



# **Constitution**

**of**

# **Little Athletics Association of Victoria Incorporated**

**Registration Number: A0003260D**

**UPDATED August 2020**

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**CONSTITUTION**  
**of**  
**LITTLE ATHLETICS ASSOCIATION OF VICTORIA INC**  
**Registration Number: A0003260D**

**PART I – OBJECTS, POWERS AND INTERPRETATION**

**1. NAME**

The name of the incorporated association is Little Athletics Association of Victoria Inc or otherwise known as Little Athletics Victoria (LAVic).

**2. OBJECTS OF ASSOCIATION**

The Association is the peak body for the administration of Little Athletics in Victoria. The objects for which the Association is established and maintained are to:

- (a)** As an affiliated member of ALA, promote and lead activities related to Little Athletics competition and other athletic skills within Victoria, for children whose ages fall within the limits defined in this Constitution;
- (b)** Promote Little Athletics as a recreational, social and community activity for all participants, including families, irrespective of cultural or religious differences, in an inclusive and safe environment;
- (c)** Encourage and assist Affiliated Centres and other Victorian communities to organise and conduct activities, related to athletic competition and other athletic skills, for children, including establishing and conducting education and training programs for children, coaches and officials;
- (d)** Work with other similar sporting, community and government bodies to develop and grow Little Athletics and athletics in Victoria;
- (e)** Manage and conduct Little Athletics competitions at a state level, including maintaining competition rules and standards; and select and manage Little Athletics teams to represent Victoria in national competitions;
- (f)** Formulate and implement appropriate policies on such matters as arise from time to time as issues to be addressed in Little Athletics;
- (g)** Continue to develop the financial, governance and strategic sustainability of the Association;
- (h)** Have regard to the public interest in its operation;
- (i)** Apply the property, including intellectual property, and income of the Association towards the fulfillment and achievement of these Objects; and
- (j)** Undertake and do all things or activities which are necessary, incidental or conducive to the advancement of these Objects or any of them.

**3. POWERS OF ASSOCIATION**

Solely for furthering the Objects the Association has all the rights, powers and privileges conferred on it under the Act, in particular section 30.

**4. INTERPRETATION AND DEFINITIONS**

**4.1 Definitions**

In this Constitution, unless the contrary intention appears:

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

"Affiliated Centre" means a Little Athletics Centre recognised by the Association as a Member under **rule 6** and which is responsible for administering Little Athletics competitions and Clubs within a geographic area.

"Affiliation Year" means the period determined by the Board from time to time, as set out in the Regulations.

"Annual General Meeting" means a meeting of Members convened in accordance with **rule 11**.

"Annual Subscriptions" means the annual fees payable by each category of Member as determined by the Board under **rule 7(a)**.

"Associate Member" means any natural person, not being a Competitive Member, who meets the criteria for membership as an "Associate Member" which are set out in the Regulations from time to time. Such persons are not limited to parents or relatives of Competitive Members or officials of Little Athletic events.

"Association" means the Little Athletics Association of Victoria Incorporated.

"Board" means the body consisting of the Directors under **rule 16.2**.

"Club" means a Little Athletics club recognized by the Association as a Member under **rule 6**.

"Committee" means any committee of the Board created under **rule 20.2** from time to time.

"Competitive Member" means a child who is five (5) years of age or older, and who is sixteen (16) years of age or younger, at the end of the calendar year in which the summer season commences, and who is registered with the Association (through an Affiliated Centre or Club) and participates in Little Athletics and/or skill related activities organized and conducted by the Association or any of its Members. For the avoidance of doubt, a child may be registered as a Competitive Member during the calendar year in which that child attains five (5) years of age.

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

"Delegate" means a representative of an Affiliated Centre appointed by that Affiliated Centre to represent the Affiliated Centre at General Meetings. The Delegate cannot be a Director.

"Director" means a member of the Board, and includes the Elected Directors and appointed Directors.

"Elected Director" means a Director elected under **rule 17**.

"Financial Year" means the period that commences on 1 April of any year and concludes on 31 March the following year.

"CEO" means the Chief Executive Officer of the Association appointed by the Board in accordance with **rule 20.1**.

"General Meeting" means an Annual General Meeting together with any meeting of Members convened in accordance with **rule 12**.

"Honorary Member" means an individual appointed as such under **rule 6.7**.

"IAAF" means the International Association of Athletics Federations, the international governing body for athletics, including Little Athletics, or its successors.

"Intellectual Property" means all rights subsisting in copyright, trade names, trademarks, logos, designs, equipment, images (including photographs, videos or films) or service marks (whether registered or not) relating to the Association or activity conducted, promoted or administered by the Association.

"LAA" means Australian Little Athletics Incorporated, the governing body for Little Athletics in Australia, or its successor.

"Little Athletics" means the sport of athletics for children between the ages of 5 and 16 years which is governed by the Association, LAA and the IAAF.

"Member" means any Affiliated Centre, Club, Associate Member, Honorary Member or such other person recognized as a Member by the Board under **rule 6** from time to time.

"Objects" means the objects of the Association under **rule 2**.

"President" means the Elected Director elected by the Board at the first Board meeting following an Annual General Meeting, to serve as President of the Association.

"Region" means an area of Victoria having boundaries as determined by the Board from time to time and which includes such Affiliated Centres as have been assigned to that geographic area by the Board. A reference to "Region" also includes the committee or other body appointed to administer an approved area.

"Regional Advisory Committee" means the group established under **rule 20.3** for the purposes set out in that rule and in the Regulations.

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

"Regulations" means any regulations made by the Board under **rule 31**.

"Special Resolution" has the same meaning as set out in the Act.

## 4.2 Interpretation

In this Constitution:

- (a) A reference to a function includes a reference to a power, authority and duty;
- (b) A reference to a rule, regulation, schedule or annexure is to a rule, regulation, schedule or annexure of, or made under, this Constitution;
- (c) A reference to the exercise of a function includes where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty;
- (d) Words importing the singular include the plural and vice versa;
- (e) Words importing any gender include the other genders;
- (f) Headings are for convenience only and shall not be used for interpretation;
- (g) Words or expressions shall be interpreted in accordance with the provisions of the Act as they vary from time to time;
- (h) References to persons include natural persons, corporations and bodies politic;
- (i) References to a person include the legal personal representatives, successors and permitted assigns of that person;
- (j) A reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements or any of them (whether of the same or any legislative authority having jurisdiction);
- (k) Expressions referring to "writing" shall unless the contrary intention appears, be construed as including references to printing, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

## 4.3 Enforceability

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

#### **4.4 Expressions in the Act**

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

#### **4.5 Sole Purpose**

The Association is established solely for the Objects.

#### **4.6 Model Rules**

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

### **5. REGISTERED ADDRESS**

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

## PART II - MEMBERSHIP

### 6. MEMBERSHIP OF ASSOCIATION

#### 6.1 Categories of Member

The Members shall be, and shall be divided into, the following categories:

- (a) Affiliated Centres, which shall be represented at General Meetings by up to two Delegates. Each Delegate shall (subject to this Constitution and **rule 15.1** in particular) have the right to be present, to debate and to vote at General Meetings;
- (b) Clubs, which shall not have any rights to be present, debate or vote at General Meetings;
- (c) Competitive Members, who do not have a right to be present or debate or vote at General Meetings;
- (d) Associate Members, who shall have the right to be present at General Meetings, but do not have a right to debate or vote at General Meetings;
- (e) Honorary Members, who shall have the right to be present and to debate at General Meetings, but do not have voting rights at General Meetings; and
- (f) Such other category or categories of members as determined by the Board from time to time.

#### 6.2 Creation of New Categories of Membership

The Board has the right and power from time to time to create new categories of membership with such rights (other than voting rights), privileges and obligations as are determined applicable, even if the effect of creating a new category is to alter rights, privileges or obligations of an existing category of Members. No new category of membership may be granted voting rights. The Board shall advise the Members of the new categories and the associated rights.

#### 6.3 Affiliated Centres

- (a) The Association shall consist of such Affiliated Centres as are recognised by the Board from time to time in accordance with this Constitution.
- (b) Subject to this Constitution, each Affiliated Centre shall be incorporated and shall administer the sport of Little Athletics in its geographic area.
- (c) The boundaries of each Affiliated Centre shall be as decided by the Board from time to time.
- (d) An Affiliated Centre must accept the membership of a Club which has been assigned to the Area in accordance with **rule 6.4**.

#### 6.4 Clubs

- (a) The Association may recognise Little Athletics clubs as Clubs from time to time in accordance with this Constitution.
- (b) Upon recognition the Board shall assign a Club to an Affiliated Centre.

#### 6.5 Application for Membership – Affiliated Centres

- (a) To be eligible for membership as an Affiliated Centre the applicant Little Athletics centre must meet any criteria set by the Board or set out in the Regulations from time to time.
- (b) Subject to this Constitution, the Regulations or any procedures set by the Board from time to time, an application for membership by a Little Athletics Centre must be:
  - (i) in writing in the form prescribed in the Regulations or otherwise by the Board from time to time;
  - (ii) accompanied by the appropriate fee or fees, if any; and
  - (iii) lodged with the CEO.



- (c) As soon as is practicable after the receipt of an application under **rule 6.5(b)**, the CEO shall refer the application to the Board who shall determine whether to approve or decline the application.
- (d) If the Board approves the application for membership, the Board shall determine the appropriate Region for an Affiliated Centre.
- (e) If the Board does not approve an application for membership, the CEO shall notify the applicant in writing that their application for membership is not approved. The Board is not required to give reasons for its decision.
- (f) An applicant centre or club may only apply for membership of the Association once in any Affiliation Year.

#### **6.6 Application for Membership – Competitive Member and Associate Member**

- (a) To be eligible for membership as a Competitive Member or an Associate Member, the applicant must be a natural person and meet any other criteria set by the Board or set out in the Regulations from time to time.
- (b) Subject to this Constitution, the Regulations or any procedures set by the Board from time to time, an application for membership by a natural person must be:
  - (i) in writing in the form prescribed by the Board from time to time;
  - (ii) accompanied by the appropriate fee or fees, if any; and
  - (iii) lodged with the CEO (either directly or through an Affiliated Centre).
- (c) If a person satisfies the criteria set by the **rule 6.6**, they shall be deemed a Competitive Member or an Associate Member (as applicable), subject always to this Constitution and in particular **rule 6.6(d)** below.
- (d) The CEO may, in his/her discretion, refer any application for membership as a Competitive Member or an Associate Member to the Board for review. The Board may, in its discretion, determine whether to approve or decline the application.
- (e) If the Board does not approve an application for membership, the CEO shall, as soon as practicable, notify the applicant in writing that their application for membership is not approved. The Board is not required to give reasons for its decision.
- (f) An applicant natural person may only apply for membership of the Association once in any Affiliation Year.

#### **6.7 Honorary Members**

Individuals may be appointed as Honorary Members of the Association in recognition of services rendered to the Association. Nominations for Honorary Membership should be lodged with the CEO and they will be determined by the procedure set out in the Regulations from time to time.

#### **6.8 Delegates of Affiliated Centres**

- (a) Each Affiliated Centre shall advise the CEO at least seven days prior to any General Meeting who its Delegates will be.
- (b) Each Affiliated Centre may appoint up to two Delegates.
- (c) Subject to this Constitution and the Regulations, the Delegate(s) of an Affiliated Centre:
  - (i) will each be eligible to vote on behalf of that Affiliated Centre at General Meetings; and
  - (ii) one of them only (if there are two Delegates) will be eligible to vote on behalf of that Affiliated Centre on any postal ballot (including, but not limited to, election of Elected Directors).
- (d) If an Affiliated Centre fails to provide the required notification to the CEO, the president and secretary of the Affiliated Centre shall be deemed to be the Delegates.
- (e) If an Affiliated Centre's Delegate(s) is unable to attend a General Meeting, the Centre may notify the CEO in writing not less than 48 hours before that General Meeting of its appointment of an alternate Delegate. Such appointment is valid for that General Meeting only and, in any case, it is only valid if it is completed on the form prescribed for that purpose and meets any other criteria set out in the form and/or Regulations. Forms cannot be accepted by the CEO within 48 hours of the General Meeting.

- (f) An Affiliated Centre must notify the CEO in writing whenever a Delegate is replaced on the form (if any) prescribed for that purpose. The CEO shall record any change in Delegate in the Register. Subject to the Constitution and the Regulations, the replacement Delegate shall be entitled to exercise the rights of a Delegate under this Constitution immediately upon notification to the CEO.
- (g) Each Delegate shall comply with the directions given by a resolution of the Affiliated Centre appointing that Delegate, including in respect of voting and if required by the Board shall provide to the Board evidence of such compliance.

### 6.9 Effect of Membership

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

### 6.10 Renewal of membership

All Members, excluding Honorary Members, but including Affiliated Centres, must reapply for membership each Affiliation Year through the procedures set out in this Constitution or by the Board from time to time. The Board is not obliged to accept any membership renewal made under this Constitution and may accept or reject a renewal application. If it rejects an application, the Board is not obliged to give reasons for its decision.

## 7. SUBSCRIPTIONS AND FEES

- (a) The Annual Subscriptions payable by Members, or categories of Members, to the Association, the benefits that apply to each category, and the time for, and manner of payment of, subscriptions, shall be determined by the Board. Where an increase in Annual Subscription exceeds 10%, the Members must ratify the increase at a General Meeting.
- (b) Any other fees payable by Members or categories of Members to the Association shall be set out in the Regulations.

## 8. REGISTERS

### 8.1 CEO to Keep Register of Members

The CEO shall keep and maintain a Register in which shall be entered (as a minimum):

- (a) the full name and address of each Member;
- (b) the category of membership of each Member;

- (c) The date on which each Member became a Member;
- (d) Whether each Member has voting rights;
- (e) Any other information determined by the Board;
- (f) For each former Member, the date of ceasing to be a Member; and
- (g) The full name, address and date of entry of the name of each Director and delegate.

Members shall provide notice of any change and required details to the Association within one month of such change.

## 8.2 Inspection of Register

Inspection of the Register will only be available as required by the Act and in accordance with **rule 30(d)**.

## 8.3 Use of Register

Subject to confidentiality considerations and privacy laws, the Register may be used by the Association to further the Objects, as the Board considers appropriate.

## 8.4 Register to be kept by Affiliated Centres

Affiliated Centres shall maintain, in a form acceptable to the Association and with such details as are required by the Board, a register of all members of the Affiliated Centre (including, but not limited to, those who are Competitive Members and Associate Members). Such register shall be available for inspection (including copying) by the CEO (or their nominee), upon reasonable request.

# 9. RESIGNATION OF MEMBERS

## 9.1 Notice of Resignation

- (a) But for Affiliated Centres, any Member who has paid all monies due and payable to the Association may resign from the Association by giving thirty days notice in writing to the Association of such intention to resign. Upon the expiration of that period of notice, the Member shall cease to be a member.
- (b) No Affiliated Centre may resign or wind up its activities:
  - (i) without passing a Special Resolution to that effect;
  - (ii) providing the Board with at least seven days written notice of its intention to do so; or
  - (iii) unless the Region or the CEO recommends it to the Board after due investigation.
- (c) Upon receiving such notice from an Affiliated Centre or receiving the recommendation from the Region or the CEO, the Board may take any steps it deems necessary or appropriate to:
  - (i) endeavour to retain the Affiliated Centre as a Member (including, but not limited to, holding a meeting to attempt to reform the Affiliated Centre); and/or
  - (ii) ensure its continued operation; and/or
  - (iii) obtain the property and records of the Affiliated Centre for the benefit of Little Athletics.
- (d) An Affiliated Centre must take all reasonable steps to assist the Association under this **rule 9.1(c)**.

## 9.2 Expiration of Notice Period

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

## 9.3 Forfeiture of Rights

A Member who ceases to be a Member, for whatever reason, shall forfeit all right in and claim upon the Association and its property including Intellectual Property.

**10. EXPULSION, SUSPENSION OR FINING OF MEMBERS****10.1 Board Resolution**

- (a) Subject to this Constitution, the Board may by resolution:
- (i) expel a Member from the Association; or
  - (ii) suspend a Member from membership of the Association for a specified period; or
  - (iii) fine a Member (such amount not exceeding \$250); or
  - (iv) impose such other penalty, action or educative process as it sees fit;
- (b) if the Board considers that the Member has:
- (i) breached, failed, refused or neglected to comply with a provision of this Constitution or the Regulations;
  - (ii) acted in a manner unbecoming of a Member or prejudicial to the Objects and/or the interests of the Association, or another Member; or
  - (iii) brought the Association, Little Athletics or another Member into disrepute.
- (c) Such grounds do not constitute a grievance, and **rule 21** does not apply.

**10.2 Notice of Alleged Breach**

Where the Board considers that a Member may have satisfied one or more of the grounds in **rule 10.1(b) (b)(i), or (b)(iii)**, the CEO shall, as soon as practicable, serve on the Member a notice in writing:

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

**10.3 Determination of Board**

- (a) At a meeting of the Board held in accordance with **rule 10.2**, the Board shall:
- (b) Give the Member (either personally or through a representative who shall not be legally trained) every opportunity to be heard;
- (c) Give due consideration to any written statement submitted by the Member; and
- (d) By resolution determine whether the alleged breach occurred.
- (e) The Board is not required to give reasons for its decision.

**10.4 Appeal**

- (a) If the Member wishes to appeal the decision of the Board under this **rule 10**, the Member must provide the CEO with a notice setting out that within 48 hours of the Board's decision.
- (b) Where the CEO receives such a notice, they shall notify the Board who shall convene a special General Meeting.
- (c) At that General Meeting:
  - (i) no business other than the question of the appeal may be conducted; and
  - (ii) the Board may place before the meeting such details regarding the grounds for the resolution as it deems necessary; and
  - (iii) the Member (either personally or through a representative who shall not be legally trained) will be given an opportunity to be heard; and
  - (iv) the Members present and entitled to vote shall vote by secret ballot on the question whether the Board's resolution should be confirmed or revoked.
- (d) The Board's resolution shall be confirmed if two-thirds of the Members present and entitled to vote, vote in favour of the resolution.

## PART III- GENERAL MEETINGS

### 11. ANNUAL GENERAL MEETINGS

#### 11.1 Annual General Meeting to be Held

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

#### 11.2 Business

The Annual General Meeting will transact any business required by the Act, determined by the Board and CEO, and any other business of which notice is given in accordance with this Constitution (see **rule 13.2** in particular).

#### 11.3 Additional Meetings

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

#### 11.4 Conduct of Annual General Meetings

For the avoidance of doubt an Annual General Meeting is a General meeting as defined in this Constitution and, as such, business and voting procedures for Annual General Meetings are to be transacted in the same manner as for General Meetings set out in this Constitution and the Regulations.

### 12. GENERAL MEETINGS

#### 12.1 General Meetings May be Held

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

#### 12.2 Request for General Meetings

- (a) The Board shall on a request in writing from not less than one quarter of the Affiliated Centres (where Delegates from such Affiliated Centres have signed the request), convene a General Meeting. The Board may also request a General Meeting.
- (b) The request for a General Meeting shall state the object(s) of the meeting and shall be signed by the Delegates making the request and be sent to the CEO and may consist of several documents in a like form, each signed by one or more of the Delegates making the requisition.
- (c) If the Board does not cause a General Meeting to be held within 35 days after the date on which the request is sent to the Association, the Members making the request, or any of them, may convene a General Meeting to be held not later than 60 days after that date.
- (d) A General Meeting convened by Members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Board. All reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

### 13. NOTICE OF GENERAL MEETINGS

#### 13.1 Notice to be Given for General Meetings

The CEO shall, at least 28 days before the date fixed for holding a General Meeting, send to each Honorary Member, Affiliated Centre, Region and each Director a notice in writing

stating the place, date and time and the nature of the proposed business to be transacted at the meeting.

### 13.2 Business of General Meeting

- (a) No business other than that set out in the notice convening the meeting shall be transacted at the General Meeting.
- (b) A Member desiring to bring any business before a General Meeting shall provide notice in writing of that business in the manner set out in the Regulations.

## 14. PROCEEDINGS AT MEETINGS

### 14.1 Quorum

- (a) No item of business shall be transacted at a General Meeting unless a quorum of Members entitled under this Constitution to vote is present during the time when the meeting is considering that item.
- (b) Directors are entitled to attend and debate at General Meetings, but they shall not vote or be included in the calculation of a quorum.
- (c) At least half of the Affiliated Centres must be represented by at least one Delegate personally present to constitute a quorum for the transaction of the business at a General Meeting.
- (d) If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting:
  - (e) If convened upon the requisition of Members, shall be dissolved; and
  - (f) In any other case, shall stand adjourned to the same day in the next week at the same time and (unless Members are notified of an alternate venue) at the same place and if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being not less than thirty (30)) shall be a quorum.

### 14.2 President to Chair

The President shall chair each General Meeting of the Association. If the President is absent from a General Meeting or is unwilling to act then the Directors present shall elect one of their number to preside as chairperson at the meeting.

### 14.3 Chairperson May Adjourn Meeting

- (a) The chairperson of a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (b) Where a meeting is adjourned for fourteen days or more, a like notice of the adjourned meeting shall be given as in the case of the General Meeting. Except as provided in this rule, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

## 15. VOTING AT GENERAL MEETINGS

### 15.1 Voting Rights

- (a) Subject to any other provision of this Constitution, at all General Meetings:
  - (i) the only persons entitled to vote are the Delegates in attendance; and
  - (ii) an Affiliated Centre is entitled to appoint two Delegates to vote on any motion however, notwithstanding anything in **rule 6**, only one vote may be cast on behalf of an Affiliated Centre on any motion to amend this Constitution.

### 15.2 Voting Procedure

- (a) Subject to rule **15.2(b)**, votes at a General Meeting shall be given in person by those Delegates present and entitled to vote.
- (b) Subject to rule **15.4** and anything set out in the Regulations, all questions arising at a General Meeting shall be determined on a show of hands.
- (c) The chairperson of the meeting is not entitled to exercise a deliberative vote. However, in the case of an equality of votes on a question, the chairperson of the meeting is entitled to exercise a casting vote.
- (d) A Delegate is not entitled to vote at any General Meeting unless all monies due and payable to the Association have, to the satisfaction of the CEO, been paid by the Delegate's Affiliated Centre.

### **15.3 Recording of Determinations**

When a declaration is made by the chairperson that a resolution has, on a show of hands, been carried, carried unanimously, carried by a particular majority or lost, then an entry to that effect in the minute book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

### **15.4 Poll at General Meetings**

- (a) If at a meeting a poll on any question is demanded by three (3) Delegates, it shall be taken at the meeting in such manner as the chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (b) A poll that is demanded on a question of an adjournment shall be taken immediately and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the chairperson may direct.

### **15.5 Postal Voting**

- (a) Unless otherwise determined by the Board, postal voting shall only be conducted for the election of Directors.
- (b) Postal voting shall not be conducted to determine amendments to the Constitution under **rule 26** or disciplinary matters under **rule 10**.
- (c) Notwithstanding any other rule in this Constitution, where a postal vote is conducted, each Affiliated Centre shall only be entitled to cast one vote on any motion or, for the avoidance of doubt, complete one ballot paper for the election of Directors.
- (d) The Board may determine the procedures it deems appropriate regarding the conduct of any postal vote which may include, but not be limited to, through Associate post or any form of technology (for example a website).

## PART IV – BOARD

### 16. BOARD

#### 16.1 Powers of Board

- (a) The affairs of the Association shall be managed by the Board constituted under **rule 16.2**.
- (b) Subject to this Constitution and the Act, the Board:
- (i) shall control and manage the business and affairs of the Association;
  - (ii) may exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by this Constitution to be exercised by the Members in General Meeting; and
  - (iii) has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association.
- (c) Further to **rule 20.1**, The Board has a broad power to delegate its powers under this Constitution to the CEO.

#### 16.2 Portfolios

If the Board considers it appropriate, in order to further the Objects, it may allocate Directors to specific portfolios, with specific responsibilities, as determined in the discretion of the Board.

#### 16.3 Secretary

- (a) The CEO will be appointed as Secretary in accordance with **rule 20.1**. The Secretary must give the registrar notice of their appointment within 14 days after the appointment.
- (b) If the position of Secretary becomes vacant, the Board must appoint a person to the position within 14 days after the vacancy arises.

#### 16.4 Composition of Board

- (a) The Board shall consist of seven Elected Directors who must all be elected in accordance with **rule 17** and up to two Directors appointed by the Board.
- (b) Elected Directors may be required to meet any qualifications set out in the Regulations from time to time.

#### 16.5 Term of Elected Directors

- (a) Subject to **rule 16.5(c)** below, each Elected Director, shall hold office until the second Annual General Meeting following the declaration of their election at an AGM, but is eligible for re-election.
- (b) To ensure rotational terms and Board continuity, three Directors will be elected in odd-numbered years, and the other four Directors will be elected in even-numbered years.
- (c) No Director may serve for more than three consecutive terms of two years. However, that Director shall be eligible to return to the Board following an absence of not less than 12 months.

#### 16.6 Appointed Directors

- (a) The Board may appoint up to two independent Directors.
- (b) A Director may be appointed for a term of up to two years, the term of which will be determined by the Board. An appointed Director can only be reappointed for another term of up to two years.
- (c) At the end of their terms, Directors appointed by the Board can nominate for election as Elected Directors according to the process set out in **rule 17**.



- (d) Consistent with the process in **rule 16.5**, Directors appointed by the Board under this rule, who are subsequently elected as Elected Directors at the end of their terms, cannot serve as a Director for more than six consecutive years.

## 17. ELECTION OF ELECTED DIRECTORS

- (a) The CEO shall call for nominations at an appropriate time determined by the Board. All Members shall be notified of the call for nominations as determined by the Board.
- (b) Nominations of candidates for election as Elected Directors shall be made in writing on the form provided by the Association from time to time (if any), must be accompanied by the written consent of the nominee, and delivered to the CEO by the date specified on the call for nominations.
- (c) If the number of nominations for vacant Director positions exceeds the number of vacancies to be filled, a postal ballot shall be conducted to determine the Elected Directors. Subject to **rule 15.5**, such ballot will be conducted in the manner determined by the Board, or as set out in the Regulations, from time to time. If the number of nominations for vacant Director positions are less than the number of vacancies to be filled then those vacancies shall be treated as casual vacancies under **rule 18.2**.
- (d) An independent person shall be appointed by the Board to act as returning officer for the secret ballot. No person, other than the returning officer, shall be entitled to see any voting paper and the returning officer shall not disclose to any person the way in which any person has voted. The decision of the returning officer on any matter relating to the elections is final and no appeal shall be made from that decision.

## 18. VACANCY ON THE BOARD

### 18.1 Grounds for Termination of Director

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

- (a) Becomes bankrupt
- (b) Resigns their office by notice in writing given to the Association
- (c) Is subject to any sanction by the Board under **rule 10**
- (d) Is directly or indirectly interested in any contract or proposed contract with the Association and, in the opinion of the Board, has deliberately, recklessly or negligently failed to declare the nature of his interest
- (e) Dies or becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health
- (f) Commits any offence under the Act; or
- (g) Fails to attend two consecutive meetings of the Board without having previously obtained leave of absence or provided reasonable excuse for such absence.

### 18.2 Casual Vacancy

In the event of a casual vacancy in the office of any Elected Director, the Board may appoint an appropriate person to the vacant office, and the person so appointed may continue in office up to the end of the term of the Elected Director they are replacing.

## 19. PROCEDURE AT BOARD MEETINGS

### 19.1 Convening a Board Meeting

- (a) The Board shall meet as required, but shall meet at least eight times per year.
- (b) Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced in writing or by their presence) not less than seven days written notice of the meeting of the Board shall be given to each Director.
- (c) Written notice of each Board meeting, specifying the general nature of the business to be transacted, shall be served on each Director by:
  - (i) delivering it to that Director personally;

- (ii) sending it in writing, by facsimile or other means of electronic communication (subject to receiving appropriate confirmation that the notice has been effectively dispatched);
- (d) In accordance with the Director's last notified contact details.
- (e) No action or proceeding of the Board shall be invalidated or rendered illegal by reason only that there was some defect in the election or appointment of any Director or that any Director was ineligible to hold such office.

### 19.2 Quorum

- (a) Five Directors shall constitute a quorum for the transaction of the business of a meeting of the Board.
- (b) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week.
- (c) The Board may act notwithstanding any casual vacancy. However, if there are casual vacancies in the office of a Director such that the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, those Directors may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum.

### 19.3 Procedures at Board meetings

- (a) At meetings of the Board:
  - (i) the President shall chair the meeting;
  - (ii) if the President is absent or unwilling to act, the Board shall appoint one of its members to chair the meeting.
- (b) Questions arising at a meeting of the Board shall be determined on a show of hands or, if demanded by a Director, by a poll taken in such manner as the person presiding at the meeting may determine.
- (c) Each Director present at a meeting of the Board (including the person presiding at the meeting) is entitled to one vote. In the event of an equality of votes on any question, only the President may exercise a second or casting vote.
- (d) A resolution in writing signed or assented to by facsimile or other form of electronic communication by all the voting Directors shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Directors.
- (e) The Board may otherwise regulate its meetings as it thinks fit.
- (f) Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Directors may be held where one or more of the Directors is not physically present at the meeting, provided that:
  - (i) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication;
  - (ii) notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board;
  - (iii) in the event that a failure in communications prevents condition (i) from being satisfied by that number of Directors which constitutes a quorum, and none of such Directors are present at the place where the meeting is deemed by virtue of the further provisions of this rule to be held then the meeting shall be suspended until condition (i) is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption the meeting shall be deemed to have terminated; and
  - (iv) any meeting held where one or more of the Directors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Director is there present and if no Director is there present the

meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

#### **19.4 Directors' Interests**

A Director is disqualified from holding any place of profit or position of employment in the Association, or in any company or incorporated association in which the Association is a shareholder or otherwise interested, or from contracting with the Association either as vendor, purchaser or otherwise except with express resolution of approval of the Board. Any contract or arrangement in which any Director is in any way interested which is entered into by or on behalf of the Association without the approval of the Board, will be voided for such reason.

#### **19.5 Disclosure of Interests**

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 arrangement is first taken into consideration if the interest then exists or in any other case at the first meeting of the Board after the acquisition of the interest. If a Director becomes interested in a contract or arrangement after it is made or entered into the declaration of the interest must be made at the first meeting of the Board held after the Director becomes so interested.

#### **19.6 General Disclosure**

A general notice that a Director is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under **rule 19.5** 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.

#### **19.7 Recording Disclosures**

It is the duty of the CEO to record in the minutes any declaration made or any general notice as aforesaid given by a Director in accordance with **rules 19.5 and 19.6**.

#### **19.8 Conflicts**

A Director, notwithstanding the interest, may be counted in the quorum present at any meeting but cannot vote in respect of any contract or arrangement in which the Director is interested. If the Director votes, the vote shall not be counted.

### **20. DELEGATED POWERS AND DUTIES**

#### **20.1 CEO**

- (a)** The Chief Executive Officer (CEO) shall act as Secretary of the Association and shall be appointed by the Board, for such term and upon such conditions as the Board thinks fit.
- (b)** The CEO shall be responsible to the Board for the management of the affairs of the Association.
- (c)** The CEO shall have the right to be present and to debate at all Board and General Meetings of the Association but shall have no vote.

#### **20.2 Committees**

- (a)** The Board may establish and delegate any of its functions, powers or duties (except this power to delegate) to such committee or committees as it thinks fit and may recall or revoke any such delegation or appointment and may amend or repeal any decision made by such committee.

- (b)** The Board shall determine in writing the duties and powers afforded to any committee and the committee shall, in the exercise of such delegated powers, conform to any directions or Regulations that may be prescribed by the Board.
- (c)** In addition, the Board has the right to establish any committee from time to time as it thinks fit and as determined by the Board.
- (d)** Each committee will be chaired by a person as determined by the Board. The procedures of each of these committees shall be set out in the Regulations or otherwise prescribed by the Board.
- (e)** A Director or the CEO shall be ex-officio members of any committee so appointed.
- (f)** Within seven days of any meeting of any Committee, the Committee shall send a copy of the minutes and any supporting documents to the CEO.

### **20.3 Regions**

For the purposes of administering Members and conducting competition, the Association shall be formed into Regions that are created by an instrument of the Board.

### **20.4 Regional Advisory Committee**

- (a)** The Regional Advisory Committee shall be established as a Committee of the Board.
- (b)** The Regional Advisory Committee will operate in accordance with the Regulations.

## PART V - MISCELLANEOUS

### 21. GRIEVANCE PROCEDURES

- (a)** The grievance procedure set out in this rule applies to disputes under this Constitution between:
  - (i)** a Member and another Member; or
  - (ii)** a Member and the Association.
- (b)** The parties to the dispute shall not be represented by a member of the legal profession and shall meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all of the parties.
- (c)** If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (d)** The mediator must be:
  - (i)** a person chosen by agreement between the parties; or
  - (ii)** in the absence of agreement:
    - i.** in the case of a dispute between a Member and another Member, a person appointed by the Board; or
    - ii.** in the case of a dispute between a Member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (e)** A Member can be a mediator.
- (f)** The mediator cannot be a Member who is a party to the dispute.
- (g)** The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (h)** The mediator, in conducting the mediation, must:
  - (i)** give the parties to the mediation process every opportunity to be heard; and
  - (ii)** allow due consideration by all parties of any written statement submitted by any party; and
  - (iii)** ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
  - (iv)** the mediator must not determine the dispute.
  - (v)** if the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

### 22. SOURCES AND MANAGEMENT OF FUNDS

- (a)** The Board will determine the sources from which the funds of the Association are to be or may be derived and the manner in which such funds are to be managed.
- (b)** The Association 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 or General Meeting.
- (c)** Proper accounting and other records shall be kept in accordance with the Act. The books of account shall be kept in the care and control of the Board.
- (d)** The Association shall retain such records for 7 years after the completion of the transactions or operations to which they relate.
- (e)** The Board shall submit to the Members at the Annual General Meeting the Statements of Account of the Association in accordance with this Constitution and the Act.
- (f)** The Statements of Account when approved or adopted by an Annual General Meeting shall be conclusive except as regards any error discovered in them within 3 months after such approval or adoption.
- (g)** The Board shall cause to be sent or made available to all persons entitled to receive notice of Annual General Meetings in accordance with this Constitution, a copy of the Statements of Account, the Board's report, the auditor's report (if any) and every other document required under the Act (if any).
- (h)** The accounts of the Association shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor or auditors at the conclusion of each Financial Year.

### 23. APPLICATION OF INCOME

- (a) The income and property of the Association shall be applied solely towards the promotion of the Objects.
- (b) No portion of the income or property of the Association shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member, but this shall not preclude payment to a Member in good faith for expenses incurred or services rendered (for example, honoraria).

#### 24. NEGOTIABLE INSTRUMENTS

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

#### 25. COMMON SEAL

- (a) The common seal of the Association shall be kept in the custody of the CEO.
- (b) The common seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the common seal shall be attested by the signatures of two Directors or one Director and the CEO, or in such other manner approved by the Board from time to time.
- (c) A Director may not sign a document to which the seal of the Association is fixed where the Director is interested in the contract or arrangement to which the document relates.

#### 26. ALTERATION OF CONSTITUTION

This Constitution shall not be altered except by Special Resolution in accordance with the Act. Additional procedures (if any) for amending the Constitution will be determined by the Board and set out in the Regulations.

#### 27. DISSOLUTION

- (a) In the event of the Association being wound up, the liability of the Member shall be limited to any outstanding monies due and payable to the Association, including the amount of the Annual Subscription payable in respect of the current Financial Year. No other amount shall be payable by the Member.
- (b) If upon winding up or dissolution of the Association, there remains, after satisfaction of all its debts and liabilities, any property, the same shall not be paid to or distributed amongst the Members, but shall be given or transferred to some other organisation having purposes similar to the purposes of the Association and which prohibits the distribution of its or their income and property among its or their members and which is also not carried on for the profit or gain to its members. Such body or bodies to be determined by the Members at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter.

#### 28. INDEMNITY

- (a) Every Director or officer (including employees or members of Committees) of the Association shall be indemnified out of the property and assets of the Association against any liability incurred by him/her in his/her capacity as Director or officer in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in relation to any such proceedings in which relief is granted to him or her by the Court.
- (b) The Association shall indemnify its Directors and officers (including employees or members of Committees) against all damages and costs (including legal costs) for which any such Directors or officers may be or become liable to any third party in consequence of any act or omission except wilful misconduct:
  - (i) in the case of a Director or officer, performed or made whilst acting on behalf of and with the authority, express or implied of the Association; and
  - (ii) in the case of an employee, performed or made in the course of, and within the scope of his or her employment by the Association.

#### 29. SERVICE OF NOTICES

- (a) Notices may be given to Members by sending the notice by post or facsimile transmission or where available, by electronic mail, to the Member's address or facsimile number or electronic mail address shown in the Register. . Notice may also be provided by posting the notice on the Association's website.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected at the time the letter would have been delivered in the Associate course of post.
- (c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to the correct facsimile number.
- (d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected by properly addressing and upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.
- (e) Where a notice is posted on the Association' website, service of the notice shall be deemed to be effected when the post has been made and the website "goes live".

### 30. CUSTODY OF BOOKS AND OTHER DOCUMENTS

- (a) Except as otherwise provided in this Constitution, the CEO shall keep in his or her custody or control all books, minutes, documents and securities of the Association.
- (b) If requested by a Member, the Board must permit such Member to inspect:
  - (i) the rules of the Association;
  - (ii) the minutes of each General Meeting.
- (c) Upon written request and payment of a fee determined by the Board from time to time, a Member may obtain a copy of the documents listed at **rule 30(b)**.
- (d) If requested by a Member and subject to the Act, the Board must permit such Member to inspect the register of members.
- (e) Subject to the Act and **rules 30(b) and 30(d)**, no Member is entitled to inspect the financial records, accounts, books, securities, minutes of Board meetings or other Relevant Documents of the Association, unless authorised in writing by the Board.

### 31. REGULATIONS

- (a) Subject to **rule 31(c)**, the Board may make, alter, amend or rescind Regulations as occasions may require, and the Board may enforce penalties for their breach. Such Regulations shall have the same force and effect as this Constitution, but shall not be in anyway be opposed to or be in conflict with this Constitution. Such Regulations shall be available for inspection when posted on the Association's website.
- (b) Amendments, alterations, interpretation or other changes to Regulations shall be advised to Members by means of notice approved by the Board. Notices shall be binding upon all Members. Notice does not need to be provided to every Member.
- (c) Any Regulations made by the Board are subject to ratification by the Members at a General Meeting. The Board may set procedures for review of the Regulations at General Meetings (including, but not limited to, notice requirements); such procedures will be set out in the Regulations.