and shall chair any Board meeting. A Director elected as chairperson may be re-elected as chairperson in following years so, long as he or she remains a Director.

(c) Despite **clause 18.6(b)**, if:

(i) there is no person elected as Chair; or

(ii) the Chair is not present within 15 minutes after the time appointed for the holding of the meeting; or

(iii) the Chair is unwilling to act,

the Directors present may elect one of their number to be chair of the meeting.

18.7 Circulating resolutions

(a) The Directors may pass a resolution without a Directors' meeting being held if the required majority of the Directors who are entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.

(b) Separate copies of the document may be used for signing by the Directors if the wording of the resolution and statement is identical in each copy.

(c) The resolution is passed when the last Director required to achieve the required majority signs.

18.8 Validity of acts of Directors

Everything done at a Directors' meeting or a Committee meeting, or by a person acting as a Director, is valid even if it is discovered later that there was some defect in the appointment, election or qualification of any of them or that any of them was disqualified or had vacated office.

18.9 Directors' interests

(a) A Director is disqualified by holding any place of profit or position of employment in the Association, any Member or in any company or

incorporated association in which the Association is a shareholder or otherwise interested or from contracting with the Association either as vendor, purchaser or otherwise except with express resolution of approval of the Board. Any such contract or any contract or arrangement entered into by or on behalf of the Association in which any Director is in any way interested will be voided for such reason.

(b) A director shall declare his or her interest in any:

(i) contractual matter;

(ii) selection matter;

(iii) disciplinary matter; or

(iv) financial matter,

in which a conflict of interest arises or may arise, and shall, unless otherwise determined by the Board, absent himself or herself from discussions of such matter and shall not be entitled to vote in respect of such matter. If the Director votes, the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Director to absent himself or herself from discussions and refrain from voting, the issue should be immediately determined by vote of the Board, or if this is not possible, the matter shall be adjourned or deferred.

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

(d) A general notice that a Director is a member of any specified firm or company and is to be regarded as interest in all transactions with that firm or company is sufficient declaration under **clause 18.9(c)** 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.

(e) It is the duty of the Board to record in the minutes any declaration made or any general notice given by a Director in accordance with **clauses 18.9(c)** or **18.9(d)**.

18.10 Minutes

(a) The Directors must cause minutes of meetings to be made and kept according to the Act and the *Corporations Act 2001* (Cth).

(b) The minutes of Directors meetings shall not be available for inspection or copying by the Members.

19. TELECOMMUNICATION MEETINGS OF THE ASSOCIATION

19.1 Telecommunication meeting

(a) A General Meeting or a Directors' Meeting may be held by means of a telecommunication meeting, provided that:

(i) the number of Members or Directors (as applicable) participating is not less than a quorum required for a General Meeting or Directors' Meeting (as applicable); and

(ii) the meeting is convened and held in accordance with the Act.

(b) All provisions of this Constitution relating to a meeting apply to a telecommunication meeting in so far as they are not inconsistent with the provisions of this **clause 19**.

19.2 Conduct of telecommunication meeting

The following provisions apply to a telecommunication meeting of the Association:

(a) all persons participating in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the meeting;

(b) each of the persons taking part in the meeting must be able to hear and be heard by each of the other persons taking part at the commencement of the meeting and each person so taking part is deemed for the purposes of this Constitution to be present at the meeting;

(c) at the commencement of the meeting each person must announce his or her presence to all other persons taking part in the meeting;

(d) a person may not leave a telecommunication meeting by disconnecting his or her telephone, audio-visual or other communication equipment unless that person has previously notified the Chair;

(e) a person may conclusively be presumed to have been present and to have formed part of a quorum at all times during a telecommunication meeting unless that person has previously notified the Chair of leaving the meeting; and

(f) a minute of proceedings of a telecommunication meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the Chair.

20. SECRETARY

(a) There must be a Secretary who is to be appointed by the Directors under the Act.

(b) In addition to the manner in which the office of Secretary becomes vacant under the Act the Directors may suspend or remove the Secretary from that office.

(c) The Secretary holds office on the terms and conditions and with the powers, duties and authorities, determined by the Act and the Directors. Subject to this Constitution the Secretary is not entitled to remuneration for the performance of their duties as Secretary.

(d) For the avoidance of doubt, the Secretary need not be the same person as any staff member of the Association, including the administration officer (if any).

(e) The Secretary may be a Director.

21. COMMITTEES

21.1 Committees

The Directors may by written instrument delegate any of their powers to Committees consisting of such persons they think fit (including Directors, individuals and consultants), and may vary or revoke any delegation.

21.2 Powers delegated to Committees

(a) A Committee must exercise the powers delegated to it according to the terms of the delegation and any directions of the Directors. A Committee is responsible to and reports to the Board.

(b) Powers delegated to and exercised by a Committee are taken to have been exercised by the Directors.

21.3 Committee meetings

Committee meetings are governed by the provisions of this Constitution dealing with Directors' meetings, as far as they are capable of application.

22. BY-LAWS

22.1 Making and amending By-Laws

(a) The Directors may from time to time make By-Laws which in their opinion are necessary or desirable for the control, administration and management of the Association's affairs and the Sport in Victoria and may amend, repeal and replace those By-Laws.

(b) Interpretation of the By-Laws is solely the responsibility of the Directors.

22.2 Effect of By-Laws

A By-Law:

(a) is subject to this Constitution;

(b) must be consistent with this Constitution; and

(c) when in force, is binding on all Members and has the same effect as a provision in this Constitution.

23. KEEPING AND INSPECTION OF RECORDS

23.1 Records

(a) The Board shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of the Association and the Board and shall produce these as appropriate at each Board meeting or General Meeting.

(b) The Directors will cause the Association records to be kept for a period of 7 years from their creation.

23.2 Inspection of Records

(a) Members may on request inspect free of charge:

(i) the minutes of general meetings; and

(ii) subject to **clause 23.2(b)**, the financial records, books, securities and any other relevant document of the Association.

(b) The Board 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) The Board must on request make copies of these rules available to Members and applicants for membership free of charge.

(d) Subject to **clause 23.2(b)**, a Member may make a copy of any of the other records of the Association referred to in this clause and the Association may charge a reasonable fee for provision of a copy of such a record.

(e) For the purposes of this clause:

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:

(i) its financial statements;

(ii) its financial records; and

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

24. ACCOUNTS

24.1 Records Kept in Accordance with Act

Books, documents, securities and proper accounting and other records shall be kept in accordance with the Act, generally accepted accounting principles and/or any applicable code of conduct. All such records and the books of account shall be kept in the care and control of the Association.

24.2 Board to Submit Accounts

The Board shall submit to the Annual General Meeting the accounts of the Association in accordance with the Act and will distribute copies of financial statements as required by the Act.

24.3 Transactions

All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors determine from time to time.

24.4 Auditor

(a) A properly qualified auditor or auditors shall be appointed by the Directors and the remuneration of such auditor or auditors fixed and duties regulated in accordance with the *Corporations Act 2001* (Cth).

(b) Members may remove an auditor from office by resolution made at a General Meeting in accordance with the Act.

25. SERVICE OF DOCUMENTS

25.1 Document includes notice

In this **clause 25**, document includes a notice.

25.2 Methods of service on a Member

The Association may give a document to a Member:

(a) personally;

(b) by sending it by post to the address for the Member in the Register or an alternative address nominated by the Member; or

(c) by sending it to a fax number or electronic address nominated by the Member.

25.3 Methods of service on the Association

A Member may give a document to the Association:

(a) by delivering it to the Association's registered office;

(b) by sending it by post to the Association's registered office; or

(c) by sending it to a fax number or electronic address nominated by the Association.

25.4 Post

A document sent by post:

(a) if sent to an address in Australia, may be sent by ordinary post; and

(b) if sent to an address outside Australia, or sent from an address outside Australia, must be sent by airmail,

and in either case is taken to have been received on the second business day after the date of its posting.

25.5 Electronic transmission

If a document is sent by any form of electronic transmission, delivery of the document is taken to:

(a) be effected by properly addressing and transmitting the electronic transmission; and

(b) have been delivered on the business day following its transmission.

26. INDEMNITY

26.1 Indemnity of officers

Every person who is or has been:

(a) a Director; or

(b) Secretary,

is entitled to be indemnified out of the property of the Association against:

(c) every liability incurred by the person in that capacity (except a liability for legal costs); and

(d) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity, unless:

(i) the Association is forbidden by statute to indemnify the person against the liability or legal costs; or

(ii) an indemnity by the Association of the person against the liability or legal costs would, if given, be made void by statute.

26.2 Insurance

The Association may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or has been a Director or Secretary against liability incurred by the person in that capacity, including a liability for legal costs, unless:

(a) the Association is forbidden by statute to pay or agree to pay the premium; or

(b) the contract would, if the Association paid the premium, be made void by statute.

26.3 Deed

The Association may enter into a deed with any Indemnified Officer or a deed poll to give effect to the rights conferred by **clause 26.1** on the terms the Directors think fit (as long as they are consistent with **clause 26.1**).

27. WINDING UP

27.1 Contributions of Members on winding up

(a) Each Voting Member must contribute to the Association's property if the Association is wound up while they are a Member or within one year after their membership ceases.

(b) The contribution is for:

(i) payment of the Association's debts and liabilities contracted before their membership ceased;

(ii) the costs of winding up; and

(iii) adjustment of the rights of the contributories among themselves,

and the amount is not to exceed $1.00.

(c) No other Member must contribute to the Association's property if the Association is wound up.

27.2 Excess property on winding up

(a) If on the winding up or dissolution of the Association, and after satisfaction of all its debts and liabilities, any property remains, that property must be given or transferred to another body or bodies:

(i) having purposes similar to those of the Association; and

(ii) whose constitution prohibits (or each of whose constitutions prohibit) the distribution of its or their income and property among its or their members to an extent at least as great as is imposed under this Constitution.

(b) That body is, or those bodies are, to be determined by the Voting Members at or before the time of dissolution or, failing that determination, by a judge who has or acquires jurisdiction in the matter.

28. SOURCE OF FUNDS

The funds of the Association may be derived from annual membership subscriptions, fees and levies payable by Members, donations, grants, sponsorships and such other sources as the Directors determine.

29. REGISTERED ADDRESS

The registered address of the Association is:

(a) the address determined from time to time by resolution of the Board; or

(b) if the Board has not determined an address to be the registered address, the postal address of the Secretary.