

Associations Incorporation Reform Act 2012 (VIC) (Act)

GOULBURN MURRAY Bowls Region Constitution

MARCH 2021



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ASSOCIATIONS INCORPORATION REFORM ACT 2012 (VIC)

CONSTITUTION
of
GOULBURN MURRAY BOWLS REGION INCORPORATED

1. NAME OF ASSOCIATION

The name of the association is **GOULBURN MURRAY BOWLS REGION** Incorporated.

2. DEFINITIONS AND INTERPRETATION**2.1 Definitions**

In this Constitution unless the contrary intention appears:

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

Annual General Meeting (AGM) means the **annual general meeting of the Region held under Clause 22**.

BA means Bowls Australia Limited being the National Sporting Organisation for the Sport.

Board means the body consisting of the Directors.

BV means Bowls Victoria Inc being the State Sporting Organisation for the Sport in Victoria.

Club means a Bowls Club which is a Member, or is otherwise affiliated with the Region.

Constitution means this Constitution of the Region.

Delegate means the person(s) appointed from time to time to act for and on behalf of a Club and to represent the Club 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.

Financial year means (unless determined otherwise by the Board) the year ending on the next 30 June following incorporation and thereafter a period of 12 months commencing on 1 June and ending on 30 May each year.

General Meeting means the AGM or any SGM of the Region.

IF means the International Federation for the Sport being World Bowls

Individual Member means a registered, financial member of a Club who is a natural person and who is recognised by BV as an Individual Member.

Intellectual Property means all rights subsisting in copyright, business names, names, trade marks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the Region or any activity of or conducted, promoted or administered by the Region in the Region Area.

Member means a Club for the time being of the Region under **Clause 5**.

Playing Area means a group of Clubs in a common geographical area as defined by the Region Board.

Purposes means the objects of the Region in **Clause 3**.

Secretary means the person appointed to be the secretary of the Region in accordance with the Act.

Region means **GOULBURN MURRAY BOWLS REGION** Incorporated.

Region Area means the geographical area for which the Region is responsible as recognised by BV.

Register means a register of Members kept and maintained in accordance with **Clause 7**.

Regulations means any Regulations made by the Board under **Clause 37**.

Seal means the common seal of the Region (if any).

Special General Meeting (SGM) means a special general meeting of the Region held under **Clause 23**.

Special Resolution means a special resolution defined in the Act.

Sport means the sport of Bowls as regulated by the IF.

2.2 Interpretation

In this Constitution:

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

2.3 Severance

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

2.4 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. Model rules under the Act are expressly displaced by this Constitution.

3. PURPOSES OF THE ASSOCIATION

The Region is established solely for the Purposes. BV recognises the Region, and within the Region Area, has delegated power to the Region to:

- (i) have the BV Regional Representatives (President and Secretary of each Region) present any Honours or Awards or carry out other duties at the request of BV from time to time;
- (ii) manage, promote and conduct bowls with Individual Members and Clubs within the Region in accordance with the directions or advice issued from BV from time to time;
- (iii) develop and maintain relationships with key regional stakeholders including local government authorities, Regional Sporting Assemblies and other sporting associations;
- (iv) consider and deal with all matters submitted to it by a Club or an Individual Member within the Region Area relevant to its Constitution;
- (v) co-operate with other Regions and BV in any Sport related matters;
- (vi) conduct any Region bowls events and functions in accordance with BV's rules for competition;
- (vii) impose a fee or levy on Individual Members of Clubs or Clubs in the Region Area;
- (viii) promote the health and safety of the Individual Members within the Region Area, as well as any officials and persons participating in the Sport in any capacity;
- (ix) pursue through itself or others such commercial arrangements, including sponsorship and marketing opportunities, as are appropriate to further the purposes of the Region;
- (x) promote the game and development of Clubs and Individual Members within the Region Area;
- (xi) represent the interests of its Members and of the Sport generally in any appropriate forum in the Region Area;
- (xii) have regard to the public interest in its operations;
- (xiii) do all that is reasonably necessary to enable these Purposes to be achieved and enable Members to receive the benefits which these Purposes are intended to achieve;
- (xiv) seek and obtain improved facilities for the enjoyment of the Sport in the Region Area;
- (xv) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Purposes; and
- (xvi) establish Playing Areas within the Region (if required), and modify these from time to time if necessary.

4. POWERS OF THE ASSOCIATION

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

5. MEMBERS

5.1 Categories of Members

The Members of the Region shall consist of:

- (a) Clubs, which subject to this Constitution, shall be represented by 2 Delegates, who shall have the right to receive notice of General Meetings and to be present, debate and vote on behalf of the Club at General Meetings;
- (b) the Directors, who shall have the right to be present and to debate at General Meetings, but have no right to vote; and
- (c) such new or other categories of Members as may be established by the Board. Any new category of Member established by the Board can not be granted voting rights without the approval of the Region in General Meeting.

6. MEMBERSHIP

6.1 Clubs

- (a) To be eligible for membership of the Region, a Club must be incorporated.
- (b) To be eligible for membership of the Region, a Club must be a member of Bowls Victoria and must be situated within the boundary of the Region as determined by Bowls Victoria from time to time. The Club must meet any other criteria as set out by the Board from time to time.
- (c) All Clubs that meet the criteria in **Clause 6.1 (a) and (b)** will be accepted as members of the Region.

6.2 Categories of Member

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

- (a) Clubs, which shall be represented at General Meetings by two Delegates, one male and one female, if possible. Each Delegate shall (subject to this Constitution and **Clause 28.1** in particular) have the right to be present, to debate and to vote at General Meetings;
- (b) such other category or categories of members as determined by the Board from time to time.

6.3 Renewal of Membership

Clubs shall, subject to this Constitution and the Constitution of Bowls Victoria (where relevant), remain Members, provided all monies due and payable to the Region have been paid. If Members do not pay monies within thirty days of the due date, subject to the discretion of the Board, all the Members' rights under this Constitution shall be suspended until such times as all monies are fully paid.

Clubs must renew annually with the Region in accordance with the procedures set down by the Region in Regulations from time to time.

Upon renewal a Club must lodge with the Region a current copy of its constitution (including all amendments) and a list of current office-bearers.

6.4 Delegates of Clubs

- (a) The President and Secretary (or equivalent positions) of the Club shall be deemed to be the Delegates unless the Region is notified otherwise.
- (b) If a Delegate is unable to attend a General Meeting, the Club may notify the Region Secretary in writing not less than 48 hours before that General Meeting of an alternate Delegate. Such notification is valid for that General Meeting only.
- (c) If a Delegate is unable to attend a General Meeting and the Club:
 - (i) has failed to provide notice in writing under **Clause 6.4(b)**; or

- (ii) is otherwise unable to provide the Region Secretary with notice at least 48 hours prior to the General Meeting, the Club cannot appoint an alternate Delegate. Any vote that such Delegate would have been entitled to cast may be cast by the other appointed Delegate from the Club.
- (d) The Region Secretary shall record any change in Delegate in the Register.
- (e) Each Delegate shall comply with the directions given by a resolution of the Club appointing that Delegate, including in respect of voting and if required by the Board shall provide to the Board evidence of such compliance.

7. REGISTER OF MEMBERS

7.1 Region to keep Register

The Region 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 Club; and
- (b) the full name, residential address and date of entry to membership of each Region Director; and
- (c) where applicable, the date of termination of membership of any Club.

Clubs and Directors shall provide notice of any change and required details to the Region within one (1) month of such change.

7.2 Inspection of Register

Having regard to privacy and confidentiality considerations, inspection of the Register will only be available as required by the Act and under **Clause 32.2(b)**. If permitted, only an extract of the Register, excluding the address or other direct contact details of any Director, shall be available for inspection (but not copying) by Members.

7.3 Use of Register

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

8. EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

- (a) this Constitution constitutes a contract between each of them and the Region and that they are bound by this Constitution and the Regulations and BV's and BA's constitution and regulations;
- (b) they shall comply with and observe this Constitution and the Regulations 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 and Regulations they are subject to the jurisdiction of the Region, BV and BA;
- (d) the Constitution and Regulations are necessary and reasonable for promoting the Purposes and particularly the advancement and protection of the Sport;
- (e) neither membership of the Region nor this Constitution gives rise to:
 - (i) any proprietary right of Members in, to or over the Region or its property or assets;
 - (ii) any automatic right of a Member to renewal of their membership of the Region; and

- (iii) subject to the Act and the Region acting in good faith, the right of Members to natural justice, unless expressly provided for in this Constitution;
- (f) they are entitled to all benefits, advantages, privileges and services of Region membership; and
- (g) a right, privilege or obligation of a person by reason of their membership of the Club:
 - (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.

9. DISCONTINUANCE OF MEMBERSHIP

9.1 Notice of Resignation

A Member who has paid all monies due and payable to the Region may resign from the Region by giving thirty days' notice in writing to the Region of such intention to resign provided that they also resign from any membership of Bowls Victoria. Upon the expiration of that period of notice, the Member shall cease to be a member.

9.2 Expiration of Notice Period

Upon the expiration of a notice given under **Clause 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 Resignation by failure to pay Subscription

- (a) A Member is taken to have resigned if:
 - (i) The Member's annual subscription is more than 12 months in arrears; or
 - (ii) If no annual subscription is payable:
 - (A) The Secretary has made a written request to the Member to confirm that the Club wishes to remain a member; and
 - (B) The Member has not, within three months after receiving that request, confirmed in writing that the Club wishes to remain a Member
- (b) Should a sufficient explanation be made to the Board for the failure to pay subscription or reason for not responding to a request, the Board shall have the power to restore the membership upon payment of the amount due (if any).

9.4 Forfeiture of Rights

A Member which ceases to be a Member, for whatever reason, shall forfeit all right in and claim upon the Region and its property.

9.5 Delegate Position Lapses

The position of Delegate shall lapse immediately on cessation of individual membership of a Club.

9.6 Membership may be Reinstated

Membership which has been discontinued under this Clause 9 may be reinstated at the discretion of the Board, with such conditions as it deems appropriate.

10. DISCIPLINE

- (a) Where the Region is the Controlling Body of the event and the Board is advised or considers that a Member or an Individual Member has allegedly:
- (i) breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations, BV or BA's constitution or regulations or any resolution or determination of the Board or any duly authorised committee; or
 - (ii) acted in a manner unbecoming of a Member or an Individual Member, or prejudicial to the Purposes and/or interests of the Region, BV, BA and/or the Sport; or
 - (iii) brought the Region, BV, BA, any other Member or the Sport into disrepute;
- the Board may commence or cause to be commenced, disciplinary proceedings against that Member or Individual Member.
- That Member or Individual Member, will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and the appeal mechanisms of the Region set out in the Regulations or as otherwise determined by the Board.
- (b) The Board may appoint a Disciplinary Committee to deal with any disciplinary matter referred to it. Such a Disciplinary Committee shall operate in accordance with the procedures expressed in the Regulations or as otherwise recognised or determined by the Board.

11. SUBSCRIPTIONS AND FEES

- (a) The annual membership subscription (if any) and any fees or other levies payable by Members to the Region, the time for and manner of payment, shall be as determined by the Board.
- (b) The Board is empowered to prevent any Member whose annual subscription or any other fees are in arrears from exercising the whole or any of the rights or privileges of membership of the Region, including but not limited to the right to vote at General Meetings. There is no right to natural justice or any right of appeal where the Board exercises its power under this **Clause 11(b)**.

12. EXISTING DIRECTORS

- (a) The members of the Board, in office immediately prior to approval of this Constitution under the Act shall continue in those positions until the next AGM following such adoption of this Constitution. After this AGM the positions of Directors shall be filled, vacated and otherwise dealt with in accordance with this Constitution.

13. POWERS OF THE BOARD

Subject to the Act and this Constitution, the business of the Region shall be managed, and the powers of the Region shall be exercised by the Board. In particular, the Board shall act in accordance with the Purposes and shall operate for the benefit of the Members and the Sport and community throughout the Region Area.

14. COMPOSITION OF THE BOARD

14.1 Composition of the Board

The Board shall comprise of where possible:

- 1) nine (9) elected Directors with a minimum of four males and four females where possible who shall be elected under **Clause 15**; and
- 2) two (2) appointed Directors who may be appointed by the elected Directors in accordance with **Clause 16**.

- 3) A Director can not also be a Delegate.
- 4) For Regions with multiple Playing Areas, The Board shall comprise up to nine (9) Directors and each Playing Area must have at least one representative on the Board for the Board to be properly constituted.
 - (a) Where there are two (2) playing areas:
 - i. A minimum of four (4) Directors from each Playing Area can be elected or appointed to the Region Board at the same time. For the avoidance of doubt four (4) persons from the same Playing Area can serve as a Director at the same time.”
 - (b) Where there are three (3) playing areas:
 - i. A minimum of three (3) Directors from each Playing Area can be elected or appointed to the Region Board at the same time. For the avoidance of doubt three (3) persons from the same Playing Area can serve as a Director at the same time.”
 - (c) Where there are four (4) playing areas:
 - i. A minimum of two (2) Directors from each Playing Area can be elected or appointed to the Region Board at the same time. For the avoidance of doubt two (2) persons from the same Playing Area can serve as a Director at the same time.”
 - (d) Where there are five (5) or more playing areas:
 - i. A minimum of one (1) Director from each Playing Area can be elected or appointed to the Region Board at the same time. For the avoidance of doubt two (2) persons from the same Playing Area can serve as a Director at the same time.”

14.2 Election and Appointment of Directors

- (a) The elected Directors shall be elected under **Clause 15**.
- (b) The appointed Directors may be appointed under **Clause 16**, and if appointed, where possible, one will be male and one will be female.

14.3 Portfolios

- (a) The President and Deputy President:
 - (i) shall be appointed by the Board from amongst its number; and
 - (ii) must be filled by one male and one female Director.
- (b) The Secretary and Treasurer shall be appointed by the Board from amongst its number and can be the same person.
- (c) The Board may otherwise allocate portfolios and/or titles to Directors. Subject to this Constitution and any properly passed resolution of the Board, the allocation of portfolios or titles does not affect the powers and duties of Directors.

15. ELECTED DIRECTORS

15.1 Nominations

- (a) Nominations for elected Director positions shall be called for twenty-eight (28) days prior to and close 14 days prior to the Annual General Meeting. When calling for nominations details of the necessary qualifications and job descriptions for the positions shall also be provided. Qualifications and job descriptions may be determined by the Board from time to time.

- (b) Nominees for elected Director positions must declare any position they hold in a Club, BV or BA including as an officer (howsoever described including as a Delegate) or as a full time employee.

15.2 Elections

- (a) 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 may be declared elected only if approved by the majority of Members present and entitled to vote.
- (b) If there are insufficient nominations received to fill all vacancies on the Board, or if a person is not approved by the majority of Members under **Clause 15.3(a)**, the positions will be deemed casual vacancies under **Clause 17.1**.
- (c) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in alphabetical order, for each vacancy on the Board.
- (d) Voting shall be conducted in such manner and by such method as may be determined by the Board from time to time.

15.3 Term of Appointment for Elected Directors

- (a) Directors elected under this **Clause 15** shall be elected for a term of two (2) years. Subject to provisions in this Constitution relating to earlier retirement or removal of Directors, elected Directors shall remain in office from the conclusion of the AGM at which the election occurred until the conclusion of the second AGM following.
- (b) Half of the Director's position shall become vacant each year.
 - (i) Directors to be re-elected on odd calendar years are President, Deputy President, Female Director 1 & Male Director 1.
 - (ii) Directors to be re-elected on even calendar years are Secretary and Treasurer, Female Director 2 and Male Director 2.
- (c) The sequence of retirements under **Clause 15.4(b)** to ensure rotational terms shall be determined by the Board. If the Board can not agree it will be determined by lot.
- (d) Following the adoption of this Constitution, no person who has served as an elected Director for a period of four (4) consecutive full terms (eight (8) years) shall be eligible for election as an elected Director until the next AGM following the date of conclusion of his last term as an elected Director.

16. APPOINTED DIRECTORS

16.1 Appointment of Directors

The elected Directors may appoint up to two (2) appointed Directors.

16.2 Qualifications for Appointed Directors

The appointed Directors may have specific skills in commerce, finance, marketing, law or business generally or such other skills which complement the Board composition. They do not need to be Individual Members but must be natural persons. Appointed Directors can not also be a Delegate.

16.3 Term of Appointment for Appointed Directors

- (a) Appointed Directors may be appointed by the elected Directors under this Constitution for a term of two (2) years, which shall commence from the first Board meeting after the AGM until after the conclusion of the second AGM following.

- (b) Appointed Directors should be appointed to ensure rotational terms that coincide with the elected Directors' rotational terms.
- (c) Any adjustment to the term of appointed Directors appointed under this Constitution necessary to ensure rotational terms under this Constitution, shall be determined by the Board.
- (d) Following the adoption of this Constitution, no person who has served as an appointed Director for a period of four (4) consecutive full terms (eight (8) years) shall be eligible for appointment as an appointed Director until the next AGM following the date of conclusion of his last term as an appointed Director.

17. VACANCIES ON THE BOARD

17.1 Casual Vacancies

Any casual vacancy occurring in the position of Director may be filled by the remaining Directors from among appropriately qualified persons. Any casual vacancy may only be filled for the remainder of the Director's term under this Constitution.

17.2 Grounds for Termination of Director

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

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (d) resigns his office in writing to the Region;
- (e) is absent without the consent of the Board from meetings of the Board held during a period of six (6) months;
- (f) holds any office of employment with the Region;
- (g) is directly or indirectly interested in any contract or proposed contract with the Region and fails to declare the nature of his interest;
- (h) in the reasonable opinion of the Board (but subject always to this Constitution) has:
 - (i) acted in a manner unbecoming or prejudicial to the Purposes and interests of the Region; or
 - (ii) brought themselves or the Region into disrepute;
- (i) is removed by Special Resolution; or
- (j) would otherwise be prohibited from being a Director of a corporation under the *Corporations Act 2001 (Cth)*.

17.3 Board May Act

If a casual vacancy or vacancies arises in the office of a Director or Directors, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Director to a number sufficient to constitute such a quorum.

18. MEETINGS OF THE BOARD

18.1 Board to Meet

The Board shall meet as often as is deemed necessary in every calendar year for the dispatch of business (and shall be at least as often as is required under the Act) and subject to this Constitution may adjourn and otherwise regulate its meetings as it thinks fit. A Director may at any time convene a meeting of the Board within a reasonable time.

18.2 Decisions of Board

Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination of a majority of Directors shall for all purposes be deemed a determination of the Board. All Directors shall have one (1) vote on any question.

18.3 Resolutions not in Meeting

- (a) A resolution in writing, signed or assented to by any form of visible or other electronic communication by all the Directors for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one (1) or more of the Directors.
- (b) Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Board may be held where one (1) 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 or this Constitution and such notice specifies that Directors are not required to be present in person;
 - (iii) if a failure in communications prevents **Clause 18.3(b)(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 **Clause 18.3(b)(i)** is satisfied again. If such condition is not satisfied within fifteen (15) minutes from the interruption the meeting shall be deemed to have terminated or adjourned; and
 - (iv) any meeting held where one (1) or more of the Directors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Director is there present and if no Director is there present the meeting shall be deemed to be held at the place where the chair of the meeting is located.

18.4 Quorum

At meetings of the Board the number of Directors whose presence is required to constitute a quorum is five (5) including at least one (1) from each Playing Area where there are multiple Playing Areas. A quorum must remain present throughout the meeting.

18.5 Notice of Board Meetings

Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their apology or presence) not less than fourteen (14) days written notice of the meeting of the Board shall be given to each Director. The agenda shall be forwarded to each Director not less than four (4) days prior to such meeting.

18.6 President

The Board shall appoint a President from amongst its number. The President shall be the nominal head of the Region and will act as chair of any Board meeting or General Meeting at which he is present. If the President is not present, or is unwilling or unable to preside at a board meeting the remaining Directors shall appoint another Director to preside as chair for that meeting only.

18.7 Directors' Interests

A Director is disqualified by holding any place of profit or position of employment in the Region or in any company or incorporated association in which the Region is a shareholder or otherwise interested or from contracting with the Region either as vendor, purchaser or otherwise except with express resolution of approval of the Board. Any such contract or any contract or arrangement entered into by or on behalf of the Region in which any Director is in any way interested will be void unless approved by the Board.

18.8 Conflict of Interest

A Director shall declare his interest in any:

- (a) contractual matter;
- (b) selection matter;
- (c) disciplinary matter; or
- (d) financial matter;

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

18.9 Disclosure of Interests

- (a) The nature of the interest of such Director must be declared by the Director at the meeting of the Board at which the relevant matter is first taken into consideration if the interest then exists or in any other case at the first meeting of the Board after the acquisition of the interest. If a Director becomes interested in a matter after it is made or entered into the declaration of the interest must be made at the first meeting of the Board held after the Director becomes so interested.
- (b) All disclosed interests must also be disclosed to each AGM.

18.10 General Disclosure

A general notice that a Director is a member of any specified firm or company and that he is "interested" in all transactions with that firm or company is sufficient declaration under **clause 18.9** as regards such Director and the said transactions. After such general notice it is not necessary for the Director to give a special notice relating to any particular transaction with that firm or company.

18.11 Recording Disclosures

Any declaration made, any disclosure or any general notice given by a Director in accordance with **clauses 18.8, 18.9** and/or **18.10** must be recorded in the minutes of the relevant meeting and otherwise in accordance with the Act.

19. SECRETARY

19.1 Appointment of Secretary

A Secretary shall be appointed by the Board from amongst its number for a two (2) year term.

19.2 Specific Duties

The Secretary shall:

- (a) unless otherwise directed by the Board, as far as practicable attend all Board meetings and all General Meetings;
- (b) prepare the agenda for all Board and General Meetings;
- (c) record and prepare minutes of the proceedings of all Board meetings and General Meetings, and shall use best endeavours to distribute minutes of General Meetings to Clubs promptly from the date of the meeting; and
- (d) regularly report on the activities of, and issues relating to, the Region.

19.3 Power to Manage

Subject to the Act, this Constitution, the Regulations and any policy directive of the Board, the Secretary has power to perform all such things as appear necessary or desirable for the proper management and administration of the Region. No resolution passed by the Region in General Meeting shall invalidate any prior act of the Secretary or the Board which would have been valid if that resolution had not been passed.

20. DELEGATIONS

20.1 Board may Delegate Functions

The Board may by instrument in writing create or establish or appoint special committees, individual officers and consultants to carry out specific duties and functions. The Board will determine what powers these committees are given. In exercising its power under this clause the Board should take into account broad stakeholder involvement and where possible gender diversity.

20.2 Delegation by Instrument

In the establishing instrument the Board may delegate such functions as are specified in the instrument, other than:

- (a) this power of delegation; and
- (b) a function imposed on the Board or the Secretary by the Act or any other law, or this Constitution.

20.3 Delegated Function Exercised in Accordance With Terms

A function, the exercise of which has been delegated under this clause, may whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

20.4 Procedure of Delegated Entity

The procedures for any entity exercising delegated power shall, subject to this Constitution and with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under **Clause 18** above. The entity exercising delegated powers shall make decisions in accordance with the Purposes, and shall promptly provide the Board with details of all material decisions. The entity shall also provide any other reports, minutes and information as required by the Board from time to time.

20.5 Delegation may be Conditional

A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the delegation.

20.6 Revocation of Delegation

The Board may by resolution and/or instrument in writing, at any time revoke wholly or in part any delegation made under this clause. The Board may also amend or repeal any decision made by such body or person under this **Clause 20**.

21. SEAL

- (a) The Region may have a Seal upon which its corporate name shall appear in legible characters.
- (b) The Seal must not be used without the express authorisation of the Board. Every use of the Seal shall be recorded in the Region's minute book. Two (2) Directors must witness every use of the seal, unless the Board determines otherwise.

22. ANNUAL GENERAL MEETING

- (a) An AGM shall be held in accordance with the Act and this Constitution and on a date and at a venue determined by the Board.
- (b) All General Meetings other than the AGM shall be SGMs and shall be held in accordance with this Constitution.

23. SPECIAL GENERAL MEETINGS

23.1 SGMs May be Held

The Board may, whenever it thinks fit, convene a SGM of the Region and, where, but for this clause more than fifteen (15) months would elapse between AGMs, shall convene a SGM before the expiration of that period.

23.2 Requisition of Special General Meetings

- (a) The Secretary will convene a SGM when at least ten per cent (10%) of Members entitled to vote submit a requisition in writing.
- (b) The requisition for a SGM shall state the object(s) of the meeting, shall be signed by the Members making the requisition and be sent to the Region. The requisition may consist of several documents in a like form, each signed by one (1) or more of the Members making the requisition.
- (c) If the Secretary does not cause a SGM to be held within one (1) month after the date on which the requisition is sent to the Region, the Members making the requisition, or any of them, may convene a SGM to be held not later than three (3) months after that date.
- (d) A SGM 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.

24. NOTICE OF GENERAL MEETING

- (a) Notice of every General Meeting shall be given to every Club and other Member entitled to receive notice at the address appearing in the Register kept by the Region. The auditor and Directors shall also be entitled to notice of every General Meeting. No other person shall be entitled as of right to receive notices of General Meetings.
- (b) A notice of a General Meeting shall specify the place and day and hour of meeting and shall state the business to be transacted at the meeting.

- (c) At least twenty-one (21) days' notice of a General Meeting shall be given to those Members entitled to receive notice, together with:
 - (i) the agenda for the meeting;
 - (ii) any notice of motion received from Members entitled to vote; and
 - (iii) forms of authority in blank for proxy votes.
- (d) Notice of every General Meeting shall be given in the manner authorised in **clause 41**.

25. BUSINESS

- (a) The business to be transacted at the AGM includes the consideration of accounts and the reports of the Board and auditor, the election of Directors under this Constitution and subject to the requirements of the Act, the appointment of the auditor.
- (b) All business that is transacted at a General Meeting and all business that is transacted at an AGM, with the exception of those matters set down in **Clause 25(a)** shall be special business.
- (c) No business other than that stated on the notice for a General Meeting shall be transacted at that meeting.

26. NOTICES OF MOTION

Members entitled to vote may submit notices of motion for inclusion as special business at a General Meeting. All notices of motion must be submitted in writing to the Secretary not less than thirty-five (35) calendar days (excluding receiving date and meeting date) prior to the General Meeting.

27. PROCEEDINGS AT GENERAL MEETINGS

27.1 Quorum

No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings of the Region shall be 30 Clubs represented by their Delegates.

27.2 President to preside

The President of the Board shall, subject to this Constitution, preside as chair at every General Meeting except:

- (a) in relation to any election for which the chair is a nominee; or
- (b) where a conflict of interest exists.
- (c) If the President is not present, or is unwilling or unable to preside the Delegates present shall appoint another Director to preside as chair for that meeting only.

27.3 Adjournment of Meeting

- (a) If within half an hour from the time appointed for the meeting, a quorum is not present the meeting shall be adjourned until the same day in the next week at the same time and place or to such other day and at such other time and place as the President may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting will lapse.
- (b) The President may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business

shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

- (c) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (d) Except as provided in **Clause 27.3(c)** it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

27.4 Voting Procedure

At any meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

- (a) the President; or
- (b) a simple majority of Delegates on behalf of their Members.

27.5 Recording of Determinations

Unless a poll is demanded under **Clause 27.4**, a declaration by the President 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 book containing the minutes of the proceedings of the Region shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

27.6 Where Poll Demanded

If a poll is duly demanded under **Clause 27.4** it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chair directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

27.7 Procedural irregularities

- (a) No decision of the Region, the Board or any Board authorised entity shall be invalid merely because of a failure to give proper notice under this Constitution or the Regulations or other irregularity in procedure required by this Constitution or the Regulations unless a person suffers substantial prejudice as a result of that failure to give proper notice or irregularity in procedure.
- (b) The Region, the Board or other Board authorised entity may confirm an earlier decision which may have been otherwise invalid because of a failure to give proper notice or other irregularity in procedure and the decision shall be deemed to be valid from the time it was originally made.

28. VOTING AT GENERAL MEETINGS

28.1 Members Entitled to Vote

Each Club shall be entitled to one (1) vote at General Meetings which, subject to this clause shall be exercised by the Club's Delegate. No other Member shall be entitled to vote but shall subject to this Constitution have, and be entitled to exercise, those rights set out in **Clause 5.1**. The Directors shall have no right to vote at General Meetings.

28.2 No Casting Vote

Where voting at General Meetings is equal the motion will be lost.

28.3 Postal or Electronic Voting

No motion shall be determined by a postal or electronic ballot unless determined by the Board. If the Board so determines, the postal or electronic ballot shall be conducted under procedures determined by the Board from time to time.

29. PROXY VOTING

Proxy voting is not permitted at any general meeting.

30. GRIEVANCE PROCEDURE

- (a) The grievance procedure set out in this clause rule applies to disputes arising under this Constitution between a Member and:
 - (i) another Member; or
 - (ii) the Region.
- (b) The parties to the dispute must 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 parties.
- (c) If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties may refer the dispute to an independent tribunal established by BV in accordance with the procedures determined by BV from time to time.
- (d) The Board may prescribe additional grievance procedures in Regulations consistent with this **Clause 30**.
- (e) If the dispute is not resolved the Board may take whatever steps it considers appropriate in regard to the dispute in the best interests of the Region and the Members concerned.

31. RECORDS AND ACCOUNTS

31.1 Records

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

31.2 Records Kept in Accordance with Act

- (a) Proper accounting and other records of the Region including books, minutes, documents and securities shall be kept in accordance with the Act and otherwise shall be kept in the care and control of the Secretary.
- (b) Subject to the Act, the Board may determine whether and to what extent, and at what times and places and under what conditions, the financial records, accounts, books, securities or other relevant documents of the Region will be open for inspection by the Members.
- (c) The Region shall retain such records for seven (7) years after the completion of the transactions or operations to which they relate.

31.3 Board to Submit Accounts

The Board shall submit to:

- (a) BV; and
- (b) the Members at the AGM;

the statements of account of the Region in accordance with this Constitution and the Act.

31.4 Accounts Conclusive

The statements of account when approved or adopted by an AGM shall be conclusive except as regards any error discovered in them within three months (3) after such approval or adoption.

31.5 Accounts to be available to Members

The Secretary shall ensure all persons entitled to receive notice of AGMs under this Constitution, receive or have access to a copy of the statements of account, the Board's report, the auditor's report and every other document required under the Act (if any).

31.6 Negotiable Instruments

All cheques, promissory notes, bankers, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Region, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two (2) duly authorised Directors or in such other manner as the Board determines.

32. AUDITOR

- (a) A properly qualified auditor shall be appointed by the Region in General Meeting. The auditor's duties shall be regulated in accordance with the Act, or if no relevant provisions exist under the Act, in accordance with the *Corporations Act* and generally accepted principles, and/or any applicable code of conduct.
- (b) The accounts of the Region shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor at the conclusion of each Financial Year.

33. INCOME

- (a) Income and property of the Region shall be:
 - (i) derived from such sources; and
 - (ii) managed in such manner;as the Board determines from time to time subject to the Act and this Constitution.
- (b) The income and property of the Region shall be applied solely towards the promotion of the Purposes.
- (c) Except as prescribed in this Constitution or the Act:
 - (i) no portion of the income or property of the Region shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member or Director; and
 - (ii) no remuneration or other benefit in money or money's worth shall be paid or given by the Region to any Member who holds any office of the Region.
- (d) Nothing in **Clauses (b)** or **(c)** shall prevent payment in good faith of or to any Member for:
 - (i) any services actually rendered to the Region whether as an employee, Director or otherwise;
 - (ii) goods supplied to the Region in the ordinary and usual course of operation;
 - (iii) interest on money borrowed from any Member;
 - (iv) rent for premises demised or let by any Member to the Region;

(v) any out-of-pocket expenses incurred by the Member on behalf of the Region;

provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

34. WINDING UP

- (a) Subject to this Constitution the Region may be wound up or cancelled in accordance with the Act.
- (b) The liability of the Members of the Region is limited.
- (c) Every Club undertakes to contribute to the assets of the Region if it is wound up or cancelled while they are a Member, or within one (1) year after ceasing to be a Member, for payment of the debts and liabilities of the Region contracted before the time at which it ceases to be a Member and the costs, charges and expenses of winding up or cancelling the registration of the Region, such an amount not exceeding one dollar (\$1.00).

35. DISTRIBUTION OF PROPERTY ON WINDING UP

If upon winding up or cancellation of the Region there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the Members. Instead, the assets or property shall be given or transferred to an organisation(s) that has purposes similar to the purposes and which prohibits the distribution of its income and property among its members to an extent at least as great as is imposed on the Region by this Constitution. Such organisation(s) will be determined by the Members in General Meeting at or before the time of winding up or cancellation. If this does not occur, the decision is to be made by such judge of the Supreme Court of Victoria or other Court as may have or acquire jurisdiction in the matter.

36. ALTERATION OF CONSTITUTION

This Constitution shall not be altered except by Special Resolution AND approval of BV.

37. REGULATIONS

37.1 Board to Formulate Regulations

The Board may formulate, issue, adopt, interpret and amend such Regulations for the proper advancement, management and administration of the Region, the advancement of the Purposes and the Sport in the Region Area. Such Regulations must be consistent with the Constitution, BV's constitution, any regulations made by BV and any policy directives of the Board.

37.2 Regulations Binding

All Regulations are binding on the Region and all Members.

37.3 Regulations Deemed Applicable

All clauses, rules, by-laws and regulations of the Region (by whatever name) in force at the date of the approval of this Constitution insofar as such clauses, rules, by-laws and regulations are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be Regulations and shall continue to apply and be in operation.

37.4 Changes Binding on Members

Amendments, alterations, interpretations or other changes to Regulations shall be advised to Members by such means as are determined and approved by the Board from time to time and prepared and issued by the Secretary. Clubs shall take reasonable steps to distribute such changes to Individual Members. All changes are binding on all Members.

38. STATUS AND COMPLIANCE OF ASSOCIATION

38.1 Recognition of Region

Subject to compliance with this Constitution and BV constitution the Region shall continue to be recognised by BV and shall administer Sport in the Region Area in accordance with the Purposes.

38.2 Compliance of Region

- (a) The Members acknowledge and agree the Region shall:
- (b) be or remain incorporated in Victoria;
- (c) apply its property and capacity solely in pursuit of the Purposes and the Sport;
- (d) do all that is reasonably necessary to enable the Purposes to be achieved;
- (e) act in good faith and loyalty to ensure the maintenance and enhancement of the Sport, its standards, quality and reputation for the benefit of the Members and the Sport;
- (f) at all times act in the interests of the Members and the Sport;
- (g) not resign, disaffiliate or otherwise seek to withdraw from BV without approval by Special Resolution; and
- (h) abide by BV's and BA's constitutions and the rules of the Sport.

38.3 Operation of Constitution

The Region and the Members acknowledge and agree:

- (a) that they are bound by this Constitution and that this Constitution operates to create uniformity in the way in which the Purposes and the Sport are to be conducted, promoted, encouraged, advanced and administered throughout the Region Area; and
- (b) to ensure the maintenance and enhancement of the Sport, its standards, quality and reputation for the benefit of the Members and the Sport;
- (c) not to do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of the Sport and its maintenance and enhancement;
- (d) to promote the economic and community service success, strength and stability of each other and to act interdependently with each other in pursuit of their respective Purposes;
- (e) to act in the interests of Sport and the Members; and
- (f) that should a Member including but not only Clubs have governance, administrative, operational or financial difficulties the Board may act (but is not obliged) to assist the Member in whatever manner the Board considers appropriate.

39. ASSOCIATION'S CONSTITUTION

39.1 Constitution of the Region

This Constitution will clearly reflect the Purposes of BV and will conform to BV's constitution, subject always to the Act.

39.2 Operation of BV constitution

- (a) The Region will take all reasonable steps to ensure this Constitution conforms to BV constitution subject always to the Act.
- (b) The Region shall provide to BV a copy of this Constitution and any amendments to it. The Region acknowledges and agrees that BV has power to veto any provision in its Constitution which, in BV's opinion, is contrary to the Purposes of BV.

39.3 Register

The Region shall maintain, in a form acceptable to BV but otherwise in accordance with the Act and this Constitution, a Register of all Clubs and if appropriate all Individual Members.

40. STATUS AND COMPLIANCE OF CLUBS

40.1 Compliance

Clubs acknowledge and agree that they shall:

- (a) be or remain incorporated in the state they are required by law;
- (b) in accordance with **Clause 6.4** nominate Delegates annually to attend General Meetings, and shall inform the Region of the details of those persons accordingly;
- (c) provide the Region with copies of their audited accounts, annual financial reports and other associated documents as soon as practicable, following the Club's Annual General Meeting;
- (d) recognise BV as the authority and BA as the national authority for Sport;
- (e) adopt and implement such communications and Intellectual Property policies as may be developed by the Region and/or BV from time to time; and
- (f) have regard to the Purposes in any matter of the Club pertaining to Sport.

40.2 Club Constitutions

- (a) A Club's constituent documents will clearly reflect the Purposes and will conform to this Constitution and BV constitution.
- (b) Clubs will take all reasonable steps necessary to ensure their constituent documents conform to this Constitution and BV constitution.
- (c) Clubs shall provide to the Region and BV a copy of their constituent documents and all amendments to these documents.
- (d) The constituent documents of each Club shall, at the earliest available opportunity, but within one year of the commencement of this Constitution, recognise the Region as the authority for Sport in the Region Area, BV as the authority for Sport in Victoria and BA as the national authority for Sport in Australia.

40.3 Register

All Clubs shall maintain, in a form acceptable to the Region, a Register of all members of the Club. Each Club shall provide a copy of the Register at a time and in a form acceptable to the Region, and shall provide regular updates of the Register to the Region.

41. NOTICE

- (a) Notices may be given by the Region to any person entitled under this Constitution to receive any notice by sending the notice by:
 - (i) pre-paid post; or
 - (ii) by electronic mail;
 - (iii) to the Member's registered address or electronic mail address, or in the case of a Delegate, to the last notified address or electronic mail address; or
 - (iv) prominently posting the notice on the Region's website.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected three (3) days after posting.
- (c) Where a notice is sent by electronic mail or by posting the notice on the Region's website, service of the notice shall be deemed to be effected the next business day after it was sent or posted.

42. INDEMNITY

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