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**AUDAX AUSTRALIA CYCLING CLUB INC.
ABN 90 228 580 631
ARBN 125 562 307
(Registration No. A0014462N)**

CONSTITUTION

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CONSTITUTION

of

AUDAX AUSTRALIA CYCLING CLUB INC.

ABN 90 228 580 631

PART I – PURPOSES, POWERS AND INTERPRETATION

1. NAME

The name of the incorporated association is Audax Australia Cycling Club Inc.

2. PURPOSES OF ASSOCIATION

The Association is the peak body for the administration of Audax Cycling in Australia and other territories as determined by the Board from time to time. The purposes for which the Association is established and maintained are to:

- (a) provide opportunities for participation in Audax Cycling;
- (b) affiliate and otherwise liaise with Les Randonneurs Mondiaux and Audax Club Parisien and such other bodies as may be desirable, in the pursuit of these purposes;
- (c) provide fellowship for Members;
- (d) organise and fund Audax Cycling rides and related activities;
- (e) create a uniform entity through and by which Audax Cycling in Australia can be encouraged, conducted, promoted and administered and to be the governing body of Audax Cycling in Australia;

The Association is also established for the following ancillary purposes:

- (f) promote and encourage Audax Cycling nationally and the conduct of Audax Cycling rides and related activities;
- (g) act for its Members in all matters pertaining to Audax Cycling;
- (h) operate with, and promote mutual trust and confidence between the Association and the Members in pursuit of these purposes;
- (i) at all times to act on behalf of, and in the interests of, the Members and Audax Cycling;
- (j) 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;
- (k) apply the property and capacity of the Association towards the fulfilment and achievement of these purposes;
- (l) use and protect the Association's Intellectual Property;
- (m) promulgate and secure uniformity in such rules and standards as may be necessary for the management of Audax Cycling and related activities;

- (n) pursue through itself or others, such commercial arrangements, including sponsorship and marketing opportunities, as are appropriate to further the purposes of the Association;
- (o) further develop the Association and Audax Cycling into an organised institution and having regard to these purposes and in conjunction with the Members, foster, regulate, organise, conduct and manage Audax Cycling rides , displays and other activities;
- (p) promote the health and safety of riders, officials and other individuals participating in Audax Cycling in any capacity;
- (q) act as final arbiter on all matters pertaining to the conduct of Audax Cycling in Australia, including disciplinary matters;
- (r) represent the interests of the Members and of Audax Cycling generally in any appropriate forum;
- (s) have regard to the public interest in its operation; and
- (t) 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.

4. INTERPRETATION AND DEFINITIONS

4.1 Definitions

In this Constitution, unless the contrary intention appears:

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

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

"Annual Subscriptions" means the annual fees payable by each category of Member as determined by the National Committee under **rule 7**.

"Association" means Audax Australia Cycling Club Inc.

"Audax Cycling" means long distance cycling rides which are not races and which have their foundation in the style of rides promoted by Audax Club Parisien, Les Randonneurs Mondiaux and Union des Audax Français.

"Chair" means the Chair appointed in accordance with **rule 14.2**.

"Committee" means any committee of the National Committee created under **rule 22.1** from time to time.

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

“Corporations Act” means the *Corporations Act 2001* (Cth).

“Elected Member” means a Member of the National Committee elected under **rule 17**.

“Family Member” means each of the persons recognised by the Association as part of a Family Membership under **rule 6.2** or otherwise under this Constitution.

“General Meeting” means an Annual General Meeting or any meeting of Members convened in accordance with **rule 12**.

“Individual Member” means a natural person recognised by the Association as a Member under **rule 6.2** or otherwise under this Constitution.

“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.

“Life Member” means a natural person recognised by the Association as a Member under **rule 6.2** or otherwise under this Constitution.

“Member” means any person recognised as a member by the National Committee under **rule 6** from time to time.

“Member of the National Committee” means a member of the National Committee as set out in **rule 16.2(a)**.

“National Committee” means the body consisting of the Members of the National Committee as set out in **rule 16.2**.

“President” means the president of the Association appointed in accordance with **rule 16.2(a)(i)** from time to time.

“Region” means an area of Australia having boundaries as defined and approved by the National Committee from time to time and as defined in the Regulations.

“Regional Committee” means a committee established to represent a Region under **rule 22.2** to perform any functions, powers or duties that have been delegated to it.

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

“Regulations” means any regulations made by the National Committee under **rule 34(a)**.

“Secretary” means the secretary of the Association appointed in accordance with **rule 16.2(a)(iii)** from time to time.

“Special Resolution” has the same meaning as is does in the Act.

“State Representative” means a person elected or appointed in accordance with **rule 18** by the Regional Committee(s) located within a State or Territory to represent that State or Territory as a Member of the National Committee.

“Temporary Member” means any person recognised by the National Committee as a Temporary Member under Rule 6.3 from time to time.

"Treasurer" means the treasurer of the Association appointed in accordance with **rule 16.2(a)(iv)** from time to time.

"Vice-President" means the vice-president of the Association appointed in accordance with **rule 16.2(a)(ii)** from time to time.

"Voting Members" mean those Members entitled to vote in General Meetings as set out under **rule 6.2**.

4.2 Interpretation

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to a rule, regulation, schedule or annexure is to a rule, regulation, schedule or annexure of, or made under, this Constitution;
- (c) a reference to the exercise of a function includes where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty;
- (d) words importing the singular include the plural and vice versa;
- (e) words importing any gender include the other genders;
- (f) headings are for convenience only and shall not be used for interpretation;
- (g) words or expressions shall be interpreted in accordance with the provisions of the Act as they vary from time to time;
- (h) references to persons include natural persons, corporations and bodies politic;
- (i) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (j) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements 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.

4.3 Enforceability

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

5. REGISTERED ADDRESS

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

PART II - MEMBERSHIP

6. MEMBERSHIP OF ASSOCIATION

6.1 Categories of Member

Subject to Rule 6.4, the Members shall be, and shall be divided into, the following categories:

- (a) Individual Members, who shall have the right to be present, to debate and to vote at General Meetings;
- (b) Life Members, who shall have the right to be present, to debate and vote at General Meetings;
- (c) Family Members who shall have the right to be present, to debate and to vote at General Meetings in accordance with **rule 6.3**; and
- (d) such other category or categories of Members as determined by the National Committee from time to time.

6.2 Application for Membership

- (a) To be eligible for membership as a Member, the applicant must meet any criteria set by the National Committee from time to time.
- (b) Subject to this Constitution or any procedures set by the National Committee from time to time, an application for membership as a Member must be:
 - (i) in writing in the form prescribed by the National Committee from time to time; and
 - (ii) accompanied by the appropriate fee or fees, if any.
- (c) As soon as is practicable after the receipt of an application under **rule 6.2(b)**, the National Committee shall determine whether to approve or decline the application.
- (d) If the National Committee approves the application for membership, the National Committee shall determine the appropriate category of membership and, as soon as practicable, notify the applicant in writing that it is approved or declined. If approved, membership shall commence on entry into the Register.
- (e) If the National Committee does not approve an application for membership, it shall, as soon as practicable, notify the applicant in writing that she, he or it is not approved for membership. The National Committee is not required to give reasons for its decision.
- (f) Life Members shall be determined by the National Committee. The National Committee may grant a person life membership in recognition of services rendered to the Association. Nominations for Life Members may be lodged with the Secretary.

6.3 Family Membership

- (a) A Family Membership comprised of a maximum of two people over the age of 18 years old and an unlimited number of persons under the age of 18 years old, provided each person in the Family Membership resides at the same address.

- (b) Each person in a Family Membership over the age of 18 is entitled to one vote at General Meetings.
- (c) A Family Membership has the same rights and benefits under this Constitution as an Individual Member.
- (d) For the avoidance of doubt, notwithstanding the number of persons in a Family Membership under the age of 18 years old, a Family Membership does not have and is not entitled to more than one vote per person who is over the age of 18 (up to a maximum of two persons) at General Meetings.

6.4 Temporary Membership

In addition to the categories of membership described in **rule 6.1**, the National Committee may recognise and provide for Temporary Members on terms and conditions determined by the National Committee from time to time. A Temporary Member must be a participant in an Association approved ride. Names of Temporary Members will not be entered in the Register of Members. A Temporary Member may not be present, debate or vote at any General Meeting. Temporary Membership will automatically terminate at the conclusion of the Association approved ride that the Temporary Member has participated in.

6.5 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 National Committee.
- (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 National Committee;
 - (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.

6.6 Renewal of membership

- (a) Individual Members and Family Members membership expire annually each year or at such other time in accordance with the terms and conditions of their membership.
- (b) Individual Members and Family Members must reapply for membership annually through the procedure set out in **rule 6.2** or set by the National Committee from time to time.

6.7 Deemed Members

Subject to this Constitution, all persons who were Individual Members, Family Members and Life Members of the Association prior to the time of approval of this Constitution under the Act, shall be deemed Individual Members, Family Members and Life Members respectively from the time of approval of this Constitution under the Act, and will be entitled to such benefits as are conferred on them by the Association, whether directly or indirectly.

7. SUBSCRIPTIONS AND FEES

The Annual Subscriptions and any other fees 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 National Committee from time to time.

8. REGISTERS

8.1 Secretary to Keep Register of Members

The Secretary shall ensure that a Register of Members is kept and maintained in which shall be entered the full name, address, category of membership, date of entry of the name of each Member and whether the Member has been granted voting rights.

8.2 Inspection of Register

- (a) Having regard to the Act and subject to this **rule 8.2**, the Register shall be available for inspection and copying by Members, upon reasonable request to the National Committee. A Member may also in writing request the National Committee provide the Member with a copy of the Register.
- (b) Where a Member wishes to copy, or wishes to receive a copy, of the Register, the Member must first provide to the National Committee a statutory declaration setting out the purpose for which the copy is required.
- (c) Subject to the Act, the National Committee may determine a reasonable charge for the cost of complying with a request under **rule 8.2(a)**.

9. RESIGNATION OF MEMBERS

9.1 Notice of Resignation

Any Member who has paid all monies due and payable to the Association may resign from the Association by giving 30 days, or such shorter period as may be agreed by the Secretary, notice in writing to the Association of such intention to resign. Upon the expiration of that period of notice, the Member shall cease to be a

Member.

9.2 Expiration of Notice Period

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

9.3 Forfeiture of Rights

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

10. EXPULSION, SUSPENSION OR FINING OF MEMBERS

10.1 National Committee Resolution

Subject to this Constitution, the National Committee may by resolution:

- (i) expel a Member from the Association;
- (ii) suspend a Member from membership of the Association for a specified period;
- (iii) fine a Member; or
- (iv) impose such other penalty, action or educative process as it sees fit,

if the National Committee considers that the Member has:

- (a) breached, failed, refused or neglected to comply with a provision of this Constitution or the Regulations;
- (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, Audax Cycling or another Member into disrepute.

Such grounds do not constitute a grievance, and **rule 23** does not apply.

10.2 Notice of Alleged Breach

Where the National Committee considers that a Member may have satisfied one or more of the grounds in **rule 10.1(a)**, **10.1(b)** or **10.1(c)**, the Secretary shall, as soon as practicable, serve on the Member a notice in writing:

- (a) setting out the alleged breach of the Member and the grounds on which it is based;
- (b) stating that the Member may address the National Committee at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
- (c) stating the date, place and time of that meeting;
- (d) informing the Member that he, she or it may do one or more of the following:
 - (i) attend that meeting; or
 - (ii) give the Association, before the date of that meeting a written statement regarding the alleged breach.

10.3 Determination of National Committee

At a meeting of the National Committee held in accordance with **rule 10.2**, the National Committee shall:

- (a) give the Member every opportunity to be heard;
- (b) give due consideration to any written statement submitted by the Member; and
- (c) by resolution determine whether the alleged breach occurred.

10.4 Appeal

The National Committee will determine the appeal mechanisms of the Association (if any) and set out any such appeal mechanisms in the Regulations.

PART III- GENERAL MEETINGS

11. ANNUAL GENERAL MEETINGS

11.1 Annual General Meeting to be Held

The Association shall convene and hold an Annual General Meeting of its Members at least once in each calendar year and on a date and at a venue to be determined by the National Committee.

11.2 Business

The Annual General Meeting will transact any business required by the Act, determined by the National Committee and Secretary, and any other business of which notice is given in accordance with this Constitution.

11.3 Additional Meetings

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

12. GENERAL MEETINGS

12.1 General Meetings May be Held

The National Committee may, whenever it thinks fit convene a General Meeting of the Association and, where, but for this rule more than 15 months would elapse between Annual General Meetings, shall convene a General Meeting before the expiration of that period.

12.2 Request for General Meetings

- (a) The National Committee shall on a request in writing of Members representing not less than 5% of the total number of Voting Members convene a General Meeting. The National Committee may also request a General Meeting. For the avoidance of doubt, where 5% is not a whole number, the number of Voting Members required to request a meeting shall be rounded up to the nearest whole number.
- (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 Secretary 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 National Committee does not cause a General Meeting to be held within 30 days after the date on which the request is sent to the Association, the Members making the request, or any of them, may convene a General Meeting to be held not later than 60 days after that date.
- (d) A General Meeting convened by Members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the National Committee. All reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

13. NOTICE OF MEETINGS

13.1 Notice to be Given for General Meetings

The Secretary shall, at least 45 days before the date fixed for holding a General Meeting, send to each Member a notice in writing stating the place, date and time and the general nature of the proposed business to be transacted at the meeting.

13.2 Business of Meeting

- (a) No business other than that stated in the notice shall be transacted at the General Meeting.
- (b) A Voting Member desiring to bring any business before a meeting shall give at least 30 days notice in writing of that business to the Association which shall include that business in a notice calling the next General Meeting after the receipt of the notice.
- (c) 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 12 months. The Chair shall determine whether a motion is a motion having a similar effect.
- (d) The agenda for the General Meeting stating the business to be transacted at the General Meeting shall be given by notice at least 15 days prior to the General Meeting, together with any notice of motion received from Voting Members.

14. PROCEEDINGS AT MEETINGS

14.1 Quorum

- (a) No item of business shall be transacted at a General Meeting unless a quorum of Voting Members is present during the time when the meeting is considering that item.
- (b) Either:
 - (i) six (6) Voting Members personally present (including by video or telephone link); or
 - (ii) at least 2% of Voting Members personally present (including by video or telephone link),

whichever is greater, constitutes a quorum for the transaction of the business at a General Meeting. For the avoidance of doubt, where 2% is not a whole number, the number of Voting Members required to constitute a quorum shall be rounded up to the nearest whole number.

- (c) If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting:
- (i) if convened upon the requisition of Voting Members, shall be dissolved; and
 - (ii) 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 Voting Members present (including those present by video or telephone link) (being not less than 3 or not less than 1% of Voting Members whichever is greater) shall be a quorum. For the avoidance of doubt, where 1% is not a whole number, the number of Voting Members required to constitute a quorum at an adjourned meeting shall be rounded up to the nearest whole number.

14.2 President to Chair

The President shall chair each General Meeting of the Association. If the President is absent from a General Meeting or is unwilling to act, the Vice-President will act as chair or, in the absence of both the President and the Vice-President, the Members of the National Committee present shall elect one of their number to preside as chairperson at the meeting.

14.3 Chairperson May Adjourn Meeting

- (a) The chairperson of a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (b) Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the General Meeting. Except as provided in this rule, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

15. VOTING AT GENERAL MEETINGS

15.1 Voting Rights

No Members other than Voting Members are entitled to vote at General Meetings and Voting Members are entitled to one vote.

15.2 Voting Procedure

- (a) All votes shall be given:
 - (i) in person by attendance at the General Meeting;
 - (ii) in person by attendance at the General Meeting via a video or telephone link,
 - (iii) by postal or electronic voting; or
 - (iv) by proxy
 in accordance with this Constitution.

- (b) Subject to **rule 15.4**, all questions arising at a General Meeting shall be determined on a show of hands.
- (c) In the case of an equality of votes on a question, the Chair of the meeting is entitled to exercise a second or casting vote.
- (d) A Voting Member is not entitled to vote at any General Meeting unless all monies due and payable to the Association have, to the satisfaction of the Secretary, been paid by the Member.

15.3 Recording of Determinations

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

15.4 Poll at General Meetings

- (a) If at a meeting a poll on any question is demanded by not less than 3 Voting Members, a poll shall be taken at the meeting in such manner as the Chair 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 Chair may direct.

15.5 Postal Voting

Postal or electronic voting may be held from time to time in such instances as the National Committee may determine and shall be held in accordance with procedures prescribed by the National Committee. All postal or electronic voting shall be conducted under condition of a secret ballot and shall be scrutinised by an impartial person duly appointed by the National Committee to conduct the ballot.

15.6 Proxies

- (a) Proxy voting shall be permitted at all General Meetings provided a proxy form in the form prescribed by the National Committee from time to time, has been duly completed and executed and is lodged with the Secretary at or before the commencement of the meeting. Proxies shall only be exercised by Voting Members.
- (b) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A Voting Member shall be entitled to instruct his or her proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may exercise the proxy vote as he or she thinks fit.

PART IV – NATIONAL COMMITTEE

16. NATIONAL COMMITTEE

16.1 Powers of National Committee

- (a) The affairs of the Association shall be managed by the National Committee constituted under **rule 16.2**.
- (b) Subject to this Constitution and the Act, the National Committee:

- (i) shall control and manage the business and affairs of the Association;
- (ii) shall appoint a public officer;
- (iii) 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
- (iv) has power to perform all such acts and things as appear to the National Committee to be essential for the proper management of the business and affairs of the Association.

16.2 Composition of National Committee

- (a) The National Committee shall consist of:
 - (i) a President who shall be elected in accordance with **rule 17**;
 - (ii) a Vice-President who shall be elected in accordance with **rule 17**;
 - (iii) a Secretary who shall be elected in accordance with **rule 17**;
 - (iv) a Treasurer who shall be elected in accordance with **rule 17**;
 - (v) 4 members who shall be elected in accordance with **rule 17**; and
 - (vi) 1 State Representative from each State or Territory which has one or more Regional Committee(s) recognised by the National Committee, who shall be elected or appointed in accordance with **rule 18**.
- (b) A Member of the National Committee who is elected in accordance with **rule 17** must not be a voting member of a Regional Committee. For the avoidance of doubt, this **rule 16.2(b)** does not apply to a State Representative.

16.3 Term of Members

Each Member of the National Committee shall hold office until the next Annual General Meeting following the declaration of their election or appointment, but is eligible for re-election or re-appointment.

16.4 Casual Vacancy

- (a) In the event of a casual vacancy in the office of:
 - (i) an Elected Member, the National Committee may appoint a Member to the vacant office and the person so appointed may continue in office up to the end of the term of the Member of the National Committee they are replacing; and
 - (ii) a State Representative, the Regional Committee(s) located within the State or Territory represented by that State Representative may appoint a Member to the vacant office and the person so appointed may continue in office up to the end of the term of the Member of the National Committee they are replacing.

- (b) The National Committee may from time to time determine the procedure by which the Regional Committee(s) appoint a Member to fill a casual vacancy and any such procedure must be set out in Regulations.

17. ELECTION OF ELECTED MEMBERS

- (a) The Secretary shall call for nominations for Elected Members at least 45 days before the date of the Annual General Meeting. All nominations must be received by the Secretary at least 30 days before the date of the Annual General Meeting. All Members shall be notified of the call for nominations.
- (b) If a nomination is not received for any one or more of the Elected Member positions of the National Committee, nominations for vacant positions may be made until 20 days before the Annual General Meeting.
- (c) Nominations of candidates for election as Elected Members, shall be:
 - (i) made in writing on the form provided by the Association from time to time (if any), signed by a Member and accompanied by the written consent of the nominee. The nominee must be a Member; and
 - (ii) delivered to the Secretary by the date specified on the call for nominations.
- (d) If:
 - (i) the number of nominations received for the National Committee is equal to the number of vacancies to be filled; or
 - (ii) there are insufficient nominations received to fill the respective vacancies on the National Committee,

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 16.4**.
- (e) If the number of nominations exceeds the number of vacancies to be filled, a secret ballot shall be conducted at the Annual General Meeting to determine the Elected Members. Such ballot will be conducted in the manner determined by the National Committee, or as set out in the Regulations, from time to time.
- (f) The Secretary (or their nominee) shall act as returning officer for the secret ballot. No person, other than the returning officer, shall be entitled to see any voting paper and the returning officer shall not disclose to any person the way in which any person has voted. The decision of the returning officer on any matter relating to the elections is final and no appeal shall be made from that decision.

18. STATE REPRESENTATIVES

18.1 Election or appointment of State Representatives

The members of the Regional Committee(s) in each State are entitled to be represented on the National Committee by a State Representative in accordance with **rule 16.2** and the procedure determined by the National Committee from time to time.

For the avoidance of doubt:

- (a) where a State consists of a single Region, the Regional Committee will appoint the State Representative for that State; and
- (b) where a State consists of more than one Region, the National Committee will determine the process by which the State Representative is elected or appointed and the National Committee will set out such procedures in its Regulations.

18.2 Casual Vacancies of State Representatives

Provided that the procedure regulating the appointment or election of State Representatives has been properly followed, all vacancies shall be treated as casual vacancies under rule 16.4

19. VACANCY ON THE NATIONAL COMMITTEE

19.1 Grounds for Termination of a Member of the National Committee

For the purposes of this Constitution, the office of a Member of the National Committee becomes vacant if the Member of the National Committee:

- (a) ceases to be a Member;
- (b) becomes an insolvent under administration within the meaning of the Corporations Act;
- (c) resigns their office by notice in writing given to the Association;
- (d) is subject to any sanction by the National Committee under **rule 10**;
- (e) is directly or indirectly interested in any contract or proposed contract with the Association and, in the opinion of the National Committee, has deliberately, recklessly or negligently failed to declare the nature of his or her interest;
- (f) is removed from office in accordance with this Constitution;
- (g) 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;
- (h) is prohibited from being a director of a company under the Corporations Act; or
- (i) fails to attend 3 consecutive meetings of the National Committee without having previously obtained leave of absence or provided reasonable excuse for such absence.

19.2 Removal of Member of the National Committee

- (a) The Association in a General Meeting may by resolution remove any Member of the National Committee, 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 Member of the National Committee.

- (b) Where the Member of the National Committee to whom a proposed resolution referred to in **rule 19.2(a)** makes representations in writing to the Secretary or the President and requests that such representations be notified to the Members, the Secretary or the President may send a copy of the representations to each Member or, if they are not so sent, the Member of the National Committee may require that they be read out at the meeting, and the representations shall be so read.

20. LEAVE OF ABSENCE

20.1 Leave of Absence

The National Committee may, in its discretion, grant a leave of absence to a Member of the National Committee for such period as it sees fit following consideration of an application submitted in writing to the Secretary or the President, provided:

- (a) if such period is one year or more, that Member of the National Committee is taken to have resigned his or her position, but that Member of the National Committee shall be entitled to seek re-election at the Annual General Meeting at which his or her term of office would otherwise have concluded; and
- (b) in no circumstances shall the leave of absence exceed the remaining term of office of the Member of the National Committee.

21. QUORUM AND PROCEDURE AT NATIONAL COMMITTEE MEETINGS

21.1 Convening a National Committee Meeting

- (a) The National Committee shall meet as required, but shall meet on at least 4 occasions in each year.
- (b) Unless all Members of the National Committee 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 National Committee shall be given to each Member of the National Committee.
- (c) Written notice of each National Committee meeting, specifying the general nature of the business to be transacted, shall be served on each Member of the National Committee by:
 - (i) delivering it to that Member of the National Committee personally; or
 - (ii) sending it in writing, by facsimile or other means of electronic communication,

in accordance with the Member of the National Committee's last notified contact details.

21.2 Quorum

- (a) Six (6) Members of the National Committee shall constitute a quorum for the transaction of the business of a meeting of the National Committee.
- (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 National Committee may act notwithstanding any casual vacancy. However, if there are casual vacancies in the office of a Member of the National Committee such that the number of remaining Members of the National Committee is not sufficient to constitute a quorum at a meeting of the National Committee, those Members of the National Committee may act only for the purpose of increasing the number of Members of the National Committee to a number sufficient to constitute such a quorum.

21.3 Procedures at National Committee meetings

- (a) At meetings of the National Committee:
- (i) the President shall chair the meeting;
 - (ii) if the President is absent or unwilling to act, the Vice-President shall act as chair; or
 - (iii) if both the President and the Vice-President are absent or unwilling to act, the National Committee shall appoint one of its Members to chair the meeting.
- (b) Questions arising at a meeting of the National Committee shall be determined on a show of hands or, if demanded by a Member of the National Committee, by a poll taken in such manner as the person presiding at the meeting may determine.
- (c) Each Member of the National Committee present at a meeting of the National Committee (including the person presiding at the meeting) is entitled to one vote. In the event of an equality of votes on any question, the President or the person appointed to chair the meeting 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 the required majority of the voting Members of the National Committee shall be as valid and effectual as if it had been passed at a meeting of the National Committee duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Members of the National Committee.
- (e) Without limiting the power of the National Committee to regulate its meetings as it thinks fit, a meeting of the Members of the National Committee may be held where one or more of the Members of the National Committee 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 Members of the National Committee entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the National Committee;
 - (iii) in the event that a failure in communications prevents condition (i) from being satisfied by that number of Members of the National

Committee which constitutes a quorum, and none of such Members of the National Committee are present at the place where the meeting is deemed by virtue of the further provisions of this rule to be held then the meeting shall be suspended until condition (i) is satisfied again. If such condition is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated; and

- (iv) any meeting held where one or more of the Members of the National Committee is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Member of the National Committee is there present and if no Member of the National Committee is there present the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

21.4 Members of the National Committee - Interests

A Member of the National Committee 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 National Committee. Any contract or arrangement in which any Member of the National Committee is in any way interested entered into by or on behalf of the Association without the approval of the National Committee will be voided for such reason.

21.5 Disclosure of Interests

The nature of the interest of such Member of the National Committee must be declared by the Member of the National Committee at the meeting of the National Committee 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 National Committee after the acquisition of the interest. If a Member of the National Committee 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 National Committee held after the Member of the National Committee becomes so interested.

21.6 General Disclosure

A general notice that a Member of the National Committee 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 21.5** as regards such Member of the National Committee and the said transactions. After such general notice it is not necessary for such Member of the National Committee to give a special notice relating to any particular transaction with that firm or company.

21.7 Recording Disclosures

It is the duty of the Secretary to record in the minutes any declaration made or any general notice as aforesaid given by a Member of the National Committee in accordance with **rules 21.5** and **21.6**.

21.8 Conflicts

A Member of the National Committee, 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 Member of the National Committee is interested. If the Member of the National Committee votes, the vote shall not be counted.

22. DELEGATED POWERS AND DUTIES TO COMMITTEES AND REGIONAL COMMITTEES

22.1 Committees

- (a) The National Committee 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 National Committee shall determine in writing the duties and powers afforded to any committee and the committee shall, in the exercise of such delegated powers, conform to any directions or Regulations that may be prescribed by the National Committee.
- (c) The proceedings for any committee shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the National Committee in **rule 21**.
- (d) Within 30 days of any meeting of any committee or as otherwise requested by the National Committee from time to time, the committee shall send a copy of the minutes and any supporting documents to the Secretary.

22.2 Regional Committees

- (a) The National Committee may establish and delegate any of its functions, powers or duties (except this power to delegate) to such Regional 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 Regional Committee.
- (b) The National Committee shall determine in writing the duties and powers afforded to any Regional Committee and the Regional Committee shall, in the exercise of such delegated powers, conform to any directions or Regulations that may be prescribed by the National Committee.
- (c) The proceedings for any Regional Committee shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the National Committee in **rule 21**.
- (d) Within 30 days of any meeting of any Regional Committee or as otherwise requested by the National Committee from time to time, the Regional Committee shall send a copy of the minutes and any supporting documents to the Secretary.
- (e) Where a Regional Committee owns any assets or property or any other similar rights, such assets, property or other similar rights shall become the assets, property or rights of the Association upon the dissolution of the

Regional Committee or upon the recall or revocation of the delegation previously granted by the National Committee.

PART V - MISCELLANEOUS

23. GRIEVANCE PROCEDURES

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

- (j) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

24. SOURCES OF FUNDS

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

25. 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.

26. SIGNING OF NEGOTIABLE INSTRUMENTS

All cheques and other negotiable instruments shall be signed by two Members of the National Committee or in such other manner approved by the National Committee from time to time.

27. COMMON SEAL

- (a) The common seal of the Association (if any) shall be kept in the custody of the Secretary.
- (b) The common seal shall not be affixed to any instrument except by the authority of the National Committee and the affixing of the common seal shall be attested by the signatures of 2 Members of the National Committee or 1 Member of the National Committee and the public officer of the Association, or in such other manner approved by the National Committee from time to time.
- (c) A Member of the National Committee may not sign a document to which the seal of the Association is fixed where the Member of the National Committee is interested in the contract or arrangement to which the document relates.

28. ALTERATION OF CONSTITUTION

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

29. DISSOLUTION

- (a) In the event of the Association being wound up, the liability of the Members shall be limited to any outstanding monies due and payable to the Association, including the amount of the Annual Subscription payable in respect of the current financial year. No other amount shall be payable by the Member.
- (b) If upon winding up or dissolution of the Association, there remains, after satisfaction of all its debts and liabilities, any property, the same shall not

be paid to or distributed amongst the Members, but shall be given or transferred to some other organisation having purposes similar to the purposes of the Association and which prohibits the distribution of its or their income and property among its or their Members and which is also not carried on for the profit or gain to its Members. Such body or bodies to be determined by the Members at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter.

30. AUTHORITY TO TRADE

The Association is authorised to trade in accordance with section 51 of the Act.

31. INDEMNITY

- (a) Every Member of the National Committee or manager of the Association shall be indemnified out of the property and assets of the Association against any liability incurred by him or her in his or her capacity as Member of the National Committee 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 Members of the National Committee and employees against all damages and costs (including legal costs) for which any such Members of the National Committee or employees 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 Member of the National Committee, 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.

32. SERVICE OF NOTICES

- (a) Notices may be given to Members by sending the notice by post or facsimile transmission or where available, by electronic mail, to the Member's address or facsimile number or electronic mail address shown in the Register.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected at the time the letter would have been delivered in the ordinary course of post.
- (c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to the correct facsimile number.
- (d) Where a notice is sent by electronic mail, service of the notice in the absence of a report advising non-delivery shall be deemed to be effected by properly addressing the electronic mail message.

33. KEEPING AND INSPECTION OF RECORDS

- (a) The National Committee shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of the Association and the National Committee and shall produce these as appropriate at each National Committee meeting or General Meeting.
- (b) The National Committee will cause the Association records to be kept for a period of seven years from their creation.
- (c) Members may on request inspect free of charge:
 - (i) the minutes of general meetings; and
 - (ii) subject to **rule 33(d)**, the financial records, books, securities, this Constitution and any other relevant document of the Association.
- (d) The National Committee 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 National Committee must on request make copies of these rules available to Members and applicants for membership free of charge.
- (f) Subject to **rule 33(d)**, a Member may make a copy of any of the other records of the Association referred to in this **rule 33** and the Association may charge a reasonable fee for provision of a copy of such a record.
- (g) For the purposes of this clause:

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

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

34. REGULATIONS

- (a) The National Committee may make Regulations and alter, amend or rescind the same as occasions may require, and enforce penalties for their breach. Such Regulations shall have the same force and effect as this Constitution, but shall not in any way oppose or be in conflict with this Constitution. Such Regulations shall be available for inspection by a Member at any reasonable time at the request of that Member.
- (b) Amendments, alterations, interpretation or other changes to Regulations shall be advised to Members by means of notice approved by the National Committee. Notices shall be binding upon all Members.