

# **Constitution**

**Date: 24 November 2020**

## **EQUESTRIAN FEDERATION OF AUSTRALIA-VICTORIAN BRANCH INC**

**trading as EQUESTRIAN VICTORIA**



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# CONSTITUTION OF EQUESTRIAN VICTORIA INC ABN 80 362 146 367

## Part I - PURPOSES, POWERS AND INTERPRETATION

### 1. NAME

The name of the incorporated association is Equestrian Victoria Inc. A0005054N.

### 2. PURPOSES OF ASSOCIATION

The Association is the peak body for the administration of Equestrian Sport in Victoria. The purposes for which the Association is established and maintained are to:

- a) create a uniform entity through and by which Equestrian in Victoria can be encouraged, conducted, promoted and administered and to be the governing body of Equestrian in Victoria;
- b) promote and encourage Equestrian within Victoria and the conduct of the sport as an affiliated member of Equestrian Australia;
- c) adopt and accept the rules of FEI and abide by the interpretation of such rules as determined from time to time by the Association;
- d) act for its Members in all matters pertaining to Equestrian;
- e) control, manage and conduct Equestrian competitions at a state level;
- f) select and manage Equestrian teams to represent Victoria in national competitions inside and outside Victoria;
- g) encourage, conduct, promote, and administer Equestrian throughout Victoria, through and by the Members for the mutual and collective benefit of the Members and Equestrian;
- h) act in good faith and loyalty to ensure the maintenance and enhancement of the Association and Equestrian, its standards, quality and reputation for the collective and mutual benefit of the Members and Equestrian;
- i) operate with, and promote mutual trust and confidence between the Association and the Members in pursuit of these purposes;
- j) at all times to act on behalf of, and in the interests of, the Members and Equestrian;
- k) promote the economic and sporting success, strength and stability of the Association and the Members and to act interdependently with each Member in pursuit of these purposes;
- l) affiliate and otherwise liaise with Equestrian Australia and such other bodies as may be desirable, in the pursuit of these purposes;
- m) encourage, conduct, promote, advance and govern Equestrian;
- n) apply the property and capacity of the Association towards the fulfilment and achievement of these purposes;
- o) use and protect the Association's Intellectual Property;
- p) strive for and maintain government, commercial and public recognition of the Association as the authority for Equestrian in Victoria;
- q) promulgate and secure uniformity in such rules and standards as may be necessary for the management of Equestrian, Equestrian competitions and related activities, including but not limited to the rules of the game and coaching standards;
- r) pursue through itself or others, such commercial arrangements, including sponsorship and marketing opportunities, as are appropriate to further the purposes of the Association;
- s) further develop the Association and Equestrian into an organised institution and having regard to these purposes and in conjunction with the Members, foster, regulate, organise, conduct and manage Equestrian competitions, events, displays and other activities;
- t) promote the health and safety of athletes, horses, officials and other individuals participating in Equestrian in any capacity;
- u) act as final arbiter on all matters pertaining to the conduct of Equestrian in Victoria, including disciplinary matters;

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- v) establish and conduct education and training programs for athletes, coaches and officials in the implementation and interpretation of Equestrian rules and standards;
- w) formulate and implement appropriate policies, including policies in relation to member protection, equal opportunity, equity, drugs in sport, health, safety (OH&S), junior and senior programs, infectious diseases and such other matters as arise from time to time and as required to meet Government requirements, as issues to be addressed in Equestrian;
- x) represent the interests of the Members and of Equestrian generally in any appropriate forum;
- y) have regard to the public interest in its operation;
- z) encourage and promote performance-enhancing drug free competition;
- aa) give, and where appropriate, seek recognition for athletes, officials and other individuals participating in Equestrian in any capacity to obtain awards or public recognition; and
- bb) undertake and or do all things or activities which are necessary, incidental or conducive to the advancement of these purposes.

### 3. POWERS OF ASSOCIATION

Solely for furthering the purposes set out above the Association has, in addition to the rights, powers and privileges conferred on it under the Act, the legal capacity and powers of a company as set out under section 124 of the Corporations Act 2001.

### 4. FINANCIAL YEAR

The financial year of the Association is each period of 12 months ending on 30 June.

### 5. INTERPRETATION AND DEFINITIONS

#### 5.1 Definitions

In this Constitution, unless the contrary intention appears:

**Absolute majority**, of any Committee, means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting).

**Act** means the **Associations Incorporation Reform Act 2012** as amended or replaced from time to time and includes any regulations made under that Act.

**Affiliate Member** means an Equestrian club or any other body who is accepted for membership of the Association under rule 6.2.

**Annual General Meeting** means a meeting of Members convened in accordance with rule 21.

**Annual Subscriptions** means the annual fees payable by each category of Member as determined by the Board under rule 6.9.

**Appointed Director** means a Director appointed under rule 26.6.

**Associate Member** means a horse owner or any person or organisation who is accepted for membership of the Association in this category under rule 6.4.

**Association** means Equestrian Victoria Inc.

**Board** means the body consisting of the Directors under rule 26.3.

**Chairman** (President) means the Chairman/President of the Association appointed in accordance with rule 26.3b) from time to time.

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**Chief Executive** means the chief executive officer of the Association appointed by the Board in accordance with rule 30.1.

**Committee** means any committee or group of the Association created under this constitution from time to time and it includes any Standing Committees.

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

**Corporate Member** means syndicate owners or any person or organisation who is accepted for membership of the Association in this category under rule 6.4.

**Delegate** means a representative of an Affiliate Member (or in their absence a nominee of that representative who must also be a member of the same Affiliate Member as the Delegate). The Delegate (or their nominee) is the only person who may represent the Affiliate Member at General Meetings.

**Director** means a member of the Board and includes an Elected Director, an Appointed Director and any others appointed under rule 26.3.

**Elected Director** means an Individual Member elected as a Director under rule 26.

**Equestrian** means equestrian and horse sport (including but not limited to the disciplines of dressage, eventing and showjumping) as determined by FEI with such variations as may be recognised by Equestrian Australia and the Association from time to time.

**Equestrian Australia** means Equestrian Australia Limited, the governing body for equestrian sport in Australia, or its successor.

**FEI** means Federation Equestre Internationale, the international governing body for Equestrian, or its successors.

**General Meeting** means an Annual General Meeting together with any meeting of Members convened in accordance with rule Part V - GENERAL MEETINGS.

**Honorary Life Member** means a natural person who has rendered distinguished service to the Association or Equestrian and is accepted for membership of the Association under rule 6.5.

**Individual Member** means a natural person over the age of 18 years who is accepted for membership of the Association in this category under rule 6.3.

**Intellectual Property** means all rights subsisting in copyright, trade names, trade marks, 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.

**Junior Member** means a natural person under the age of 18 years who is accepted for membership of the Association in this category under rule 6.3.

**Life Member** means anyone who is accepted for membership of the Association under rule 6.6. For the avoidance of doubt, this category of Member differs from an Honorary Life Member.

**Member** means either any person or organisation recognized as a Member by the Board under rule 6 from time to time.

**Register** means the register of Members kept in accordance with rule 6.10.

**Regulations** means any regulations made by the Board under rule 42.

**Special Resolution** has the same meaning as in the Act.

**Standing Committees** (State Sports Committee/State Discipline Committee) means the Committees established under rule 30.3.

## **5.2 Interpretation**

In this Constitution:

- a) a reference to a function includes a reference to a power, authority and duty;
- b) a reference to 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 of any of them (whether of the same or any legislative authority having jurisdiction); and
- 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.

## **5.3 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.



## 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) Affiliate Members (who shall be represented at General Meetings by a Delegate) will, subject to this Constitution, have the right to be present, to debate and to vote at General Meetings;
- b) Individual Members, who will, subject to this Constitution, have the right to be present, debate and vote at General Meetings;
- c) Junior Members, who shall have the right to be present, but not to debate or vote at General Meetings;
- d) Honorary Life Members, who shall have the right to be present, debate and vote at General Meetings;
- e) Life Members, who shall have the right to be present, debate and vote at General Meetings;
- f) Associate Members, who shall have no right to be present, debate or vote at General Meetings;
- g) Corporate Members, who shall have no right to be present, debate or vote at General Meetings; and
- h) such other category or categories of members as determined by the Board from time to time.

#### 6.2 Application for Membership – Affiliate Members

- a) To be eligible for membership as an Affiliate Member, the applicant must be incorporated or in the process of incorporation (which process shall be complete within twelve months of applying for membership under this Constitution) and meet any other criteria set by the Board from time to time. Subject to this Constitution or any procedures set by the Board from time to time, an application for membership by an Affiliate Member must be:
  - i. in writing (which may include, but is not limited to, an online application) 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 Chief Executive.
- b) As soon as is practicable after the receipt of an application under rule 6.2a) the Chief Executive shall refer the application to the Board.
- c) Upon an application being referred to the Board, the Board shall, as soon as practicable, determine whether to approve or decline the application.
- d) If the Board approves the application for membership, the Chief Executive shall, as soon as practicable, notify the applicant in writing that it is approved. If approved, membership shall commence on entry into the Register.
- e) If the Board does not approve an application for membership, the Chief Executive 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. If the Board rejects the application, it must return any money accompanying the application to the applicant.

#### 6.3 Application for Membership – Individual Members and Junior Members

- a) To be eligible for membership as an Individual Member or Junior Member, the applicant must be a natural person and meet any other criteria set by the Board from time to time.
- b) Subject to this Constitution or any procedures set by the Board from time to time, an application for membership as an Individual Member or Junior Member must be:
  - i. in writing (which may include, but is not limited to, an online application) 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 Chief Executive.

If a person satisfies the criteria set by this rule 6.3, they shall be deemed an Individual Member or Junior Member, subject always to this Constitution and in particular sub-rules c) and d) below.

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- c) The Chief Executive may, in their discretion, refer any application for membership as an Individual Member or Junior Member to the Board for review. The Board may, in its discretion, determine whether to approve or decline the application.
- d) If the Board does not approve an application for membership, the Chief Executive 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. If the Board rejects the application, it must return any money accompanying the application to the applicant.

### 6.4 Application for Membership – Associate Members and Corporate Members

- a) To be eligible for membership as an Associate Member or Corporate Member, the applicant must meet any criteria set by the Board from time to time.
- b) Subject to this Constitution or any procedures set by the Board from time to time, an application for membership as an Associate Member or Corporate Member must be:
  - i. in writing (which may include, but is not limited to, an online application) 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 Chief Executive.

If a person satisfies the criteria set by this rule 6.4, they shall be deemed an Associate Member or Corporate Member, subject always to this Constitution and in particular sub-rules c) and d) below.

- c) The Chief Executive may, in their discretion, refer any application for membership as an Associate Member or Corporate Member to the Board for review. The Board may, in its discretion, determine whether to approve or decline the application.
- d) If the Board does not approve an application for membership, the Chief Executive 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. If the Board rejects the application, it must return any money accompanying the application to the applicant.

### 6.5 Honorary Life Members

Honorary Life Members shall be determined by the Board. The Board may grant a person honorary life membership in recognition of services rendered to the Association. Nominations for honorary life membership should be lodged with the Chief Executive.

### 6.6 Life Members

Life Members shall be determined by the Board from time to time on such terms and conditions as set by the Board.

### 6.7 Delegates of Affiliate Members

- a) Each Affiliate Member shall advise the Chief Executive prior to an Annual General Meeting who its Delegate will be for the succeeding year. If an Affiliate Member fails to provide notification to the Chief Executive, the president or secretary of the Affiliate Member shall be deemed to be the Delegate.
- b) If an Affiliate Member has failed to notify the Chief Executive of its Delegate prior to the Annual General Meeting, it may notify the Chief Executive prior to any General Meeting who its Delegate will be for that General Meeting.
- c) If a Delegate is unable to attend a General Meeting, the Affiliate Member may notify the Chief Executive in writing not less than 48 hours before that General Meeting of an alternate Delegate. Such notification is valid for that General Meeting only.
- d) If a Delegate is unable to attend a General Meeting and the Affiliate Member:
  - i. has failed to provide notice in writing under rule 6.7c); or
  - ii. is otherwise unable to provide the Chief Executive with notice at least 48 hours prior to the General Meeting, the

Affiliate Member cannot appoint an alternate Delegate.

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- e) The Chief Executive shall record any change in Delegate in the Register.
- f) Each Delegate shall comply with the directions given by a resolution of the Affiliate Member appointing that Delegate, including in respect of voting and if required by the Board shall provide to the Board evidence of such compliance.

### 6.8 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 purposes of the Association; 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.

### 6.9 Renewal of membership

- a) An Affiliate Member is not required to reapply for membership each Financial Year. Affiliate Members shall, subject to this Constitution, remain Members provided all monies due and payable to the Association have been paid. If Affiliate Members do not pay monies within thirty days of the due date, subject to the Board's discretion, all of that Affiliate Members' rights under this Constitution shall be immediately suspended until such time as all monies are fully paid.
- b) All classes of Member other than Affiliate Members, Life Members and Honorary Life Members must reapply for membership each Financial Year through the procedure set out in this Constitution or by the Board from time to time.

### 6.10 Register of members

The Chief Executive must keep and maintain a register of members that includes:

- i. for each current member:
  - a. the member's name;
  - b. the address for notice last given by the member;
  - c. the date of becoming a member;
  - d. the category of membership;
  - e. if the member has voting rights;
  - f. any other information determined by the Board; and
- ii. for each former member, the date of ceasing to be a member.

### 6.11 Inspection of Register

Having regard to confidentiality considerations, an extract of the Register, excluding the contact details of a Member who is an individual, shall be available for inspection (but not copying) by Members, upon reasonable request.

### 6.12 Register to be kept by Affiliate Members

Affiliate Members 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 Affiliate Member (including, but not limited to, those who are Individual Members of the Association). Such register shall be available for inspection (including copying) by the Chief Executive (or their nominee), upon reasonable request.

## **7. SUBSCRIPTIONS AND FEES**

The Annual Subscriptions and any other fees or obligations payable by Members or categories of Members to the Association, the benefits which apply, the time for, and manner of payment, shall be determined by the Board from time to time.

## **8. RESIGNATION OF MEMBERS**

### **8.1 Resignation**

- a) The membership of a person ceases on resignation, expulsion or death.
- b) If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.
- c) Any Member who has paid all monies due and payable to the Association resigns from the Association by giving thirty days notice in writing to the Association of such intention to resign.
- d) A member is taken to have resigned if the member's annual subscription is more than 12 months in arrears.

### **8.2 Expiration of Notice Period**

Upon the expiration of a notice given under rule 8.1, an entry, recording the date on which the Member who gave notice ceased to be a Member, shall be recorded in the Register.

### **8.3 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, but not limited to, its Intellectual Property and any monies (including Membership fees previously paid).

## **9. RIGHTS NOT TRANSFERABLE**

For the avoidance of doubt, the rights of a member are not transferable and end when membership ceases.

## Part III - DISCIPLINARY ACTION

### 10. GROUNDS FOR TAKING DISCIPLINARY ACTION

The Association may take disciplinary action against a member in accordance with this Part if it is determined that the member has:

- a) breached, failed, refused or neglected to comply with a provision of this Constitution or the Regulations; or
- b) acted in a manner unbecoming of a Member or prejudicial to the purposes and interests of the Association or another Member; or
- c) brought the Association, the sport of equestrian or another Member into disrepute.

### 11. DISCIPLINARY SUBCOMMITTEE

- a) If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Board must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- b) The members of the disciplinary subcommittee:
  - i. may be Board members, members of the Association or anyone else; but
  - ii. must not be biased against, or in favour of, the member concerned.

### 12. NOTICE TO MEMBER

- a) Before disciplinary action is taken against a member, the Secretary must give written notice to the member:
  - i. stating that the Association proposes to take disciplinary action against the member; and
  - ii. stating the grounds for the proposed disciplinary action; and
  - iii. specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting); andadvising the member that he or she may do one or both of the following:
  - i. attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
  - ii. give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
  - iii. setting out the member's appeal rights under rule 14.
- b) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

### 13. DECISION OF SUBCOMMITTEE

- a) At the disciplinary meeting, the disciplinary subcommittee must:
  - i. give the member an opportunity to be heard; and
  - ii. consider any written statement submitted by the member.
- b) After complying with rule 13 a) the disciplinary subcommittee may:
  - i. take no further action against the member; or
  - ii. subject to rule 13 c):
    - g. reprimand the member; or
    - h. suspend the membership rights of the member for a specified period; or
    - i. expel the member from the Association.
- c) The disciplinary subcommittee may not fine the member.
- d) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

### 14. APPEAL RIGHTS

- a) A person whose membership rights have been suspended or who has been expelled from the Association under rule 13 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- b) The notice must be in writing and given:
  - i. to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or

- ii. to the Secretary not later than 48 hours after the vote.
- c) If a person has given notice under rule 14 b), a disciplinary appeal meeting must be convened by the Board as soon as practicable, but in any event not later than 21 days, after the notice is received.
- d) Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must:
  - i. specify the date, time and place of the meeting; and
  - ii. state:
    - a. the name of the person against whom the disciplinary action has been taken; and
    - b. the grounds for taking that action; and
    - c. that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

## **15. CONDUCT OF DISCIPLINARY APPEAL MEETING**

- a) At a disciplinary appeal meeting:
  - i. no business other than the question of the appeal may be conducted; and
  - ii. the Board must state the grounds for suspending or expelling the member and the reasons for taking that action; and
  - iii. the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- b) After complying with rule 15 a), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- c) A member may not vote by proxy at the meeting.
- d) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

## Part IV - GRIEVANCE PROCEDURE

### 16. APPLICATION

- a) The grievance procedure set out in this Section applies to disputes under these Rules between:
  - iv. a member and another member;
  - v. a member and the Board;
  - vi. a member and the Association.
- b) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

### 17. PARTIES MUST ATTEMPT TO RESOLVE THE DISPUTE

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

### 18. APPOINTMENT OF MEDIATOR

- a) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 17, the parties must within 10 days:
  - i. notify the Board of the dispute; and
  - ii. agree to or request the appointment of a mediator; and
  - iii. attempt in good faith to settle the dispute by mediation.
- b) The mediator must be:
  - i. a person chosen by agreement between the parties; or
  - ii. in the absence of agreement:
    - a. if the dispute is between a member and another member—a person appointed by the Board; or
    - b. if the dispute is between a member and the Board or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- c) A mediator appointed by the Board may be a member or former member of the Association but in any case must not be a person who:
  - i. has a personal interest in the dispute; or
  - ii. is biased in favour of or against any party.

### 19. MEDIATION PROCESS

- a) The mediator to the dispute, in conducting the mediation, must:
  - i. give each party 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 throughout the mediation process.
- b) The mediator must not determine the dispute.

### 20. FAILURE TO RESOLVE DISPUTE BY MEDIATION

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## Part V - GENERAL MEETINGS

### 21. ANNUAL GENERAL MEETINGS

#### 21.1 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 on a date and at a venue to be determined by the Board but no more than 5 months after the end of each financial year.

#### 21.2 Business

- a) The Annual General Meeting will transact any business required by the Act and/or determined by the Board and Chief Executive.
- b) The Ordinary Business of the Annual General meeting is as follows:
  - i. to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
  - ii. to receive and consider:
    - a. the annual report of the Board on the activities of the Association during the preceding financial year; and
    - b. the financial statements of the Association for the preceding financial year submitted by the Board in accordance with Part 7 of the Act; and
  - iii. to elect the members of the Board.
- c) All business that is transacted at a General Meeting, and also all that is transacted at the annual general meeting, with the exception of those matters set out at rule 21.2a) and b) shall be special business. "Special business" is business of which a notice of motion has been submitted in accordance with rule 23.2(b).

#### 21.3 Additional Meetings

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

### 22. GENERAL MEETINGS

#### 22.1 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.

#### 22.2 Request for General Meetings

- a) The Board shall convene a General Meeting upon a request in writing from not less than 100 Members who would be eligible to vote at such 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 Members making the request and be sent to the Chief Executive and may consist of several documents in a like form, each signed by one or more of the Members making the requisition.
- c) If the Board does not cause a General Meeting to be held within thirty 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 sixty 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.

### 23. NOTICE OF MEETINGS

#### 23.1 Notice to be given for General Meetings



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- a) The Chief Executive shall, at least 21 days before the date fixed for holding a General Meeting, send to each Affiliate Member, at their address appearing in the Register, and each Director a notice of meeting.
- b) The notice of meeting must be in writing and must:
  - i. state the date, time and place of the meeting; and
  - ii. indicate the general nature of each item of business to be considered at the meeting; and
  - iii. if a special resolution is to be proposed:
    - a. state in full the proposed resolution; and
    - b. state the intention to propose the resolution as a special resolution; and
  - iv. For the avoidance of doubt, this rule does not apply to a disciplinary appeal meeting; and
  - v. The Association may also advertise the General Meeting on its website or otherwise as deemed appropriate.

### 23.2 Business of Meeting

- a) No business other than that set out in the notice convening the meeting shall be transacted at the General Meeting. Members entitled to vote may submit notices of motion as special business at a General Meeting where the subject of such notices of motion relate to a matter which is expressed in this Constitution to be a right or power of the Members in General Meeting. Where the subject of a notice of motion relates to a matter which is not expressly stated in this Constitution or the Act to be a right or power of the Members in General Meeting, it will not be considered a valid notice of motion and will not be included as special business at a General Meeting. All notices of motion for inclusion as special business at a General Meeting must be submitted in writing (in the prescribed form) to the Chief Executive Officer not less than 30 days prior to the General Meeting.  
A motion of which due notice has been given, if unsuccessful, cannot be resubmitted, nor may any other motion having a similar effect be moved at a subsequent General Meeting for a period of twelve months. The Chairperson shall in their discretion determine whether a motion is a motion having a similar effect.

## 24. PROCEEDINGS AT MEETINGS

### 24.1 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 at the time when a meeting proceeds to business.  
Twenty Members (or their Delegates) entitled to vote at the meeting personally present constitute a quorum for the transaction of the business at a General Meeting.  
If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting:
  - vi. if convened upon the requisition of Members, shall be dissolved; and
  - vii. 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 shall be a quorum.

### 24.2 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, the Directors present shall elect one of their number to preside as chairperson at the meeting.

### 24.3 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.  
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.

### 24.4 Use of Technology

- a) The Board may from time to time resolve that a Member not physically present at a General Meeting may participate in the meeting by the use of technology that allows that Member and the Members present at the meeting to clearly and simultaneously communicate with each other.

- b) If the Board resolves to permit a General Meeting to occur as set out at Rule 24.4a), a Member participating in such General Meeting is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

## **25. VOTING AT GENERAL MEETINGS**

### **25.1 Voting Rights**

Subject to any other provision of this Constitution, at all General Meetings:

- a) each Affiliate Member is entitled to one vote on any question, which vote shall be exercised through their nominated Delegate; and
- b) Individual Members, Life Members and Honorary Life Members are entitled to one vote each.

### **25.2 Voting Procedure**

- a) Subject to rule 25.2 b), votes at a General Meeting shall be given in person by those present and entitled to vote.
- b) If the Affiliate Member's Delegate is unable to attend a General Meeting, the Affiliate Member may give its proxy to a Delegate from another Affiliate Member or the chair of the meeting. For voting by proxy to be valid, the Affiliate Member must notify the Chief Executive of the details of its proxy:
  - i. in writing on the form (if any) required by the Chief Executive from time to time; and
  - ii. not less than 48 hours before that General Meeting.
- c) Proxy forms cannot be accepted by the Chief Executive within 48 hours of the General Meeting.
- d) Subject to rule 25.4, all questions arising at a General Meeting shall be determined on a show of hands.
- e) In the case of an equality of votes on a question, the motion shall fail. Neither the President nor the chairperson of the meeting is entitled to exercise a second or casting vote.
- f) 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 Chief Executive, been paid by the Affiliate Member the Delegate represents.

### **25.3 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.

### **25.4 Poll at General Meetings**

- a) If at a meeting a poll on any question is demanded by ten (10) 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.

### **25.5 Postal Voting**

- a) Postal voting will only be used if the Board determines it is appropriate or necessary.
- b) The Board may determine how to conduct any postal vote which may include, but not be limited to, through ordinary post or any form of technology (for example, a website) it deems appropriate.

### **25.6 Resolutions at General Meetings**

Except where a Special Resolution is required, all questions at General Meetings shall be determined by the majority of votes (as set out at rule 25.2).

### **25.7 Minutes of General Meeting**

- a) The Board must ensure that minutes are taken and kept of each general meeting.
- b) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- c) In addition, the minutes of each annual general meeting must include:
  - i. the names of the members present at the meeting; and

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- ii. proxy forms given to the Chairperson of the meeting under rule 25.2 b); and
- iii. the financial statements submitted to the members in accordance with rule 21b)(ii)b); and
- iv. the certificate signed by two Board members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
- v. any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

## Part VI - BOARD

### 26. BOARD

#### 26.1 Powers of Board

- a) The affairs of the Association shall be managed by the Board constituted under rule 26.3.

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.

#### 26.2 General Duties

- a) As soon as practicable after being elected or appointed to the Board, each Board member must become familiar with these Rules and the Act.
- b) The Board is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Board comply with these Rules.
- c) Board members must exercise their powers and discharge their duties with reasonable care and diligence.
- d) Board members must exercise their powers and discharge their duties:
  - i. in good faith in the best interests of the Association; and
  - ii. for a proper purpose.
- e) Board members and former Board members must not make improper use of:
  - i. their position; or
  - ii. information acquired by virtue of holding their position

so as to gain an advantage for themselves or any other person or to cause detriment to the Association.
- f) In addition to any duties imposed by these Rules, a Board member must perform any other duties imposed from time to time by resolution at a general meeting.

#### 26.3 Composition of Board

- a) The Board shall consist of:
  - i. four Elected Directors who must all be Individual Members and who shall be elected in accordance with rule 27;
  - ii. subject to rule 26.5, four Directors who are appointed by the Standing Committees having been previously appointed as chair of that Standing Committee;
  - iii. two Appointed Directors who may be appointed by the other Directors in accordance with rule 26.6.
- b) The position of President shall be appointed by the Board from amongst its number. A Director may be re-appointed as President.
- c) The Board may allocate portfolios and/or titles to the Directors.

#### 26.4 Term of Directors

- a) Each Elected Director, shall hold office subject to this Constitution until the second Annual General Meeting following the declaration of their election at an AGM, but is eligible for re-election.
- b) For each two year interval, two Elected Directors shall be elected in the first year and two Elected Directors shall be elected in the second year.
- c) No Director (including the Elected Directors) may serve for more than four 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.

#### 26.5 Directors appointed by Standing Committee

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- a) If any Equestrian discipline other than those for which there is a Standing Committee established in rule 30.3 (which includes but is not limited to Driving, Reining, Endurance, Vaulting and Para-Equestrian) has a number of Individual Members which is at least 20% of the total Individual Membership of the Association, then:
  - i. the Board will establish a Standing Committee for that discipline; and
  - ii. that discipline will be entitled to appoint an additional Director under rule 26.3 a) ii.

### 26.6 Appointed Directors

- a) The Directors may appoint up to two Appointed Directors.
- b) An Appointed Director may have specific skills in commerce, finance, marketing, law or business generally or such other skills, which complement the Board composition, but need not have experience in or exposure to Equestrian. The Appointed Director does not need to be an Individual Member.
- c) The Appointed Director may be appointed by the Directors in accordance with this Constitution for a term of up to two years which, unless otherwise determined by the Board, shall commence six weeks after the Annual General Meeting until six weeks after the conclusion of the second Annual General Meeting following their appointment.

### 26.7 Casual Vacancy

In the event of a casual vacancy in the office of any Elected Director, the Board may appoint an appropriate Individual Member 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.

## 27. ELECTION OF ELECTED DIRECTORS

- a) The Chief Executive 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:
  - i. made in writing on the form provided by the Association from time to time (if any), signed by two Members and accompanied by the written consent of the nominee. The nominee must be an Individual Member; and
  - ii. delivered to the Chief Executive by the date specified on the call for nominations.
- c) If:
  - i. the number of nominations received for the Board is equal to the number of vacancies to be filled; or
  - ii. there are insufficient nominations from candidates received to fill the respective vacancies on the Board.

then those nominated shall be declared elected at the Annual General Meeting by the Returning Officer. Any vacancies shall be treated as casual vacancies under rule 26.7.

- d) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be conducted to determine the Elected Directors.
- e) The Returning Officer shall be appointed by the Board.
- f) The Returning Officer must not be a member nominated for the positions.
- g) The Returning Officer shall conduct the secret ballot in the manner determined by the Board, or as set out in the Regulations, from time to time.
- h) The decision of the Returning Officer on any matter relating to the elections is final and no appeal shall be made from that decision.
- i) Ballots that do not comply with, the manner determined by the Board, or as set out in the Regulations, from time to time, are not to be counted.
- j) If the Returning Officer is unable to declare the result of an election because 2 or more candidates received the same number of votes, the returning officer must:
  - i. conduct a further election for the position in accordance with Rule 27 to decide which of those candidates is to be elected; or
  - ii. with the agreement of those candidates, decide by lot which of them is to be elected.

## 28. VACANCY ON THE BOARD

**28.1 Grounds for Termination of Director**

- a) For the purposes of this Constitution, the office of a Director becomes vacant if the Director:
  - i. in the case of an Elected Director, ceases to be an Individual Member;
  - ii. in the case of a Director appointed by virtue of their position as chair of a Standing Committee, ceases to be chair of that Standing Committee;
  - iii. becomes an insolvent under administration within the meaning of the Corporations Act;
  - iv. resigns their office by notice in writing given to the Association;
  - v. is subject to any sanction by the Board under Part III - DISCIPLINARY ACTION;
  - vi. 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;
  - vii. 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;
  - viii. would be prohibited from being a director of a company under the Corporations Act 2001;
  - ix. is removed under rule 28.2; or
  - x. fails to attend three consecutive meetings of the Board without having previously obtained leave of absence or provided reasonable excuse for such absence.

**28.2 Removal of Director**

- a) The Association in a General Meeting may by Special Resolution remove an Elected Director, before the expiration of their term of office and appoint another Member in their place to hold office until the expiration of the term of the first mentioned Elected Director.
- b) Where the Elected Director to whom a proposed resolution referred to in rule 28.1 i makes representations in writing to the Chief Executive or the President and requests that such representations be notified to the Members, the Chief Executive or the President may send a copy of the representations to each Member or, if they are not so sent, the Elected Director may require that they be read out at the meeting, and the representations shall be so read.

**29. QUORUM AND PROCEDURE AT BOARD MEETINGS****29.1 Convening a Board Meeting**

- a) The Board shall meet as required, but shall meet on at least six occasions in each year.
- b) Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced in writing or by their presence) not less than 2 days' written notice of the meeting of the Board shall be given to each Director.
- c) Special Board meetings may be convened by the President or by any 4 Directors.
- d) 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);

in accordance with the Director's last notified contact details.

**29.2 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

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Board, those Directors may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum.

### 29.3 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, the motion shall fail; neither the President nor chair 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) 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 29.3 e) 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 29.3 e) 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.

### 29.4 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.

### 29.5 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.

### 29.6 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 18.5 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.

**29.7 Recording Disclosures**

It is the duty of the Chief Executive to record in the minutes any declaration made or any general notice as aforesaid given by a Director in accordance with rules 18.5 and 18.6.

**29.8 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.

**29.9 Minutes of meeting**

- a) The Board must ensure that minutes are taken and kept of each Board meeting.
- b) The minutes must record the following:
  - i. the names of the members in attendance at the meeting;
  - ii. the business considered at the meeting;
  - iii. any resolution on which a vote is taken and the result of the vote;
  - iv. any material personal interest disclosed under rules 29.5, 29.6 and 29.8.
- c) The Minutes and associated reports of the Board Meetings are available to members on request to the Chief Executive Officer, to be provided within 7 working days of a members' request. Minutes will be redacted only for matters of privacy and confidentiality required under State of Victoria and Commonwealth of Australia legislation.

**30. DELEGATED POWERS AND DUTIES****30.1 Chief Executive**

- a) The Chief Executive shall be appointed by the Board, for such term and upon such conditions as the Board thinks fit.
- b) The Chief Executive shall act as and carry out the duties of Secretary of the Association required under the Act to be performed by the secretary of an incorporated association. The Chief Executive Officer must give the registrar notice of his or her appointment as Secretary within 14 days after the appointment. If the position of Secretary becomes vacant, the Board must appoint a person to the position within 14 days after the vacancy arises.
- c) The Chief Executive shall be responsible to the Board for the management of the affairs of the Association, and for this purpose may exercise all powers of the Association which are not, under the Act or this Constitution, required to be exercised by the Board or by the Members.
- d) The Chief Executive shall have the right to be present and to debate at all Board and General Meetings of the Association but shall not vote.
- e) The Chief Executive must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- f) The Chief Executive must maintain the register of members in accordance with rule 6.10.
- g) The Chief Executive must give to the Registrar notice of his or her appointment within 14 days after the appointment.

**30.2 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, from time to time, 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) President or the Chief Executive shall be ex-officio members of any Committee so appointed. The President will have a vote on any such Committee.
- d) The proceedings for any Committee shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the Board in rule 29.
- e) Within seven days of any meeting of any Committee, the Committee shall send a copy of the minutes and any supporting documents to the Chief Executive.



**30.3 Standing Committees**

- a) Subject to rule 26.5, the following Committees shall be established as Standing Committees of the Board:
  - i. Dressage Victoria;
  - ii. Eventing Victoria;
  - iii. Jumping Victoria; and
  - iv. Show Horse Victoria.
- b) The Standing Committees will operate under the principles and rules set out in rule 30.2.
- c) The Standing Committees shall meet with the Board as required by the Board.

## Part VII - FINANCIAL MATTERS

### 31. SOURCES OF FUNDS

The funds of the Association shall be derived from Annual Subscriptions, donations and such other sources as the Board determines.

### 32. MANAGEMENT OF FUNDS

- a) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- b) Subject to any restrictions imposed by a general meeting of the Association, the Board may approve expenditure on behalf of the Association.
- c) The Board may authorise the Chief Executive to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- d) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two Directors or in such other manner approved by the Board from time to time.
- e) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- f) With the approval of the Board, the Chief Executive may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

### 33. FINANCIAL RECORDS

- a) The Association must keep financial records that:
  - i. correctly record and explain its transactions, financial position and performance; and
  - ii. enable financial statements to be prepared as required by the Act.
- b) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- c) The Chief Executive must keep in his or her custody, or under his or her control:
  - iii. the financial records for the current financial year; and
  - iv. any other financial records as authorised by the Board.
- d) The Chief Executive shall provide the Board with a copy of the currently Financial Statement at each scheduled Board meeting.

### 34. FINANCIAL STATEMENTS

- a) For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- b) Without limiting rule 34 a), those requirements include:
  - i. the preparation of the financial statements;
  - ii. as required, the review or auditing of the financial statements;
  - iii. the certification of the financial statements by the Board;
  - iv. the submission of the financial statements to the annual general meeting of the Association; and
  - v. the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

## Part VIII - MISCELLANEOUS

### 35. APPLICATION OF INCOME

- a) The income and property of the Association shall be applied solely towards the promotion of the purposes of the Association as set out in this Constitution.
- 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.

### 36. COMMON SEAL

- a) The Association may have a common seal which shall be kept in the custody of the Chief Executive.
- 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 2 Directors, or 1 Director and the Chief Executive, 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.

### 37. ALTERATION OF CONSTITUTION

This Constitution may only be altered by Special Resolution of a General Meeting of the Association.

### 38. 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) The Association may be wound up voluntarily by special resolution, after satisfaction of all its debts and liabilities.
- c) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- d) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which prohibits the distribution of its or their income and property among its or their members and which is not carried on for the profit or gain of its individual members.
- e) The body to which the surplus assets are to be given must be decided by special resolution and in default thereof by such judge of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter.

### 39. INDEMNITY

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

### 40. SERVICE OF NOTICES

- c) 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.

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- d) 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 ordinary course of post.
- e) 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.
- f) 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.

### 41. CUSTODY OF BOOKS AND OTHER DOCUMENTS

- a) Except as otherwise provided in this Constitution, the Chief Executive shall keep in his or her custody or control all books, documents and securities of the Association.
- b) Members may on request inspect free of charge the minutes of general meetings and subject to rule 41 d):
  - i. the register of members; and
  - ii. the financial records, books, securities and any other relevant document of the Association,
- c) At the sole decision of the Board, minutes of and reports to Board and Committee meetings.
- d) The Board may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- e) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- f) Subject to rule 41 d), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- g) For purposes of this rule:

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

- i. its membership records;
- ii. its financial statements;
- iii. its financial records;
- iv. records and documents relating to transactions, dealings, business or property of the Association.

### 42. REGULATIONS

- a) The Board may make Regulations, By-laws and Rules and alter, amend or rescind the same as occasions may require, and enforce penalties for their breach. Such Regulations, By-laws and Rules shall have the same force and effect as this Constitution, but shall not be in any way oppose or be in conflict with this Constitution. Such Regulations, By-laws and Rules shall be available for inspection in the Association premises.
- b) Amendments, alterations, interpretation or other changes to Regulations, By-laws and Rules shall be advised to Members by means of notice approved by the Board. Notices shall be binding upon all Members.
- c) All rules, by-laws and regulations of the Association in force at the date of the approval of this Constitution (insofar as such 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.

**Version History**

Tabled below is the version history of this constitution and shall be automatically updated each time the constitution is amended in accordance with the Act.

Version Number	Date of effect	Passed at General Meeting (date)	Comments
Ver 1.0	1 <sup>st</sup> Jan 2011	26 <sup>th</sup> Oct 2010	New Constitution accepted at the AGM.
Ver 2.0	28th October 2014	28th October 2014	Amended constitution around change in incorporations act, accepted at the AGM.
Version 3.0	21 December 2020	24 November 2020	Amendment to Clause 29.9 (c)