

CONSTITUTION OF THE VICTORIAN VETERAN  
GOLFERS ASSOCIATION INCORPORATED  
ASSOCIATIONS INCORPORATION ACT 1982

1. INTERPRETATION

1.1 In this constitution, unless the contrary intention appears:

'Act' means the *Associations Incorporation Act 1981*;

'Association' means the Victorian Veteran Golfers'  
Association Incorporated;

'Council' means the council of the Association;

'Delegate' means a person notice of whose appointment as a delegate of a Member District Association has been given under clause 5 and whose name has been noted as such in the register of delegates referred to in clause 5.5(b);

'District Association' means an association (whether incorporated or unincorporated), club or similar organisation of Veteran Golfers and:

(a) whose activities, predominantly take place;

or

(b) a majority of whose members live, or play golf at courses recognised or affiliated with the Victorian Golf Association and which are located;

in a specified district or area of Victoria or an adjoining district or area of New South Wales or South Australia;

'Financial Year' means a year ending 30 June;

'Member District Association' means a District Association which is a member of the Association;

'person' includes individuals, partnerships, bodies corporate, associations, governments and governmental authorities;

'Secretary' means:

(a) where a person holds office under this constitution as secretary of the Association, that person; and

(b) in any other case, the public officer of the Association;

'Veteran Golfer' means a person who has attained the age of 55 years, is an amateur golfer and is a life, honorary or otherwise playing member of:

- (a) a golf club affiliated with the Australian Golf Union (or its successor body) and who has a current handicap recognised by the Australian Golf Union (or its successor body); or
- (b) a veteran golfers' association, body or club affiliated with Australian Veteran Golfers Union Incorporated (or its successor body); or

is a person accepted by the Australian Veteran Golfers Union (or its successor body) or the Association as a visitor to Australia for international veteran golfers competitions;

zone Councillor' means a member of the Council elected to represent a Zone; and

'Zones' means the several geographical districts into which, for the purposes of the Association and its administration, the State of Victoria is from time to time divided and which comprise, at the date of this constitution, a Metropolitan zone (corresponding broadly to the Melbourne Metropolitan area) and 5 country zones named, respectively, Northern Zone, Southern Zone, Eastern Zone, Western Zone and Central Zone.

1.2 Words or expressions contained in this constitution shall be interpreted in accordance with the provisions of the *Interpretation of Legislation Act 1984* as if this constitution were a subordinate instrument within the meaning of that Act.

1.3 In this constitution, unless the context otherwise requires:

- (a) words importing the singular include the plural and vice versa;
- (b) words importing a gender include the other genders;
- (c) a reference to a clause, part of a clause, schedule or annexure is a reference to that clause, or part of a clause of or schedule or annexure to this constitution and a reference to this constitution includes its schedules and annexures; and
- (d) a reference to an Act of Parliament or to a provision of an Act of Parliament includes where applicable
  - (i) all regulations and other subordinate instruments made under that Act of Parliament; and
  - (ii) amendments, consolidations or re-enactments of or substitutions for the Act of Parliament, regulation or subordinate instrument referred to or deemed under this clause to be referred to.

1.4 Headings are for reference only and do not form part of this constitution.

1.5 This constitution comprises the statement of purposes of the Association (clause 2) and the rules of the Association (the remaining clauses).

## 2. STATEMENT OF PURPOSES

The objects of the Association are:

- (a) the federation of District Associations;

- (b) to foster, promote and encourage the playing of the game of golf among or by members of Member District Associations in the spirit of goodwill and for the enjoyment of the game;
- (c) to assist Member District Associations:
  - (i) to pursue their respective objects; or (ii) if requested, to conduct their affairs;

or both (i) and (ii);
- (d) without limitation to paragraph Cc), to encourage, promote and co-ordinate events and championships for Member District Associations, and for members of Member District Associations, within the State of Victoria and to co-ordinate tournaments in Victoria with those of other States, Territories and/or countries;
- (e) to be affiliated or otherwise forge links with bodies pursuing the same or similar objects to those of the Association;
- (f) to raise and administer funds necessary to achieve, or in connection with the furtherance of, the objects of the Association;
- (g) to invest the funds of the Association from time to time and in such a manner as may be determined; and
- (h) generally:
  - (i) to further or safeguard the interests of the Association or any one or more of the Member District Associations or both; and
  - (ii) within the powers conferred upon it by this constitution or the Act or both, to take such action as is deemed necessary or expedient for or in connection with this object or any of the other objects specified in this clause 2.

### 3. APPLICATION FOR MEMBERSHIP

- 3.1 Membership is only open to District Associations. To become a member, a District Association must be nominated and approved for membership in accordance with this constitution and pay the affiliation fee requested under clause 3.6(b) within the time required under clause 3.6.
- 3.2 Each District Association which was a member of the Victorian Veteran Golfers' Association at the time of the latter's incorporation (3 May 1991) became, by that fact, a member of the Association and need not, unless the District Association has for any reason ceased to be a member, go through any, or any further, nomination or approval procedure for membership.

- 3.3 Nomination of a District Association for membership of the Association:
- (a) shall be made in writing in the form set out in Schedule 1 or in such other form as the Council may from time to time prescribe; and
  - (b) shall be lodged with the Secretary.
- 3.4 As soon as practicable after the receipt of a nomination, the Secretary shall refer the nomination to the Council.
- 3.5 Upon the nomination being referred to the Council, the Council shall determine:
- (a) whether to approve or reject a nomination; and
  - (b) having regard to the date of approval of the nomination and the extent to which the then current year for payment of fees has elapsed:
    - (i) whether there should be a reduction in the amount of the initial annual application fee payable by the nominee; and
    - (ii) if so, what the reduced initial fee for that nominee should be.
- 3.6 Upon a nomination being approved by the Council, the Secretary shall, with as little delay as possible:
- (a) notify the nominee in writing that it is approved for membership; and
  - (b) request payment, within 28 days after the receipt of the notification, of the annual affiliation fee or, if applicable, lesser amount determined under clause 3.5(b).
- Upon payment by the nominee of the relevant amount within that time, the Secretary shall enter the nominees name in the register of Member District Associations and the nominee will then be a Member District Association.
- 3.7 A right, privilege or obligation of a District Association by reason of its membership of the Association:
- (a) is not capable of being transferred or transmitted to any other person; and
  - (b) (other than in the case of an obligation to pay any amount already due) terminates upon the cessation of its membership.

4. ENTRANCE FEE AND ANNUAL AFFILIATION FEE

- 4.1 No entrance fee is payable.
- 4.2 Each Member District Association shall for each year or part of a year for which it is a member pay an annual affiliation fee:
- (a) calculated according to the following formula:

$$F = nb$$

where:

F = the affiliation fee;

n = for any particular year (calendar or otherwise) in respect of which the fee is payable, the number of members of the Member District Association as at the date which is 3 months before the start of that year or as at such other date as the Council may generally or in any particular instance set; and

b = the base per capita amount of \$2.00 or such other amount as the Council may, with the approval of the Association in general meeting, from time to time set; and

- (b) payable:
- (i) in relation to the initial application fee, at the time requested for payment under clause 3.6(b); and
- (ii) otherwise, by the start of the year (calendar or otherwise) in respect of which it is calculated or at such other time as the Council may from time to time determine.

## 5. REGISTERS OF MEMBER DISTRICT ASSOCIATIONS, DELEGATES

- 5.1 Each Member District Association shall provide the Secretary with written notice of:
- (a) the name and address of the current delegate for that Member District Association;
- (b) any resignation by a Delegate or other change to a persons status as Delegate; and
- (C) any appointment of a new or replacement delegate and the appointee's name and address.
- 5.2 The Secretary and the Association may rely on any notice received under, or apparently under, clause 5.1, which the Secretary reasonably assesses to be authentic (whether received by post, facsimile, lettergram, hand delivery or otherwise), as conclusive evidence of the due appointment and status, as delegate, of the person named in the notice.
- 5.3 A Member District Association may only have one delegate at a time. No Zone Councillor may also be a Delegate. A notice of appointment of a delegate under clause 5.1 will, when noted under clause 5.5Cb), have effect as notice that the previous Delegate (if any) of the relevant Member District Association has ceased to

be the delegate of that Member District Association.

- 5.4 A Delegate may vote at general meetings, sign resolutions and otherwise act on behalf of the Member District

Association. The Member District Association will be bound by any vote made by or other act under this constitution of any Delegate. No notice:

- (a) of the revocation of a Delegate's appointment; or
- (b) of a person otherwise ceasing to be a Delegate;

shall, subject to clause 5.3, have effect unless made under clause 5.1 and until actually received by the Secretary.

- 5.5 The Secretary shall maintain:

- (a) a register of Member District Associations in which shall be entered the name, address and date of entry of the name of each Member District Association; and
- (b) a register of Delegates in which shall be entered the names and addresses of the Delegates for the time being of Member District Associations, as notified under and in accordance with this clause 5; and each register shall be available for inspection by Member District Associations or Delegates at the address of the Secretary.

## 6. CESSATION OF MEMBERSHIP, REINSTATEMENT

- 6.1 A Member District Association which has paid all moneys due and payable by it to the Association may resign from the Association by giving one month's prior notice in writing to the Secretary of its intention to resign and upon the expiration of that period of notice:

- (a) the Member District Association shall cease to be a member; and

(b) the Secretary shall make in the register of Member District Associations an entry recording the date on which the Member District Association by which or on whose behalf the notice was given, ceased to be a member.

6.2 A Member District Association shall cease to be a member of the Association if:

- (a) it resigns from the Association in accordance with clause 6.1;
- (b) it is wound up, becomes defunct or otherwise ceases to exist;
- (c) being in default of payment of any amount owing under clause 4 it fails to make payment of the amount for a period of one month (or such further or other period as the Council may allow) after being given notice in writing to make good the default; or
- (d) its membership is terminated by the Council under clause 7.

6.3 The Council may reinstate the membership of a District Association whose membership has ceased, on receipt of a written application and subject to such terms and conditions as the Council may decide.

## 7. EXPULSION, SUSPENSION

7.1 Subject to this constitution, the Council may by resolution:

- (a) expel a Member District Association from the Association;
- (b) suspend a Member District Association from membership of the Association for a specified period;
- (c) fine a Member District Association in accordance with the Act; or
- (d) require a Member District Association to replace its Delegate within a period of time specified by the Council and/or resolve in advance that, failing replacement within that time, the Delegate's appointment be terminated;

if the Council is of the opinion that:

- (i) the Member District Association or a Delegate of the Member District Association (while a Delegate) has refused or neglected to comply with this constitution; or
- (ii) that the Member District Association or a Delegate of the Member District Association (while a Delegate) has been guilty of conduct unbecoming a member or Delegate (as the case may be) or has otherwise acted in a way which is prejudicial to the interests of the Association.

7.2 A resolution of the Council under clause 7.1 does not take effect:

- (a) unless the Council, at a meeting held not earlier than 14 and

not later than 28 days after the service on the Member District Association of a notice under clause 7.3, confirms the resolution in accordance with this clause 7; or

- (b) if the Member District Association exercises a right of appeal to the Association under this clause, unless the Association confirms the resolution in accordance with this clause 7.

7.3 where the Council passes a resolution under clause 7.1, the Secretary shall, as soon as practicable, cause to be served on the Member District Association a notice in writing:

- (a) setting out the resolution of the Council and the grounds on which it is based;
- (b) stating that the Delegate or other nominee of the Member District Association may address the Council 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 District Association that it may do one or more of the following:
  - (i) have its Delegate or other nominee attend the meeting;
  - (ii) give to the Council before the date of the meeting a written statement seeking the revocation of the resolution;
  - (iii) not later than 24 hours before the date of the meeting, lodge with the Secretary a notice to the effect that it wishes to appeal to the Association in general meeting against the resolution.

7.4 At a meeting of the Council held in accordance with clause 7.2, the Council shall:

- (a) give to the Delegate or, where applicable, other nominee of the Member District Association an opportunity to be heard;
- (b) give due consideration to any written statement submitted by the Member District Association; and
- (c) by resolution determine whether to confirm or to revoke the resolution.

If the resolution is confirmed, the Member District Association must comply with the terms of that resolution.

7.5 where the Secretary receives a notice under clause 7.3(d) (iii), he shall notify the Council and the Council shall convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.



- 7.6 At a general meeting of the Association convened under clause 7.5:
- (a) no business other than the question of the appeal shall be transacted;
  - (b) the Council may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
  - (c) the Delegate or, where applicable, other nominee of the Member District Association shall be given an opportunity to be heard; and
  - (d) the Delegates of the other Member District Associations present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 7.7 If at the general meeting:
- (a) two-thirds of the Delegates present from the other Member District Associations vote in person or by proxy in favour of the. confirmation of the resolution, the resolution is confirmed and the relevant Member District Association must comply with the resolution; and
  - (b) in any other case, the resolution is revoked.
8. ANNUAL GENERAL MEETING
- 8.1 The Association shall in each calendar year convene an annual general meeting of its members.
- 8.2 The annual general meeting shall be held on such day as the Council determines.
- 8.3 The annual general meeting shall be specified as such in the notice convening it.
- 8.4 The ordinary business of the annual general meeting shall be:
- (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
  - (b) to receive from the Council reports upon the transactions of the Association during the last preceding Financial Year;
  - (c) to elect officers of the Association and ordinary members of the Council; and
  - (d) to receive and consider the statement submitted by the Association in accordance with sub-section 30(3) of the Act.
- 8.5 The annual general meeting may transact special business of which notice is given in accordance with this constitution.
- 8.6 The annual general meeting shall be held in addition to any other general meeting that may be held in the same year.

9. SPECIAL GENERAL MEETINGS

- 9.1 All general meetings other than the annual general meeting shall be called special general meetings.
- 9.2 The Council may, whenever it thinks fit, convene a special general meeting of the Association and where, but for compliance with this clause 9.2, more than 15 months would elapse between annual general meetings, shall convene a special general meeting before the expiration of that period.
- 9.3 The Council shall, on the requisition in writing of 2 or more Member District Associations, convene a special general meeting of the Association.
- 9.4 The requisition for a special general meeting shall state the objects of the meeting, shall be signed by a Delegate of each of the Member District Associations making the requisition and be sent to the address of the Secretary. The requisition may consist of several documents in like form, each signed by one or more such Delegates.
- 9.5 If the Council does not cause a special general meeting to be held within one month after the date on which the requisition is received at the address of the Secretary, the Member District Associations making the requisition, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- 9.6 A special general meeting convened by Member District Associations under this constitution shall be convened in as nearly as possible the same manner as that in which special general meetings are convened by the Council. The Association shall refund all reasonable expenses incurred in convening the meeting to the persons incurring the expenses.

10. NOTICE OF MEETING

- 10.1 The Secretary of the Association shall, at least 14 days before the date fixed for holding a general meeting of the Association, cause to be sent to each Member District Association at its address appearing in the register of members, a notice by pre-paid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 10.2 No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- 10.3 A Delegate of a Member District Association desiring to bring any special business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next general meeting after receipt of the notice.
- 10.4 All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specifically referred to in this constitution as being the ordinary business of the annual general meeting shall be deemed to be special business.

11. QUORUM AT GENERAL MEETINGS

- 11.1 Each Member District Association is entitled to be represented at general meetings by its Delegate or its Delegate's proxy and by no other person.
- 11.2 A quorum at a general meeting of the Association shall be that minimum number of Delegates, present in person or by proxy, which is necessary to ensure the representation at the meeting of not fewer than 50% of the total number of Member District Associations at that time.
- 11.3 If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting:
- (a) if convened upon the requisition of Member District Associations, shall be dissolved; and
  - (b) in any other case, shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the chairman at the time of the adjournment or by written notice to Member District Associations given before the day to which the meeting is adjourned) at the same place.

At any adjourned meeting under this clause 11.3, 3 Delegates present in person or by proxy shall be a quorum.

## 12. CHAIRMAN

- 12.1 The President or, in his absence, the Vice President shall preside as chairman at each general meeting, or, for the purposes of clause 11.3, each proposed but inquorate meeting of the Association.
- 12.2 If the President and Vice President are absent from the general meeting, the Delegates present shall elect one of their number to preside as chairman at the meeting.

## 13. ADJOURNMENT

- 13.1 The chairman 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.
- 13.2 No business may be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 13.3 Where a meeting is adjourned for 14 days or more, a fresh notice of the adjourned meeting shall be given in like manner to that given in the case of the original meeting.
- 13.4 Except as provided in clause 13.3, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

## 14. VOTING

- 14.1 Each Member District Association shall, via its Delegate, have one vote. Each Delegate may vote in person or by proxy.

- 14.2 A Delegate (or his proxy) may only vote at a general meeting if all money due and payable to the Association by the Member District Association he represents has been paid.
- 14.3 The chairman of a general meeting shall have a deliberative but not a casting vote.
- 14.4 A question arising at a general meeting of the Association shall, subject to this clause 14, be determined on a show of hands. Unless before or on the declaration of the show of hands a poll is demanded:

- (a) a declaration by the chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost; and
- (b) an entry to that effect in the Minute Book of the Association;

shall be conclusive evidence of the relevant fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

14.5 If at a meeting a poll on any question is demanded by not fewer than 3 Delegates (present in person or by proxy), a poll shall be taken at that meeting in such a manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

14.6 A poll that is demanded on the election of a chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the chairman may direct.

## 15. PROXIES

15.1 A Delegate may appoint:

- (a) a member of the Council;
- (b) another Delegate; or
- (c) another person approved by the Delegate's Member District Association to substitute for that Delegate at the relevant general meeting;

as his proxy for a meeting by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

15.2 The notice appointing the proxy shall be in the form set out in Schedule 2.

## 16. TELEPHONE MEETINGS

16.1. Subject to the Act, a meeting of the Association may consist of a conference between a number of the Delegates, being not less than a quorum, even if those Delegates are not all present in the one place at the same time Cm this clause 16 'telephone meeting') but only if:

- (a) all Member District Associations are:
- (i) notified of the telephone meeting in

accordance with clause 10; and  
(ii) have the opportunity to have a Delegate or the proxy of a Delegate linked by a conference telephone or other form of communications equipment (whether in use at the date of this constitution or developed subsequently), or by a combination of these methods, used for the purposes of the telephone meeting (in this clause 16, 'communications equipment'); and

(b) each Delegate (or proxy of a Delegate) taking part in the telephone meeting is able:

(i) to hear every other Delegate (or proxy of a Delegate) participating in the telephone meeting who addresses the telephone meeting; and

(ii) if he so wishes, to address each of the other Delegates (or proxies of Delegates) participating in the telephone meeting simultaneously;

whether directly or by use of the communications equipment.

16.2 Each Delegate or proxy of a Delegate taking part in a telephone meeting shall be deemed to be present at the meeting for the purposes of clauses 11.1 and 11.2.

16.3 A Delegate or proxy of a Delegate may not leave a telephone meeting by disconnecting his communications equipment unless he has previously obtained the express consent of the chairman of the meeting and a Delegate or relevant proxy shall be conclusively presumed to have been present and to have formed part of the quorum at all times during that meeting unless he has previously obtained the express consent of the chairman to leave the meeting.

16.4 A minute of the proceedings of a telephone meeting shall be sufficient evidence of those proceedings and of the observance of all necessary formalities, if certified to be or otherwise signed as a correct minute by the chairman of that meeting.

16.5 A telephone meeting shall be deemed to take place at the place where the largest group of participating Delegates! proxies of Delegates is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates.

16.6 Nothing in this clause restricts the generality of the Member District Associations' power under clause 18 to regulate their proceedings in general meetings as they think appropriate.

## 17. RESOLUTIONS IN WRITING

17.1 If Delegates representing more than two-thirds of the Member District Associations for the time being sign a document (and all do so within not more than 45 days of each other) containing a statement that they are in favour of a resolution of the Association in terms set out in the document, then that resolution shall be deemed to have been duly passed by a general meeting of the Association held:

(a) if all such Delegates sign the document on the same day, on that day and at the time at which the document was last signed by a Delegate; or

(b) if Delegates signed the document on different days, on the day on which,

and at the time at which, the document was last duly signed by a Delegate.

17.2 Clause 17.1 applies only if all Member District Associations have been given notice of the business to which the resolution relates and have had reasonable opportunity, via their respective Delegates, to vote on or otherwise participate in the passage of the resolution.

17.3 For the purposes of clause 17.1, 2 or more separate documents containing statements in identical terms each of which is signed by one or more Delegates shall together be deemed to constitute one document containing a statement in those terms signed by those- Delegates on the respective days on which they signed the separate documents.

#### 18. BY-LAWS

The Member District Associations, via their Delegates, in general meeting, may make such by-laws not inconsistent with this constitution as may be deemed necessary or expedient for the proper and effective management of the Association and may repeal or amend any such by-law.

#### 19. THE COUNCIL AND ITS POWERS

19.1 The affairs of the Association shall be managed by a Council, constituted as provided for clauses 22 and 23.

19.2 The Council:

- (a) shall control and manage the business and affairs of the Association;
- (b) may, subject to this constitution and the Act, 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 general meetings of the Member District Associations; and
- (c) subject to this constitution and the Act:
  - (i) has power to perform all such acts and things as appear to the Council to be necessary or expedient for the proper management of the business and affairs of the Association; and
  - (ii) may, at any time and from time to time and on such terms as it thinks fit, delegate all or any of that power to the Secretary or the Secretary/Treasurer.

#### 20. OFFICERS

20.1 The officers of the Association shall be:

- (a) a President;
- (b) a Secretary;
- (c) a Treasurer; and
- (d) a Captain;

though the offices of Secretary and Treasurer may, by resolution of the Council, be combined.

20.2 The provisions of clauses 22 and 23, mutatis mutandis and so far as they are applicable, apply to and in relation to the election of persons to any of the offices referred to in clause 20.1.

- 20.3 Each officer of the Association shall hold office until the annual general meeting next after the date of his election but is eligible for re-election. It is expected, however, that a person who has served three terms as President (either of the Association or of its predecessor body) will not seek re-election to that position.
- 20.4 In addition to the officers referred to in clause 20.1, there shall be a Vice President of the Association who shall be appointed by the Council and who shall hold office for one year (subject to any contrary determination at any time by the Council) and be eligible for re-election.
21. ZONES
- 21.1 For the administrative purposes of the Association, the State of Victoria will be divided into Zones. Each Zone shall be of such geographical area as is specified or approximately specified by the Association in general meeting.
- 21.2 The Association may, by special resolution (within the meaning of the Act):
- (a) increase or decrease the number of Zones; and
  - (b) change the geographical specification of any one or more Zones.
- 21.3 Each Member District Association:
- (a) shall belong:
    - (i) to the Zone in which it is located; or
    - (ii) if there is any doubt as to which of 2 or more Zones its locality places it in, to the Zone to which, in the reasonable opinion of the Secretary, its locality most closely corresponds; and
  - (b) may belong to only one Zone at any time.
- 21.4 The Member District Associations belonging to each Zone:
- (a) must ensure, at least 7 days before each annual general meeting, and (at the request of the Secretary) on a casual vacancy occurring in the position of Zone Councillor for that Zone, that at least one member of a Member District Association in that Zone is nominated in accordance with clause 23.1 for election as a Zone Councillor for that Zone; and
  - (b) may, and are encouraged, in order to meet their obligations under paragraph (a) and minimise the number of nominations from that Zone, to come to such arrangements and understandings as between themselves as to a nomination or nominations.
- 21.5 Paragraph (b) does not limit the power of the Association in general meeting or of the Council (as the case may be), if more than one nomination is received under clause 23.1 for the position of Zone Councillor for a Zone, to vote on and appoint any such nominee;
- 21.6 A Zone may have no more than one Zone Councillor at any time. A Delegate, while he is a Delegate, may be nominated for election as a Zone Councillor but, if appointed a Zone Councillor, will by that fact be taken to have resigned his position as a Delegate.

22. COMPOSITION OF THE COUNCIL

22.1 Subject to Section 23 of the Act, the Council shall consist of:

- (a) the President;
- (b) the Secretary or Secretary/Treasurer;
- (c) the Captain; and
- (d) a Zone Councillor from each Zone, duly nominated and elected under this constitution.

22.2 Each member of the Council shall, subject to this constitution, hold office until the next annual general meeting after the date of his election but is eligible for re-election.

22.3 The Secretary shall maintain a register of members of the Council in which shall be entered the names and addresses and description of the office of the members of the Council for the time being. This register shall be available for inspection by Member District Associations or Delegates at the address of the Secretary.

23. ELECTION OF MEMBERS OF THE COUNCIL AND VACANCY

23.1 Nominations of candidates for election as members of the Council shall:

- (a) in the case of proposed Zone Councillors, be made in writing signed by 2 persons, each of which is a member of a Member District Association from the Zone the proposed Zone Councillor is to represent, and be accompanied by the written consent of the candidate (which may be endorsed on the form of nomination);
- (b) in the case of proposed officers of the Association, be made in writing signed by 2 persons, each of which is a member of a Member District Association and be accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
- (c) be delivered to the Secretary not less than 7 days before the date fixed for the holding of the annual general meeting or, in the case of an election by Council to fill a casual vacancy, the date fixed for the proposed Council meeting or resolution.

23.2 Every nomination document under clause 23.1 must clearly identify the names and addresses of the candidates and the nominating members and the name of the Member District Association(s) to which they respectively belong.

23.3 A nomination of a candidate for election under clause 23.1 is not valid, unless the Association in general meeting otherwise decides, if that candidate has already been duly nominated for another office or position for election at the same meeting.

23.4 If no nominations are received for a particular position to be filled on the Council, further nominations shall be received at the annual general meeting.

23.5 If only one nomination is received for a position to be filled, the person nominated shall be deemed to be elected.

23.6 The ballot for the election of members of the Council shall be conducted at the



annual general meeting in such usual and proper manner as the Council may direct.

23.7 For the purposes of this constitution, the office of an officer of the Association or of a Zone Councillor becomes vacant if the officer or councillor:

- (a) ceases to be a member of a Member District Association;
- (b) is removed under clause 24;
- (c) becomes an insolvent under administration within the meaning of the *Corporations Law*;
- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- (e) resigns his office by notice in writing given to the Secretary.

23.8 If a casual vacancy occurs in any office referred to in clause 20.1, the Council may appoint one of its members or any Delegate to the vacant office and the person so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of his appointment.

23.9 If a casual vacancy occurs in the office of a Zone Councillor, the Council may:

- (a) through the Secretary, request Member District Associations from the Zone represented by the departing Zone Councillor to cause a nomination or nominations to be made in accordance with clauses 21.4 and 23.1 for the election of a replacement Zone Councillor; and
- (b) appoint a person so nominated to fill the vacancy;

and the person so appointed shall hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of his appointment.

#### 24. REMOVAL OF MEMBER OF COUNCIL

24.1 The Association in general meeting may by resolution remove any member of the Council before the expiration of the term of the member.

24.2 Where a member or former member of the Council to whom a resolution or proposed resolution under clause 24.1 applies makes a representation in writing regarding his removal or proposed removal to the Secretary or to the President of the Association (not exceeding a reasonable length) and requests that the representation be notified to the Member District Associations, the Secretary or President may send a copy of the representation to each Member District Association, or, if such a notice is not sent, the relevant member of the Council may require that the representation be read out at the next general meeting of the Association.

#### 25. PROCEEDINGS OF THE COUNCIL

25.1 The Council shall meet at least 3 times in each year at such place and at such times as the Council may determine.

- 25.2 Special meetings of the Council may be convened by the President or by any 4 members of the Council.
- 25.3 Notice shall be given to members of the Council of any special meeting specifying the general nature of the business to be transacted. No other business may be transacted at that meeting.
- 25.4 Written notice of each Council meeting shall be served on each member of the Council by delivering it to him at a reasonable time before the meeting or by sending it by pre-paid post addressed to him at his usual or last known place of abode at least 2 business days before the date of the meeting.
- 25.5 Any 5 members of the Council shall constitute a quorum for the transaction of business of the meeting of the Council.
- 25.6 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, unless the meeting was a special meeting in which case it lapses.
- 25.7 At meetings of the Council:
- (a) the President or, in his absence, the Vice President shall preside as chairman; or
  - (b) if the President and the Vice President are absent, the remaining members of the Council present shall elect one of their number to preside as chairman.
- 25.8 Questions arising at a meeting of the Council or of any committee appointed by the Council shall be determined on a show of hands, or, if demanded by a member, by a poll taken in such manner as the chairman presiding at the meeting may determine.
- 25.9 Each member of the Council present at a meeting of the Council or of any committee appointed by the Council (including the chairman presiding at the meeting) is entitled to one vote and, in the event of an equality of the votes on any question, the chairman may exercise a second or casting vote.
- 25.10 subject to clause 25.5 the Council may act notwithstanding any vacancy on the Council.
- 25.11 If a simple majority of the members of the Council for the time being (and who, in a meeting of the Council, would form a quorum) have signed a document containing a statement that they are in favour of a resolution of the Council in terms set out in the document, a resolution in those terms shall be deemed to have been dully passed at a meeting of the Council held:
- (a) if all such members of the Council signed the document on the same day, on that day and at the time at which the document was last signed by a member of the Council; or
  - (b) if members of the Council signed the document on different days, on the day on which, and at the time at which, the document was last signed by a member of the Council.
- 25.12 Clause 25.11 applies only if all members of the Council have been given notice of the business to which the resolution relates and have had a reasonable opportunity to vote on or otherwise participate in the passage of the

resolution.

25.13 For the purposes of clause 25.11, 2 or more separate documents containing statements in identical terms each of which is signed by one or more members of the Council shall together be deemed to constitute one document containing a statement in those terms signed by those members of the Council on the respective days on which they signed the separate documents.

25.14 A member of the Council:

- (a) who, at a meeting of Council, would not be or would not have been entitled to vote on the resolution; or
- (b) whom the Secretary reasonably believes or believed (as to which belief a certificate given in good faith by the Secretary shall be conclusive evidence) to be outside Australia at the time at which the document was last signed by a member of the Council;

shall not be considered to be or to have been a member of the Council for the purposes of clause 25.11 or clause 25.12.

25.15 Clauses 25.11 to 25.14 (inclusive) apply also to the proceedings of any committee to which the Council has delegated any of its powers under this constitution.

## 26. TELEPHONE MEETINGS OF COUNCIL

26.1 Subject to the Act, a meeting of the Council may consist of a conference between a number of the members of the Council, being not less than a quorum, even if those members of the Council are not all present in the one place at the same time (in this clause 26 'telephone meeting') but only if: -

- (a) all members of the Council entitled for the time being to notice of a meeting of the Council:
  - (i) are or were notified of the telephone meeting in accordance with clause 25.4; and
  - (ii) have the opportunity to be linked by a conference telephone or other form of communications equipment (whether in use at the date of this constitution or developed subsequently), or by a combination of these methods, used for the purposes of the telephone meeting (in this clause 26, 'communications equipment'); and
- (b) each of the members of the Council taking part in the telephone meeting is able:
  - (i) to hear every other member participating in the telephone meeting who addresses the telephone meeting; and
  - (ii) if he so wishes, to address each of the other members participating in the telephone meeting simultaneously,whether directly or by use of the communications equipment.

26.2 Each member of the Council taking part in a telephone meeting shall be deemed to be present at the meeting for the purposes of clauses 25.5 and 25.6.

- 26.3 A member of the Council may not leave a telephone meeting by disconnecting his communications equipment unless he has previously obtained the express consent of the chairman of the meeting and a member of the Council shall be conclusively presumed to have been present and to have formed part of the quorum at all times during that meeting unless he has previously obtained the express consent of the chairman to leave the meeting.
- 26.4 A minute of the proceedings of a telephone meeting shall be sufficient evidence of those proceedings and of the observance of all necessary formalities, if certified to be or otherwise signed as a correct minute by the chairman of that meeting.
- 26.5 A telephone meeting shall be deemed to take place at the place where the largest group of participating members of the Council is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates.
- 26.6 Nothing in this clause restricts the generality of the Council's power, subject to this constitution and the Act, to regulate its proceedings as it thinks appropriate.
- 26.7 This clause applies also to the proceedings of any special committee appointed under clause 27.

27. SPECIAL COMMITTEES

The Member District Associations, via the Delegates, in general meeting or the Council may from time to time appoint special committees for the purpose of investigating and submitting reports or recommendations or both on any designated matter. Special committees shall conduct their business in accordance with such directions as may be given from time to time by the Association in general meeting or the Council and shall report to the appropriate body as directed. The Council may appoint persons to fill casual vacancies and to increase the number of persons on a special committee provided such persons shall not continue in such appointment beyond the next annual general meeting unless reappointed by that meeting to that special committee.

28. SECRETARY

- 28.1 The Secretary shall keep minutes of the resolutions and proceedings of each general meeting and each Council meeting in books provided for that purpose together with a record of the names of persons present at Council meetings. The Secretary or Secretary/Treasurer shall also be the principal executive officer of the Association:
- (a) executing or procuring the execution of the decisions of the Council; and
  - (b) exercising such powers of management as may be delegated to him by the Council under paragraph 19.2(c).

- 28.2 The Assistant Secretary's function is to assist the Secretary or Secretary/Treasurer.

29. TREASURER, SECRETARY/TREASURER

- 29.1 The Treasurer or Secretary/Treasurer, as the case may be, of the Association:
- (a) shall collect and receive all moneys due to the Association and make all payments authorised by the Association; and
  - (b) shall keep correct accounts and books showing financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

29.2 The accounts and books referred to in clause 29.1 shall be available for inspection by Member District Associations or their respective Delegates.

### 30. CHEQUES

All cheques, bills, drafts of exchange, promissory notes and other negotiable instruments shall be signed by any 2 of the following members of the Council:

- (a) the President;
- (b) the Secretary;
- (c) the Treasurer (if there is a separate Treasurer);  
and
- (d) 2 other members of the Council nominated for that purpose by the Council.

### 31. SEAL

31.1 The common seal of the Association shall be kept in the custody of the Secretary.

31.2 The common seal shall not be affixed to any instrument except by the authority of the Council and the affixing of the common seal shall be attested by the signatures of 2 members of the Council or one member of the Council and the Public Officer of the association.

### 32. ALTERATION OF RULES AND STATEMENT OF PURPOSES

This constitution shall not be altered except in accordance with the Act

### 33. NOTICES

33.1 A notice may be served by or on behalf of the Association personally upon any Member District Association, Delegate or a member of the Council or by sending it by post to the Member District Association, Delegate or member of the Council at its or his address shown in the register of members, the register of Delegates or the register of members of the Council, as the case may be.

33.2 Where a document is properly addressed pre-paid and posted as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course.

34 WINDING UP OR CANCELLATION

In the event of the winding up or cancellation of the incorporation of the Association of the Association, the assets of the association shall be disposed of in accordance with the provisions of the Act.

35 CUSTODY OF RECORDS

Except as otherwise provided in this constitution, the Secretary shall keep in his custody or under his control all books, documents and securities of the association.

36 FUNDS

The funds of the Association shall be raised by any or all of the following means:

- (a) the affiliation fees described in clause 4;
- (b) sponsorship by appropriate organisations of local State and or national tournaments;
- (c) such other means as the Council deems appropriate to the furtherance of the objectives of the Association.

37 AUDITOR

37.1 Where the Council deems it necessary, the Association shall at the Annual General Meeting appoint a person or persons or a firm or firms as auditor or auditors of the Association

37.2 A person or firm appointed as auditor under clause 37.1 will hold office until death, resignation or removal from office by the Association in general meeting.

37.3 The Auditor(s) shall:

- (a) have the power to peruse all books, papers, vouchers and documents of the Association;
- (b) audit the accounts;
- (c) sign the Balance Sheet when correct;
- (d) report to the first general meeting each Financial Year.