



CONSTITUTION

Softball Victoria Incorporated
("Association")

An Association Incorporated under the
Associations Incorporation Reform Act 2012

Adopted: 18 July 2015

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ASSOCIATIONS INCORPORATION REFORM ACT 2012 (VICTORIA)

CONSTITUTION

of

SOFTBALL VICTORIA INCORPORATED

1. NAME OF ASSOCIATION

The name of the incorporated Association is Softball Victoria Incorporated ("**Association**").

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this Constitution unless the contrary intention appears:

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

“**Affiliated Association**” means any softball association within Victoria fully affiliated with the Association and includes members of that softball association.

“**Association**” means Softball Victoria Incorporated.

“**Board**” means the body consisting of the Directors.

“**Constitution**” means this Constitution of the Association.

“**Delegate**” means the person(s) appointed from time to time to act for and on behalf of an Affiliated Association to represent that Association at General Meetings.

“**Director**” means a member of the Board and includes any person acting in that capacity from time to time appointed in accordance with this Constitution but does not include the Executive Officer.

“**Executive Officer**” means the Executive Officer of the Association who, under this Constitution, acts as the Association’s Secretary.

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

“**ISF**” means the International Federation for Softball being the International Softball Federation.

“**Individual Member**” means a registered, financial member of an Affiliated Association or a person who is otherwise recognised by the Association as an Individual Member.

“**Intellectual Property**” means all rights subsisting in copyright, business names, names, trademarks (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 in Victoria.

“**Life Member**” means an individual appointed as a Life Member of the Association under **clause 6.2**.

“**Member**” means a member of the Association under **Clause 6**.

“**Objects**” means the objects of the Association in **Clause 3**.

“**Official Position**” means, in connection with any organisation, a person who:

- (a) holds a position, whether elected or appointed, as president, secretary, treasurer, employee, director or equivalent; or
- (b) has, directly or indirectly, a material ownership or financial interest in that organisation.

“**Register**” means the register of the Association referred to in **Clause 6.14**

“**SAL**” means the **Australian Federation for softball being Softball Australia Limited**

“**Secretary**” means a Secretary appointed under **Clause 21**.

“**Softball**” means “softball” in any form as recognised by ISF, SAL or Softball Victoria from time to time and includes Softball for athletes of all abilities.

“**Special Resolution**” means a special resolution defined in the Act.

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 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 Commonwealth law relating to electronic transmissions or in any other manner approved by the Directors; and
- (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.

2.3 Associations Incorporation Reform Act (2012)

- (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) This Constitution is to be read in conjunction with the Model Rules for an incorporated Association.
- (c) Where the Constitution does not address a particular issue, and that issue is addressed in the Model Rules, the Rules/Regulations as set out in the Model Rules will apply.

- (d) Should this Constitution and the Model Rules both address the same issue, the Rules and Regulations set out in the Constitution will supersede the Model rules.

2.4 Headings

Headings are inserted for convenience and do not affect the interpretation of this Constitution.

3. STATEMENT OF PURPOSES

3.1 Objects

The Objects for which the Association is established are to:

- (a) encourage, develop, promote and control softball in Victoria;
- (b) establish and maintain uniform policies, rules and regulations to govern softball in Victoria;
- (c) encourage community health and welfare by ensuring softball is accessible to all;
- (d) recognise the heritage, culture and contribution of our nation's first people, and to give practical support to the issue of indigenous reconciliation through sport
- (e) facilitate co-operation between members of the Association and external organisations, bodies and individuals;
- (e) offer for the conduct, encouragement, promotion and administration of softball activities for the mutual and collective benefit of the members;
- (f) be the SAL member in Victoria and to assist SAL, to promote, manage and control national and international softball activities held in Victoria;
- (g) affiliate with organisations and any other bodies to further the purposes of the Association;
- (h) strive for government, commercial and public recognition of the Association, the members and softball; and
- (i) undertake everything necessary for the advancement of these Objects.

4. POWERS OF ASSOCIATION

Solely for furthering the Objects, the Association, in addition to any other powers it has under the Act, has the legal capacity and powers of an incorporated Association as set out under section 30 of the Act.

5. INCOME AND PAYMENTS

5.1 Application of Income

All the Association's profits (if any), other income and property, however derived, must be applied only to promote its Objects.

5.2 No dividends, bonus or profit to be paid to Members

None of the Association's profits, other income or property may be paid or transferred to the Members, directly or indirectly, by way of dividend, bonus or otherwise, provided that nothing in this Constitution will prevent the payment by way of grant or subsidy to any Member which is itself a non-profit association or corporation solely for the advancement of the objects of such Member and the Objects of the Association.

5.3 Payments in good faith

Clause 5.2 does not prevent the payment in good faith on commercial terms to an officer or Member, or to a legal entity or business of which an officer or Member (or an officer of a Member) is a partner or an officer (or otherwise associated):

- (a) of remuneration for services to the Association;
- (b) for goods supplied to the Association in the ordinary course of business;
- (c) of interest on money borrowed from them by the Association at a rate not exceeding the rate fixed for the purposes of this clause 5.3 by the Association in a General Meeting; or
- (d) of reasonable rent for premises let by them to the Association.

5.4 Accounting Records

In relation to the accounting records:

- (a) the Executive Officer must collect and receive all monies due to the Association and make all payments authorised by the Association; and
- (b) the Directors will cause proper accounting and other records to be kept and will distribute copies of financial statements as required by the Act.

5.5 Signature

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two (2) persons authorised by the Board.

5.6 Auditor

A properly qualified auditor or auditors shall be appointed by the Members at an AGM and the remuneration of such auditor or auditors fixed and duties regulated in accordance with the Act.

5.7 Sources of Funds

The funds of the Association shall be derived from annual fees, donations, grants, course fees and such other sources as the Board determines.

5.8 Common Seal

The Association does not have a common seal.

6. MEMBERS

6.1 Categories of Members

The Association must have at least five (5) Members and Members of the Association shall consist of:

- (a) Affiliated Associations, which subject to this Constitution, shall be represented by a Delegate, and who shall have the right to receive notice of General Meetings and to be present, debate and vote on behalf of the Affiliated Association at General Meetings;
- (b) Life Members, who subject to this Constitution, shall have the right to receive notice of General Meetings and to be present and to debate at General Meetings, but shall have no voting rights;
- (c) The Directors, who subject to this Constitution, shall have the right to receive notice of General Meetings and to be present, debate and vote at General Meetings;
- (d) Individual Members who shall have the right to be present at General meetings but shall have no rights, to debate or to vote at General Meetings;
- (e) Associate Members who shall have the right to be present at General meetings but shall have no rights, to debate or to vote at General Meetings; and
- (f) Such new or other categories of Members as may be established by the Board. Any new category of Member established by the Board cannot

be granted voting rights without the approval of the Association in General Meetings.

6.2 Life Members

- (a) The Board may recommend to the Annual General Meeting that any person who has rendered distinguished service to the Association or Softball, where such service is deemed to have assisted the advancement of Softball in Victoria, be appointed as a Life Member.
- (b) A resolution of the Annual General Meeting to confer life membership (subject to clause 6.2 (c)) on the recommendation of the Board must be a Special Resolution.
- (c) A person must accept or reject the Association's resolution to confer life membership in writing. Upon written acceptance, the person's details shall be entered upon the Register, and from the time of entry on the Register the person shall be a Life Member.

6.3 Register of Members

6.3.1 Association to keep register

The Association shall keep and maintain a register in which shall be entered (as a minimum):

- (a) the full name, address, category of membership and date of entry to membership of each Affiliated Association;
- (b) the full name, residential address and date of entry to membership of each Director and Life Member; and
- (c) where applicable, the date of termination of membership of any Affiliated Association.

Affiliated Associations, Clubs, Directors and Life Members shall provide notice of any change and required details to the Association within one month of such change.

6.3.2 Inspection of register

Having regard to the Act, confidentiality considerations and privacy laws, an extract of the register, excluding the address or other direct contact details of any Life Member or Director, shall be available for inspection (but not copying) by Members, upon reasonable request.

6.3.3 Use of register

Subject to the Act, confidentiality considerations and privacy laws, the register may be used to further the Objects, in such manner as the Board considers appropriate.

6.4 Effect of membership

Members acknowledge and agree that:

- (a) this Constitution constitutes a contract between each of them and the Association and that they are bound by this Constitution and the Softball Australia Limited constitution;
- (b) they shall comply with and observe this Constitution and any determination, resolution or policy which may be made or passed by the Board or other entity with delegated authority;
- (c) by submitting to this Constitution they are subject to the jurisdiction of the Association and Softball Australia Limited;
- (d) the Constitution is necessary and reasonable for promoting the Objects and particularly the advancement and protection of Softball in Victoria; and
- (e) they are entitled to all benefits, advantages, privileges and services of Association membership.

6.4.1 Affiliated Associations

Subject to this Constitution, Affiliated Associations will:

- (a) have objects that align with those of the Association as stated in Clause 3 and do all that is reasonably necessary to enable the Objects to be achieved;
- (b) effectively promulgate and enforce the Constitution of the Association;
- (c) at all times act for and on behalf of the interests of the Association, the Members, and Softball;
- (d) be responsible and accountable to the Association for fulfilling its obligations pursuant to the Association's strategic plan as revised from time to time;
- (e) provide the Association with copies of its accounts, annual report and other such documents as requested by the Association
- (f) act in good faith and loyalty to maintain and enhance the Association and Softball, its standards, quality and reputation for the collective and mutual benefit of the Members and Softball;

- (g) at all times operate with and promote mutual trust and confidence between the Association and the Members and work cooperatively with each in the pursuit of the Objects;
- (h) maintain a database of all associated clubs, and register all members within those associates to the prescribed database, in accordance with instructions issued by the Association
- (i) 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 Association and of Softball and its maintenance and development; and
- (j) advise the Association as soon as practicable of any serious operational, administrative or financial difficulties, assist the Association in investigating those issues and cooperate with the Association in addressing those issues, as mutually agreed.

6.5 Discontinuance of Membership

6.5.1 Notice of Resignation

- (a) A Member having paid all arrears of fees payable to the Association may resign or withdraw from membership of the Association.
- (b) An Affiliated Association may not resign, disaffiliate or otherwise seek to withdraw from the Association without approval by Special Resolution of the Affiliated Association. A copy of the relevant minutes of the Affiliated Association meeting showing that the Special Resolution has been passed by the Affiliated Association must be provided to the Association.
- (c) If an Affiliated Association ceases to be a Member under this Constitution, the Association membership of all Individual Members affiliated or registered with or through the Affiliated Association shall automatically cease.
- (d) Upon the Association receiving notice of resignation of membership given under clauses 6.5.1(a) and (b), an entry in the Register shall be made recording the date on which the Member who or which gave notice ceased to be a Member.

6.5.2 Discontinuance for breach

- (a) Membership of the Association may be discontinued by the Board upon breach of any clause of this Constitution, including but not limited to the failure to pay any monies owed to the Association, failure to comply with any resolutions or determinations made or passed by the Board or any duly authorised committee.
- (b) Membership shall not be discontinued by the Board under clause 6.5.2 (a) without the Board first giving the accused Member the opportunity to explain the breach and/or remedy the breach.

- (c) Where a Member fails, in the Board's view to adequately explain the breach, that Member's membership shall be discontinued under clauses 6.5.2 (a) and (b) by the Association giving written notice of the discontinuance to the Member. The register shall be amended to reflect any discontinuance of membership under this clause 6 as soon as practicable.

6.5.3 Discontinuance for failure to re-affiliate

Membership of the Association may be discontinued by the Board if an Affiliated Association has not re-affiliated with the Association within one month of re-affiliation falling due. The register shall be amended to reflect any discontinuance of membership under this clause 6.5.3 as soon as practicable.

6.6 Member to Re-Apply

A Member whose membership has been discontinued under clauses 6.5.1, 6.5.2 or 6.5.3:

- (a) must seek renewal or re-apply for membership in accordance with this Constitution; and
- (b) may be re-admitted at the discretion of the Board.

6.7 Forfeiture of Rights

A Member who or which ceases to be a Member, for whatever reason, shall forfeit all rights in and claims upon the Association and its property and shall not use any property of the Association including Intellectual Property. Any Association documents, records or other property in the possession, custody or control of that Member shall be returned to the Association immediately. Where an Affiliated Association ceases to be a Member it shall also forfeit all representation rights including at General Meetings.

6.8 Delegate position Lapses

The position of Delegate shall lapse immediately on cessation of membership of an Affiliated Association.

6.9 Membership may be Reinstated

Membership which has been discontinued under this clause 6.5.3 may be reinstated at the discretion of the Board, with such conditions as it deems appropriate.

6.10 Refund of Membership Fees

Membership fees or subscriptions paid by the discontinued Member will not be refunded upon discontinuance.

6.12 Discipline

- (a) Where the Board is advised or considers that a Member has allegedly:
1. breached, failed, refused or neglected to comply with a provision of this Constitution, Softball Australia Limited constitution or any resolution or determination of the Board or any duly authorised committee; or
 2. acted in a manner unbecoming of a Member, or prejudicial to the purposes and interests of the Association, Softball Australia and/or Softball; or
 3. brought the Association, Softball Australia Limited, any other Member or Softball into disrepute;
- (b) The Board may commence or cause to be commenced disciplinary proceedings against that Member, and that Member will be subject to and submits unreservedly to the jurisdiction, procedures, penalties and the appeal mechanisms of the Association set out in the Constitution and or Policies and Procedures.
- (c) The Board may appoint a Judiciary Committee to deal with any disciplinary matter referred to it. Such a judiciary committee shall operate in accordance with the procedures expressed in the Act and as set out by Softball Australia Limited Constitution and in their Policies and Procedures.

6.13 Subscriptions and Fees

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

7. AFFILIATION

7.1 Affiliated Associations

- (a) To be, or remain, eligible for membership, an Affiliated Association must be incorporated or in the process of incorporation. This process must be complete within one year of applying for membership under this Constitution.
- (b) For such time as the Affiliated Association is not incorporated, such Affiliated Association is not deemed to be a member of Softball Victoria and shall not be entitled to any voting or any other rights enjoyed by Affiliated Associations that are incorporated.
- (c) Any dispute or uncertainty as to the application of this Constitution to an unincorporated Affiliated Association shall be resolved by the Board in its sole discretion.

7.2 Application for Affiliation

An application for affiliation must be:

- (a) in writing, on the form prescribed by the Board (if any), from the applicant or its nominated representative and lodged with the Association;
- (b) accompanied by a statement demonstrating support for the Objects of the Association and agreeing to comply with the rules of the Association;
- (c) accompanied by a copy of the applicant's constitution (which must be acceptable to the Association and must substantially conform to this Constitution) and the applicant's register of members;
- (d) accompanied by the appropriate fee;
- (e) accompanied by a list of names and contact details of current office bearers; and
- (f) accompanied by a copy of the minutes of the immediate past general meeting.

7.3 Discretion to Accept or Reject Application

- (a) The Association may accept or reject an application whether the applicant has complied with the requirements in clauses 7.2 or not. The Association shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) Where the Association accepts an application, the applicant shall, become a Member. Membership shall be deemed to commence upon acceptance of the application by the Association. The Executive Officer shall amend the Register accordingly as soon as practicable.
- (c) Where the Association rejects an application the Association shall refund any fees forwarded with the application and the application shall be deemed rejected by the Association.

7.4 Re-Affiliation

- (a) Affiliated Association must re-affiliate annually with the Association in accordance with the procedures set down by the Association from time to time.
- (b) Upon re-affiliation an Affiliated Association must provide details of any change in its Delegate and any other information reasonably required by the Association. An updated copy of its constitution, which shall incorporate any amendments made, shall also be lodged.

- (c) Each Affiliated Association must ensure that its constitution is amended to conform to any amendments made to this Constitution and/or to the Softball Australia Constitution.

7.5 Deemed Membership

- (a) All members who are, prior to the approval of this Constitution under the Act, members of the Association, shall be deemed Members from the time of approval of this Constitution under the Act.
- (b) Affiliated Associations shall provide the Association with such details as are required by the Association under this Constitution within one (1) month of the approval of this Constitution under the Act.
- (c) Any members of the Association prior to approval of this Constitution under the Act, who are not deemed Members under clause 7.5 (a) shall be entitled to carry on such functions analogous to their previous functions as are provided for under this Constitution.

8. GENERAL MEETINGS

8.1 Annual General Meeting

- (a) AGMs of the Association are to be held:
 - (i) in each calendar year;
 - (ii) according to the Act; and
 - (iii) at a date (within the first 5 months of the new Financial Year) and venue determined by the Directors.
- (b) The ordinary business of the AGM shall be to:
 - (i) confirm the minutes of the last AGM and of any Special General Meeting held since that date;
 - (ii) receive the Annual Report of the Board and audited financial statements;
 - (iii) elect Directors as required;
 - (iv) appoint the Association's auditor;
 - (v) consider any special business of which notice has been given in accordance with this Constitution;

- (vi) attend to general business items including such recommendations as may be required for implementation by the Board.

8.2 Power to convene General Meeting

The Directors may convene a General Meeting when they deem necessary and must do so if required by the Act.

8.3 Notice of General Meetings

Notice of a General Meeting of Members.

- (a) For all General Meetings notice must be given:
 - (i) to all Members entitled to attend the General Meeting, the Directors, any Patrons and the auditor of the Association;
 - (ii) in accordance with clause 8 and the Act, and
 - (iii) at least 21 days' notice of the time and place of a General Meeting must be given, together with:
 - (a) all information required to be included in accordance with the Act;
 - (b) in the case of a proposed Special Resolution, the intention to propose the Special Resolution and the terms of the proposed Special Resolution;
 - (c) any notice of motion received from any Member or Director in accordance with the Act; and
 - (d) a list of all nominations received for positions to be elected at the relevant General Meeting.
- (b) In the case of Notice of an Annual General Meeting the following additional notice must be given:
 - (i) the notice convening the AGM must specify that the meeting is an AGM; and
 - (ii) at least 60 days prior to the proposed date of the AGM, the Executive Officer will request from Members notices of motions, which must be received no less than 45 days prior to the AGM.

8.4 No other business

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

8.5 Cancellation or postponement of General Meeting

Where a General Meeting (including an AGM) is convened by the Directors they may, if they deem necessary, 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) the Directors at the request of Members; or
- (b) a court.

8.6 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 each:

- (a) member entitled to attend the General Meeting; and
- (b) other person entitled to notice of a General Meeting.

8.7 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 to the place specified in the notice originally convening the meeting; and
- (c) if the meeting is to be held in two or more places, the technology that will be used to hold the meeting in that manner.

8.8 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 8.5 or the Act.

8.9 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.

8.10 Representative at postponed General Meeting

Where:

- (a) by the terms of an instrument appointing a Representative, that Representative is authorised to attend and vote at a General Meeting

to be held on a specified date or at a General Meeting or General Meetings to be held on or before a specified date; and

- (b) the date for the meeting is postponed to a date later than the date specified in the instrument,

then that later date is substituted for the date specified in the instrument appointing that Representative, unless the appointing Member notifies the Association in writing to the contrary at least 48 hours before the time at which the postponed meeting is to be held.

8.11 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.

9 PROCEEDINGS AT GENERAL MEETINGS

9.1 Number for a quorum

The quorum for a General Meeting is 10 Members present and eligible to vote.

9.2 Requirement for a quorum

- (a) An item of business may not be transacted at a General Meeting unless a quorum is present when the meeting proceeds to consider it.
- (b) If a quorum is present at the beginning of a meeting it is taken to be present throughout the meeting unless the Chair of the meeting (on their own motion or at the request of a Member who is present) declares otherwise.

9.3 Quorum and time

If within 30 minutes after the time appointed for a General 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.

9.4 Adjourned meeting

If a quorum (determined in accordance with clause 9.3) is not present within 30 minutes after the time appointed for the adjourned meeting, the meeting is dissolved.

9.5 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 Chairperson, or the Chairperson 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 chosen by a majority of the Directors present;
 - (ii) the only Director present; or
 - (iii) any Member who is entitled to vote and is chosen by a majority of the Members present and entitled to vote.

9.6 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 their 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 Act, terminate discussion or debate on any matter whenever they consider it necessary or desirable for the proper conduct of the meeting; and
- (b) A decision by the Chair under this clause 9.6 is final.

9.7 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.

9.8 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.

9.9 Questions decided by majority

Subject to the requirements of the Act 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.

A Special Resolution is passed if, at the general meeting:

- (a) not less than three quarters of the members of the association voting at the meeting, whether in person or by proxy, vote in favour of the resolution: and
- (b) any additional requirements of the rules of the association relating to the passing of special resolutions have been met.

9.10 Equality of votes

Where an equal number of votes are cast in favour of and against the resolution, the resolution is not carried.

9.11 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.

9.12 Poll

- (a) If a poll is demanded by any member, 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.

- (b) A poll demanded 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.

9.13 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.

9.14 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.

10. VOTES OF MEMBERS

10.1 Eligibility to vote

- (a) Each Affiliated Member and Board Members shall have one deliberative vote.
- (b) Any individual holding more than one voting position may cast only one vote.
- (c) Proxy votes on any business on the Agenda will only be eligible to be accepted by the Chairperson if received by the Executive Officer not less than 24 hours prior to the AGM commencing.

10.2 Voting Procedure

- (a) Ordinary business shall be decided by simple majority on a show of hands.
- (b) Special business shall require a special majority (75%).
- (c) The meeting may vote to conduct a secret ballot on any issue.

10.3 Election of Directors

- (a) Election of Directors must be by secret ballot. Each candidate must receive a simple majority to be elected.
- (b) If an appointment cannot be made in elections then a casual vacancy will exist and will be filled in accordance with clause 13.6.
- (c) If the number of nominations received for the Board is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board, then those nominated shall be declared elected.

10.4 Right to appoint Proxy

- (a) A Member entitled to attend a General Meeting of the Association is entitled to appoint another person as their proxy to attend the meeting in their place in accordance with the Act.
- (b) A proxy has the same rights as the Member at the meeting and may be appointed in respect of more than one meeting.

10.5 Form of Proxy

The instrument appointing a proxy must be the official Association form.

10.6 Minutes of Meetings

The Executive Officer must keep minutes of the resolutions and proceedings of each General Meeting.

11. DISCIPLINARY POWERS

11.1 The Board shall be empowered to discipline members for any action that is deemed to be detrimental to the Association by:

- (a) reprimand;
- (b) fine;
- (c) suspension; or
- (d) expulsion,

Including suspension or expulsion from membership and/or office within the Association.

11.2 All members shall be bound by this Constitution and any Rules and Regulations. Any member contravening the Constitution or the Rules and

Regulations or otherwise bringing the Sport into disrepute will be dealt with by the Association under its power specified in clause 10.16.12.

11.3 The Board shall issue and approve regulations governing the discipline of the Sport.

11.4 All members shall have the right of appeal and/or grievance. The process shall be included in the discipline regulations as specified in clause 12.

11.5 Notice

Where the Board passes a resolution to discipline a member under Clause 6.12, the Executive Officer shall within seven (7) days of the resolution serve a notice in writing on the member detailing the following:

- (a) The resolution of the Board and the grounds on which it was based;
- (b) That the member may address the Board at a meeting to be held not less than 14 days and not more than 28 days after the service of the notice;
- (c) The date, time and place of that meeting;
- (d) Informing the member that they may do one of the following:
 - (i) attend the meeting;
 - (ii) give the Board before the date of the meeting a written statement seeking revocation of the resolution;
 - (iii) lodge with the Executive Officer, no later than 24 hours prior to the time of the meeting, a written notice to the effect that he/she wishes to appeal to the Association in General Meeting against the resolution.

11.6 Appeal

- (a) At the meeting of the Board held in accordance with clause 11.5, the Board:
 - (i) shall give the member an opportunity to be heard;
 - (ii) shall give due consideration to any written statement submitted by the member; and
 - (iii) shall by special resolution determine whether to confirm or to revoke the original resolution.
- (b) Where the Executive Officer receives a notice under clause 11.5 (d) (iii), the Board shall be notified and shall convene a General Meeting of the Association to be held within 30 days after the date on which the notice was received.

- (c) At the General Meeting of the Association convened under clause 11.6(b):
 - (i) no business other than the question of the appeal shall be determined;
 - (ii) the Board shall place before the meeting details of the grounds for the resolution and the reasons for passing the resolution;
 - (iii) the member shall be given the opportunity to be heard;
 - (iv) the members present shall vote by secret ballot to either confirm or revoke the resolution; and
 - (v) Proxy votes will not be accepted.
- (d) If at the General Meeting
 - i. two-thirds of the members present vote in favour of the confirmation of the resolution, the resolution shall be confirmed; and
 - ii. in any other case, the resolution is revoked.
- (e) The decision of the General Meeting shall be final with no further process of appeal.

12. GRIEVANCES AND APPEALS PROCESS

12.1 Jurisdiction

- (a) Any member may issue a notice of dispute, other than for disciplinary matters within the meaning of clause 11.1;
- (b) Dispute shall include grievance over Selection Criteria, disputes between members of the Association, disputes between members and the Association or any other dispute arising from the application of the Rules or Regulations of the Association.

12.2 Notice of Dispute

- (a) Notice of dispute or grievance must be forwarded to the Executive Officer in writing detailing the grounds of dispute or grievance;
- (b) The Executive Officer shall as soon as practicable, but within 14 days, forward written details of the dispute to all parties to the dispute, requiring the parties to meet to discuss and attempt to resolve the dispute in good faith. The meeting shall take place within 28 days of the notice of dispute being forwarded to all parties or such other time as the parties agree.

- (c) If requested by any one or more parties to the dispute, the Executive Officer shall act to facilitate arrangements of the meeting referred to in clause 11.52(db)(iii).

12.3 Dispute Referred to Mediation

If the parties are unable to resolve the dispute at the meeting referred to in clause 11.2(b), or if any party fails to attend the meeting, or the meeting does not occur, then, unless all parties agree to continue attempts to resolve the dispute in good faith, the parties shall proceed to mediate the dispute in accordance with clauses 11.4 to 11.5.

12.4 Appointment of Mediator

A mediator shall be appointed as follows:

- (a) A person having knowledge and expertise in relation to the sport and the subject matter of the dispute; and
- (b) A person agreed to by all parties; or
- (c) in the absence of agreement:
 - (i) in the case of a dispute between members, a Board Member appointed by the Chairperson; or
 - (ii) in the case of a dispute between a Member and the Association, a mediator appointed by SAL or the National Sports Dispute Centre .

12.5 Mediation Procedure

- (a) The mediation shall be administered by the appointed mediator. In particular, the mediator shall have control of the timetable for the undertaking of the mediation, but in any event the mediation shall be completed within 30 days of the appointment of the mediator.
- (b) The mediator shall conduct the mediation in accordance with current established principles of mediation, but shall:
 - (i) give to the parties every opportunity to be heard;
 - (ii) allow due consideration by all parties of any written statement submitted by any party;
 - (iii) allow each of the parties to appoint any person to act on their behalf in respect of the mediation; and
 - (iv) otherwise ensure natural justice is accorded to the parties to the dispute throughout the mediation process.

- (c) The costs of the mediation shall be equally borne by the parties to the dispute.
- (d) The parties to the dispute shall, in good faith, attempt to settle the dispute by mediation. No determination of the dispute shall be made by the mediator.

12.6 Failure to Resolve Dispute by Mediation

If the dispute referred to mediation in accordance with clause 11.3 is not resolved there shall be no further right of complaint or appeal, but the parties may seek other means of resolving the dispute in accordance with the Act and otherwise at law.

13. DIRECTORS

13.1 Number of Directors

There are to be no more than nine (9) Directors, being:

- (a) seven (7) Elected Directors ; and
- (b) two (2) Appointed Directors.

13.2 Eligibility

- (a) A person who is:
 - (i) an employee of the Association;
 - (ii) a SAL director or employee of SAL, or
 - (iii) an Executive committee member of an Affiliated Membermay not hold office as a Director.
- (b) A Director who accepts a disqualifying position must notify the other Directors of that fact immediately and is deemed to have vacated office as Director.
- (c) A person elected or appointed as a Director at the time of holding a disqualifying position must immediately resign from that disqualifying position.

13.3 Term of Office of Board members

- (a) Subject to clauses 13.6 and 13.7 the seven (7) Elected Directors and the two (2) Appointed Directors shall hold office for a three (3) year period with staggered retiring dates. At the expiration of each term of office, each Director shall retire and be eligible for re-election for a full term.

- (b) The term for all Directors shall continue until the end of the AGM in the year in which their term expires.
- (c) Maximum term of office for Elected Delegates is three (3) consecutive terms
- (d) If an Elected Director has served three (3) consecutive terms as a Director, that person may not be elected or appointed as a Director again until the second AGM after the end of their fourth term of office.
- (e) An appointed Director may not serve more than two (2) consecutive terms as a Director:
 - i. Unless that person is elected as a Director in accordance with clause 13.1 (a).
 - ii. In which case that person will remain subject to a maximum of 5 consecutive terms as a Director.

13.4 Nomination for Election of Board Members

- (a) Nominations for all Board Positions, except that of the two (2) Appointed Directors, shall be as follows:
 - (i) Nominations shall be in writing and must be lodged with the Executive Officer 45 clear days prior to the AGM at which the election is to occur.
 - (ii) A nomination must include:
 - (a) The position(s) being nominated for;
 - (b) The names and signatures of the Proposer and Seconder; and
 - (c) Acceptance of the nominee.
 - (iii) Any member as defined under clause 6.1 can propose or second a nomination.
 - (iv) Where there are one or more nominees for any position an election shall be held.
- (b) An Appointed Director shall be appointed by the Board at the first meeting after the AGM.
- (c) In the event of a casual vacancy in the office of any Board member, the Board may appoint a person to fill the vacancy until the next AGM, at which time the AGM will in the usual way elect or ratify a person to serve the remainder, if any, of the original member's term.

- (d) For the purposes of these rules, the position of a Board Member becomes vacant if the person:
 - (i) ceases to be a member of the Association;
 - (ii) becomes insolvent under administration within the meaning of the Companies (Victoria) Code;
 - (iii) resigns the office by notice in writing; or
 - (iv) is removed from office.

13.6 Casual vacancy

- (a) The Directors may at any time appoint a person to be a Director to fill a casual vacancy.
- (b) A casual vacancy (as defined in clause 13.4 (c)) may be filled:
 - (i) in the case of an Elected Director, by the Directors as a casual vacancy.
 - (ii) in the case of an Appointed Director, by the Directors in accordance with clause 13.7.
- (c) An Elected Director appointed under this clause 13.6:
 - (i) must have their position as Elected Director confirmed by resolution at the next AGM; and
 - (ii) if so confirmed, holds office until the end of the term of the Elected Director in whose place they were appointed.
- (d) Service as an Elected Director under this clause 13.6 is a full term of office for the purposes of clause 13.3.

13.7 Appointed Director

- (a) In addition to the Elected Directors, the Directors may themselves appoint two other Appointed Directors because of special business acumen and/or technical skills.
- (b) Subject to clause 13.11, an Appointed Director appointed under this clause holds office for a term of two (2) years but are eligible for re-appointment.

13.8 Chairperson, Vice-Chairperson and Finance Director

- (a) The Directors may elect from amongst their number a Chairperson, Vice-Chairperson and Finance Director and may also (subject to clauses 13.7(b) and 13.11) determine the period for which the persons elected is to hold that office.

- (b) The persons may hold the office of Chairperson, Vice-Chairperson or Finance Director only for as long as they are a Director.
- (c) A Director appointed as Chairperson, Vice-Chairperson or Finance Director under this clause 13.8 may be removed from that office by the Directors.
- (d) The Chairperson, to be known as President, shall be the nominal head of the Association

13.9 Remuneration of Directors

Subject to clause 13.10, 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; 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.

13.10 Honorarium

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

13.11 Removal of Director

- (a) Subject to the provisions of the Act, a Director may be removed from office by a Special Majority vote of the Board of Directors should they:
 - (i) be absent without notice from three (3) consecutive Board meetings; or
 - (ii) be absent from more that 50% of meetings in the previous 12 months.
- (b) Unless otherwise resolved at a General Meeting, a Director removed in accordance with clause 13.11(a) cannot be re-appointed as a Director within two (2) years of their removal.

13.12 Vacation of office

The office of a Director becomes vacant if the Director:

- (a) is removed in accordance with clause 13.11;

- (b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- (c) resigns office by notice in writing to the Association;
- (d) accepts appointment to, or becomes the holder of, a disqualifying position as set out in clause 13.2 and does not resign from that position;
or
- (e) is not present personally at three consecutive Directors' meetings without leave of absence from the Directors.

14. POWERS AND DUTIES OF DIRECTORS

14.1. Direction 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.

14.2. Specific powers of Directors

Without limiting clause 14.1 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.

14.3. Timeframe and Deadlines

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 deem necessary.

14.4. Appointment of attorney

The Directors may appoint any person to be the Association's attorney for the purposes, with the powers, authorities and discretions, for the period and subject to the conditions they think fit.

14.5. Provisions in power of attorney

A power of attorney granted under clause 14.4 may contain any provisions for the protection and convenience of persons dealing with the attorney that the Directors think fit and may also authorise the attorney to delegate (including by way of appointment of a substitute attorney) all or any of the powers, authorities and discretions of the attorney.

15. PROCEEDINGS OF DIRECTORS

15.1. Directors meetings

- (a) Subject to clause 15.1(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 six (6) times in each calendar year.

15.2. Questions decided by majority

A question arising at a Directors' meeting is to be decided by a simple majority of votes of the Directors present in person and entitled to vote.

15.3. Chair's casting vote

The Chair of the meeting will not have a casting vote.

15.4. Quorum

The quorum for Board meetings shall be five (5) Directors.

15.5. Effect of vacancy

- (a) The continuing Directors may act despite a vacancy in their number.
- (b) However, if the number of Directors is reduced below the number required for a quorum, the remaining Directors may act only for the purpose of filling the vacancies to the extent necessary to bring their number up to that required for a quorum or to convene a General Meeting.

15.6. Convening meetings

The Executive Officer must on the request of a minimum of two (2) Directors convene a Directors' meeting.

15.7. Chairperson to preside at Directors' meeting

- (a) The Chairperson is entitled to preside as Chair at Directors' meetings.
- (b) If the Chairperson is not present or able and willing to act within 15 minutes after the time appointed for a meeting or has signified an intention not to be present or able and willing to act, a Director chosen by a majority of the Directors present will Chair the meeting.

15.8. Circulating resolutions

- (a) The Directors may pass a resolution without a Directors' meeting being held if all 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 signs.

15.9. 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.

15.10. Declaration of material personal interest

- (a) A Director shall declare to the board of Directors that Director's material personal interest in any matter in which any conflict of interest arises as defined by the Act, that Director must not be present while the matter is being considered at the meeting or vote on the matter.
- (b) In the event of any uncertainty in this regard, the issue shall immediately be determined by a vote of the Directors or, if this is not possible, the matter shall be adjourned or deferred to the next meeting.
- (c) The Executive Officer shall maintain a register of declared interests.

15.11. Minutes

Directors must cause minutes of meetings to be made and kept by the Executive Director and distributed before or with the notice of the next meeting to all Directors and such other persons as the Board nominates.

16. TELECOMMUNICATION MEETINGS OF THE ASSOCIATION

16.1. Telecommunication Meeting

A Directors' Meeting may be held by means of a Telecommunication Meeting, provided that the number of Directors participating is not less than a quorum required for a Directors' Meeting. 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 16.

16.2. 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.

17. EXECUTIVE OFFICER

17.1. Appointment of Executive Officer

The Directors may appoint an Executive Officer.

17.2. Powers, duties and authorities of Executive Officer

- (a) The Executive Officer holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, determined by the Directors.
- (b) The exercise of those powers and authorities, and the performance of those duties, by the Executive Officer is subject at all times to the control of the Directors.
- (c) The Executive Officer's role will be to implement the strategies, plans and policies approved by the Directors and will be responsible for the management and direction of the Association and its finances.

17.3. Suspension and removal of Executive Officer

Subject to the terms and conditions of the appointment, the Directors may suspend or remove the Executive Officer from that office.

17.4. Executive Officer to attend meetings

The Executive Officer is entitled, subject to a determination otherwise by the Directors, to attend all meetings of the Association, all meetings of the Directors and any Committees and may speak on any matter, but does not have a vote.

18. COMMITTEES

18.1. Committees

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

18.2. 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.
- (b) Powers delegated to and exercised by a Committee are taken to have been exercised by the Directors.

18.3. Committee meetings

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

19. POLICIES AND REGULATIONS

19.1. Making and amending Policies and Regulations

- (a) The Directors may from time to time make Policies and Regulations which in their opinion are necessary or desirable for the control, administration and management of the Association's affairs, and may amend, repeal and replace those Policies and Regulations.
- (b) The Association in General Meeting may amend, repeal or replace any Policy or Regulation made by the Directors, but that does not affect the validity of anything previously done by the Directors or anyone pursuant to that Policy or Regulation.
- (c) The Policies and Regulations referred to in clause 19.1(a) will only take effect 28 days after the service of notice to the Members and shall be of force and effect on that date unless a majority of the Members, in writing seek, a review of the Policy or Regulation.

19.2. Effect of Policies and Regulations

A Policy or Regulation:

- (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.

20. SECRETARY

- (a) The Association shall be represented by a Secretary in accordance with the requirements of the Act.
- (b) The Secretary shall be appointed by the Directors and shall hold office in accordance with the Act until the appointment of a substitute Secretary.

21. INSPECTION OF RECORDS

21.1. Right of the Members to Inspect Records

Members shall not have the right to inspect documents of the Association except as required by law or as permitted in the Policy referred to in clause 21.2. Requests for inspection of documents of the Association by Members will be made to the Directors, and determined by the Directors, in accordance with the Policy referred to in clause 21.2.

21.2. Inspection Policy

A Policy shall be made which sets out procedures relating to the inspection of documents of the Association by Members. This Policy will set out, inter alia, the:

- (a) extent to which documents will be made available for inspection;
- (b) times and places at which documents may be inspected; and
- (c) conditions applying to such inspection.

22. ACCOUNTS AND FINANCE

22.1. Accounting Records

The Directors will cause proper accounting and other records to be kept and will distribute copies of financial statements as required by the Act.

22.2. Auditor

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 Act.

23. SERVICE OF DOCUMENTS

23.1. Document includes notice

In this clause 223, **document** includes a notice.

23.2. 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.

23.3. Methods of service on the Association

A Member may give a document to the Association by:

- (a) delivering it to the Registered Office;
- (b) sending it by post to the Registered Office; or
- (c) sending it to a fax number or electronic address nominated by the Association.

23.4. Post

A document sent by post if:

- (a) sent to an address in Victoria, may be sent by ordinary post; and
- (b) sent to an address outside Victoria, or sent from an address outside Victoria, must be sent by express post,

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

23.5. Fax or electronic transmission

If a document is sent by fax or electronic transmission, delivery of the document is taken to:

- (a) be effected by properly addressing and transmitting the fax or electronic transmission; and
- (b) have been delivered on the business day following its transmission.

24. INDEMNITY

24.1. Indemnity of officers

Every person who is or has been:

- (a) a Director;
- (b) an Executive Officer; or
- (c) a Secretary,

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

- (d) every liability incurred by the person in that capacity (except a liability for legal costs); and
- (e) 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:

- (f) the Association is forbidden by statute to indemnify the person against the liability or legal costs; or
- (g) an indemnity by the Association of the person against the liability or legal costs would, if given, be made void by statute.

24.2. 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, Secretary or Executive Officer against liability incurred by the person in that capacity, including a liability for legal costs, unless the:

- (a) Association is forbidden by statute to pay or agree to pay the premium; or
- (b) contract would, if the Association paid the premium, be made void by statute.

25. WINDING UP

25.1. Contributions of Members on winding up

The liability of a member to contribute towards the payment of the debts and liabilities of the Association, or the expenses of the winding up of the Association, is limited to any unpaid amounts.

25.2. 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 objects 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) At or prior to the dissolution of the Association the members of the Association shall determine by Special Majority Vote:
 - (i) the body or bodies to which the property is to be transferred or distributed; and
 - (ii) the proportions and manners of such distributions or transfers.
- (c) Failing any determination in terms of clause 25.2(b) such determination shall be made by a judge who has or acquires jurisdiction in the matter.

26. ALTERATION OF CONSTITUTION

This Constitution shall not be altered except by Special Resolution and in accordance with the Act.
