

Constitution

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Preston Pirates Baseball Club Inc.
(REGISTRATION NO. A0014047W)
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Constitution of Preston Pirates Baseball Club Inc.

PART I – OBJECTS, POWERS AND INTERPRETATION

1. NAME

The name of the incorporated association is Preston Pirates Baseball Club Inc. (**Club**).

2. INCORPORATION

- (a) The Club shall incorporate under the Act and shall remain incorporated.
- (b) The Model Rules made under the Act are expressly displaced by this Constitution.

3. OBJECTS OF THE CLUB

The Club is established solely for these Objects. The Objects of the Club are to:

- (a) participate as a member of Baseball Victoria (**BV**) and Baseball Australia (**BA**) through and by which baseball can be conducted, encouraged, promoted, advanced and administered;
- (b) provide for the conduct, encouragement, promotion and administration of baseball;
- (c) ensure the maintenance and enhancement of the Club, BV, BA, ABL and baseball, its standards, quality and reputation for the benefit of the Members and baseball;
- (d) at all times promote mutual trust and confidence between the Club, BV, BA, ABL, and the Members in pursuit of these objects;
- (e) at all times act on behalf of and in the interest of the Members and baseball;
- (f) promote the economic and community service success, strength and stability of the Club, BV, BA, ABL and baseball;
- (g) affiliate and otherwise liaise with BV, BA and ABL in the pursuit of these objects and the objects of baseball;
- (h) conduct, encourage, promote, advance and control baseball;
- (i) use and protect the Intellectual Property;
- (j) apply the property and capacity of the Club towards the fulfilment and achievement of these Objects;
- (k) further extend the operations and teachings of the Club:

- (l) further develop baseball into an organised institution and with these objects in view, to foster, regulate, organise and manage competitions and other activities;
- (m) review and/or determine any matters relating to baseball which may arise, or be referred to it, by any Member;
- (n) pursue through itself or other such commercial arrangements, including sponsorship and marketing opportunities as are appropriate to further the interests of baseball;
- (o) adopt and implement appropriate policies, including in relation to alcohol, sexual harassment, equal opportunity, equity, drugs in sport, health, safety, junior and senior programs, infectious diseases and such other matters as arise from time to time as issues to be addressed in baseball;
- (p) represent the interests of its Members and of baseball generally in any appropriate forum;
- (q) have regard to the public interest in its operations;
- (r) do all that is reasonably necessary to enable these objects to be achieved and to enable the Members to receive the benefits which these objects are intended to achieve;
- (s) ensure that environmental considerations are taken into account in all baseball and related activities conducted by the Club;
- (t) promote the health and safety of Members;
- (u) encourage Members to realise their potential and athletic abilities by extending to them the opportunity of education and participation in baseball competition and to award trophies and rewards to successful competitors;
- (v) encourage and promote performance-enhancing drug free competition;
- (w) seek and obtain improved baseball facilities for the enjoyment of the Members;
- (x) affect such objects as may be necessary in the interests of baseball;
- (y) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these objects.

4. POWERS OF THE CLUB

Solely for furthering the Objects set out above, the Club has in addition to the powers and functions under the Act, the legal capacity and powers of a company limited by guarantee as set out under section 124 of the *Corporations Act 2001* (Cth).

5. INTERPRETATION AND DEFINITIONS

5.1 Definitions

In this Constitution, unless the contrary intention appears:

ABL means Australian Baseball League the body recognised as administering the Australia profession Baseball League.

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

Annual General Meeting means a meeting of Members convened in accordance with rule 14.

Annual Subscriptions means the annual fees payable by each category of Member as determined by the Board under rule 9.

BA means Baseball Australia, the body recognised as the body administering baseball in Australia.

Baseball Association means a Baseball Association as defined in the BV constitution.

Baseball Club means a baseball club which is a member of or otherwise affiliated with BV or BA.

Baseball Diamond means the Baseball Field, Club Rooms and other facilities leased by the Club.

Board means the body managing the Club and consisting of the Directors under rule 19.1(a).

BV means Baseball Victoria, the body recognised by BA as the body administering baseball in Victoria.

BV Regulations means any by-laws, rules or regulations passed by BA or BV, including the By Laws Of The Game and The Playing Conditions Of The Game.

By-Laws mean any By-Laws made by the Board under rule 26.

By-Laws Of The Game means the Official Australian Rules of Baseball as defined the BV Regulations.

Club means Preston Pirates Baseball Club Inc.

Committee means any committee of the Board created under rule 23.4 from time to time.

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

Director means a member of the Board elected or appointed in accordance with this Constitution.

Elected Director means a Director elected under rule 19.7(a).

Financial Year means the year ending 30 April in each year.

General Meeting means the annual or any Special General Meeting of the Club convened in accordance with rule 16.

Intellectual Property means all rights subsisting in copyright, business names, names, trade marks (or signs), logos, designs, equipment, images (including photographs, television, videos or films) or service marks (whether registered or registrable) relating to the Club or any championship, competition, series or event or baseball activity of or conducted, promoted or administered by the Club.

Juniors Baseball means baseball matches played by the club available to be played by Junior Members only.

Life Member means an individual appointed as a Life Member of the Club under rule 8.2(a).

Masters Baseball means baseball matches played by the club where the players are required to be over a certain age set by BV or the relevant Baseball Association.

Member means any person recognised as a member of the Club by the Board under rule 8 from time to time.

Objects means the objects of the Club under rule 3.

Playing Conditions Of The Game means the "Playing Conditions" as defined in the BV Regulations.

President means the President for the time being of the Club appointed in accordance with rule 20.

Register means the register of Members kept in accordance with rule 10.1.

Relevant Documents means the records and other documents, however recorded compiled or stored, that relate to the Club and management of the Club and includes membership records, financial statements, financial records, and records and documents relating to transactions, dealings, business or property of the Club.

Seal means the common seal of the Club and includes any official seal of the Club.

Secretary means the individual Elected Director position of secretary elected under rule 19.7(a).

Seniors Baseball means baseball matches played by the Club with no age restrictions on who is able to play.

Special General Meeting means a General Meeting of the Club other than an Annual General Meeting.

Social Baseball means a modified form of the game to suit all skill levels played for fun rather than competition.

Special Resolution has the same meaning as that given to it by the Act.

State means and includes a State or Territory of Australia.

T-ball means baseball modified for young children in which the ball is batted from a tee of adjustable height rather than being pitched.

5.2 Interpretation

In this Constitution:

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

5.3 Enforceability

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision shall be read down for the purpose of that jurisdiction, if possible, so as to be 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.

6. STATUS AND COMPLIANCE OF CLUB

6.1 Recognition of Club

Subject to compliance with this Constitution, the BV constitution, and the BA constitution the Club shall continue to be recognised as a Member of BV and shall administer baseball activities in, accordance with the Objects.

6.2 Compliance of Club

The Members acknowledge and agree the Club shall:

- (a) be or remain incorporated in Victoria;
- (b) appoint a Delegate annually to represent the Club at general meetings of BV or the Association it is a member of (as the case may be);
- (c) forward to BV a copy of its constituent documents and details of its Directors;
- (d) adopt the objects of BV (in whole or in part as are applicable to the Club) and adopt rules which reflect, and which are, to the extent permitted or required by the Act, generally in conformity with the BV constitution;
- (e) apply its property and capacity solely in pursuit of the Objects and baseball;
- (f) do all that is reasonably necessary to enable the Objects to be achieved;
- (g) act in good faith and loyalty to ensure the maintenance and enhancement of baseball, its standards, quality and reputation for the benefit of the Members and baseball;
- (h) at all times act on behalf of and in the interests of the Members and baseball; and
- (i) by, adopting the objects of BV, abide by the BV constitution.

6.3 Operation of Constitution

The Club and the Members acknowledge and agree:

- (a) that they are bound by this Constitution and that this Constitution operates to create uniformity in the way in which the Objects and baseball are to be conducted, promoted, encouraged, advanced and administered;
- (b) to ensure the maintenance and enhancement of baseball, its standards, quality and reputation for the benefit of the Members and baseball;
- (c) not to do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of baseball and its maintenance and enhancement;
- (d) to promote the economic and community services, strength and stability of each other and to act interdependently with each other in pursuit of their respective objects;
- (e) to act in the interests of baseball and the Members;

- (f) where the Club considers or is advised that a Member has allegedly:
- (i) breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws, or any resolution or determination of the Club; or
 - (ii) acted in a manner prejudicial to the Objects and interests of the Club and/or baseball; or
 - (iii) brought the Club, any Baseball Club or baseball into disrepute,
- the Club may after allowing the Member a reasonable opportunity to explain, adjudicate and if necessary:
- (i) penalise the Member with such penalty as it thinks appropriate; or
 - (ii) refer the matter to the judiciary committee to be dealt with in accordance with the BV regulations.

7. CLUB'S CONSTITUTION

7.1 Constitution of the Club

The Constitution will clearly reflect the objects of BV and shall generally conform with the BV constitution, subject to any requirements in the Act, and at least to the extent of:

- (a) the objects of BV;
- (b) the structure and membership categories of BV;
- (c) recognising BA as the national peak body for baseball in Australia, in accordance with the BA Constitution;
- (d) recognising BV as the peak body for baseball in Victoria;
- (e) recognising BA as the final arbiter on matters pertaining to baseball in Australia, including disciplinary proceedings;
- (f) such other matters as are required to give full effect to the BV constitution, with such incidental variations as are necessary having regard to the Act.

7.2 Operation of the BV Constitution

- (a) The Club will take all steps to ensure its Constitution is in conformity with the BV constitution at least to the extent set out in rule 7.1 and in respect of those matters set out in rule 7.1 shall ensure this Constitution is amended in conformity with future amendments made to the BV constitution, subject to any prohibition or inconsistency in the Act.
- (b) The Club shall provide to BV a copy of its Constitution and all amendments to this document. The Club acknowledges and agrees that BV has power to veto any provision in its Constitution which, in BV's opinion, is contrary to the objects of BV.

PART II – MEMBERSHIP

8. MEMBERSHIP OF CLUB

8.1 Minimum number of Members

The Club must have at least five Members.

8.2 Categories of Member

Each Member of the Club who is 18 years of age at the date of the relevant general meeting shall have the right to be present and to debate and vote at the General Meetings.

The Members of the Club shall consist of:

(a) **Life Members:**

- (i) Any natural person who has rendered distinguished service to the Club and baseball, where such service is deemed to have assisted the advancement of the Club may be appointed as a Life Member.
- (ii) The nomination form, nomination and acceptance process, conditions, obligations and privileges of life membership shall be as prescribed by the Board. Otherwise, from the time of acceptance the person shall be a life member and their details shall be placed on the register.
- (iii) The Recommendation for Life Membership will require a 2/3 majority vote by Members present and eligible to vote in favour at a duly convened Annual General Meeting or a Special General Meeting
- (iv) shall have the right to be present, debate and vote at General Meetings

(b) **Senior Members** who subject to being at least 18 years of age at the date of the relevant General Meeting and being registered to play Seniors Baseball, shall have the right to be present, debate and vote at General Meetings;

(c) **Junior Members** under the age of 18 years age at the date of the relevant General Meeting and registered to play Juniors and / or seniors Baseball, shall have the right to be present and debate but not vote at General Meetings.

(d) **Club Members** who subject to being at least 18 years of age at the date of the relevant General Meeting, shall have the right to be present, debate and vote at General Meetings.

(e) **Social Club Members Non Voting** who subject to being at least 18 years of age at the date of the relevant General Meeting, shall have the right to be present and debate at General Meetings.

(f) such other category or categories of members as determined by the Board from time to time.

8.3 Application for Membership

An application for membership by an individual must be:

- (a) in writing on the form prescribed from time to time by the Club, BV and/or BA (which might occur through an online registration platform), from the applicant or their nominated representative and lodged with the Club; and
- (b) accompanied by the appropriate fee, if any.

8.4 Discretion to Accept or Reject Application

- (a) The Club may accept or reject an application whether the applicant has complied with the requirements in rule 8.3 or not (even after registration through the online platform has occurred), and shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) Where the Club accepts an application the applicant shall, become a Member.
- (c) Membership of the Club shall be deemed to commence upon acceptance of the application by the Club. The Register shall be updated accordingly as soon as practicable.
- (d) Where an application for Membership is made to transfer from another Baseball Club, Membership shall be deemed to commence upon the latter of:
 - (i) acceptance of the application by the Club; and
 - (ii) clearance from the other Baseball Club and BV.
- (e) If the Club rejects an application, it shall refund any fees forwarded with the application, and the application shall be deemed rejected by the Club. No reasons for rejection need be given.

8.5 Renewal of membership

- (a) Members must re-apply for membership of the Club in accordance with the procedures set down by the Club from time to time.
- (b) Upon re-application a Member must provide details of any change in their personal details, and any other information reasonably required by the Club.

8.6 Membership Transitional Arrangements

Notwithstanding any other rule of this Constitution, the transitional arrangements set out at rule 27 shall apply to the continuation of membership from the date of adoption of this Constitution.

8.7 Effect of Membership

- (a) Members acknowledge and agree that:
 - (i) this Constitution constitutes a contract between each of them and the Club and that they are bound by this Constitution and the Regulations;

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

8.8 Liability of Members

The liability of the Members of the Club is limited.

9. SUBSCRIPTIONS AND FEES

- (a) The Annual Subscriptions and any other fees payable by Members or categories of Members to the Club, the benefits which apply and manner of payment shall be determined by the Board following the Annual General Meeting in each calendar year and will generally be consistent with the Annual Subscriptions and other fees set by BV or the relevant Baseball Association.
- (b) The date on which Annual Subscriptions and any other fees payable by Members or categories of Members shall be payable to the Club will be determined by the Board from time to time and will generally be consistent with the dates for payment of Annual Subscriptions and other fees set by BV or the relevant Baseball Association.

- (c) The Board and BV are empowered to prevent any Member whose Annual Subscription or any other fees are in arrears from exercising the whole or any of the rights or privileges of membership of the Club, including but not limited to the right to vote at General Meetings.

10. REGISTERS

10.1 Club to Keep Register of Members

The Club shall keep and maintain a Register of Members in which shall be entered:

- (a) the full name and address of the Member;
- (b) the category of membership of the Member;
- (c) the date on which the Member became a Member;
- (d) any other information determined by the Board; and
- (e) for each former Member, the date of ceasing to be a Member.

10.2 Changes to Member details

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

10.3 Inspection of Register

Inspection of the Register will only be available as required by the Act and in accordance with rule 38(d).

10.4 Use of Register

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

11. DISCONTINUANCE OF MEMBERSHIP

11.1 Discontinuance by Notice of Resignation

- (a) A Member having paid all arrears of fees payable to the Club may resign or withdraw from membership of the Club by giving notice in writing to the Club of resignation or withdrawal.
- (b) Upon the expiration of that period of notice, the Member shall cease to be a Member.
A Life Member may resign by notice in writing with immediate effect.

11.2 Discontinuance by Breach

- (a) Membership of the Club may be discontinued by the Board, BV the applicable Baseball Association upon breach of any rule of this Constitution, including but not limited to the failure to pay any monies owed to the Club, failure to comply with the

By-Laws or any resolution or determination made or passed by the Board or any duly authorised committee.

- (b) Membership shall not be discontinued by the Board under rule 11.2(a) without the Board first giving the accused Member the opportunity to explain the breach and/or remedy the breach.
- (c) Where a Member fails, in the Board's view to adequately explain or remedy the breach, that Member's membership may be discontinued under rule 11.2(a) by the Club giving written notice of the discontinuance.

11.3 Discontinuance by Failure to Pay Subscription

- (a) A Member is taken to have resigned if:
 - (i) the Member's annual subscription is outstanding after the date on which subscription fees fall due and payable; or
 - (ii) where no annual subscription is payable:
 - (A) the Secretary has made a written request to the Member to confirm that he or she wishes to remain a Member; and
 - (B) the Member has not, within three months after receiving that request, confirmed in writing that he or she wishes to remain a Member.
- (b) Should a sufficient explanation be made to the Board for the failure to pay subscription or reason for not responding to a request, the Board shall have the power to restore the Membership upon payment of the amount due (if any).

11.4 Amendment to the Register

Where a Member resigns in accordance with this rule 11 an entry, recording the date on which the Member ceased to be a Member, shall be recorded in the Register as soon as practicable in accordance with rule 10.1(e).

11.5 Forfeiture of Rights

A Member who ceases to be a Member, for whatever reason, shall forfeit all rights in and claims upon the Club and its property and shall not use any property of the Club including Intellectual Property. Any Club documents, records or other property in the possession, custody or control of that Member shall be returned to the Club immediately.

11.6 Membership may be reinstated

Membership which has been discontinued under this rule 11 may be reinstated at the discretion of the Board, upon such conditions as it deems appropriate.

11.7 Refund of Membership Fees

Membership fees or subscriptions paid by the discontinued Member may be refunded on a pro-rata basis to the Member upon discontinuance.

12. DISCIPLINE OF MEMBERS

12.1 Establishing a Disciplinary Committee

- (a) Where the Board is advised of an allegation (not being vexatious, trifling or frivolous) or considers that a Member has allegedly:
 - (i) breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations, the By-Laws of the Game, the Playing Conditions of the Game, the BV Regulations, the By-Laws or any resolution or determination of the Board or any duly authorised committee; or
 - (ii) acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of the Club and/or baseball, or another Member; or
 - (iii) brought themselves, another Member, the Club or baseball into disrepute,

the Board may by resolution and in accordance with rule 23.4, establish a disciplinary Committee to convene to hear a matter against any Member and to determine what action, if any, to take against that Member (**Disciplinary Hearing**), and that Member, will be subject to, and submits unreservedly to the jurisdiction, disciplinary procedures and penalties and the appeal mechanisms (if any) in this Constitution.

- (b) After establishing a disciplinary Committee, the Board may by resolution provisionally suspend the Member in question, subject to the Disciplinary Hearing, until such time as the disciplinary Committee makes a finding.

12.2 Determination of Disciplinary Committee

- (a) The members of the disciplinary committee may be Members or anyone else but must not be biased against, or in favour of, the Member concerned.
- (b) The disciplinary committee must serve on the Member not later than 14 days before the Disciplinary Hearing a notice in writing stating the alleged breach, the date, place and time of the Disciplinary Hearing and that the Member may address the Disciplinary Hearing either in person or through a written statement.
- (c) When determining whether the alleged breach under rule 12.1 occurred, the disciplinary Committee must ensure that the Member has the opportunity to be heard and to call witnesses and that due consideration is given to any written statement submitted by the Member or a witness.
- (d) Where the disciplinary committee determines there was a breach, it will determine what penalty (if any) shall be given to the Member and give notice of this to the Board. The disciplinary Committee may impose any penalty it sees fit.

12.3 No Appeal

- (a) A determination of the disciplinary Committee under rule 12.2 is final and binding on the Member and there is no right of appeal available to any further body under this Constitution.

- (b) A Member who is the subject of disciplinary proceedings under this rule 12 must not initiate a grievance procedure under rule 13 in relation to the matter which is subject of the disciplinary proceedings until the disciplinary procedure has been completed.

13. GRIEVANCE PROCEDURE

- (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 Club.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen 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 Board; or
 - (B) in the case of a dispute between a Member and the Club, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria.
- (e) A Member can be a mediator. The mediator cannot be a Member who is a party to the dispute.
- (f) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (g) The mediator, in conducting the mediation, must:
 - (i) give the parties to the mediation process every opportunity to be heard; and
 - (ii) allow due consideration by all parties of any written statement submitted by any party; and
 - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (h) The mediator must not determine the dispute.

- (i) 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.

PART III- GENERAL MEETINGS

14. ANNUAL GENERAL MEETINGS

14.1 Annual General Meeting to be Held

- (a) The Club shall convene and hold an Annual General Meeting of its Members annually within five months after the end of the Financial Year and in accordance with the Act.
- (b) The Annual General Meeting of the Club shall, subject to the Act and to rule 14.1(a), be convened at a time, date and venue to be determined by the Board.

14.2 Business

In addition to any business required to be transacted at the Annual General Meeting under the Act, the business of the Annual General Meeting must include the following:

- (a) confirmation of minutes from the previous Annual General Meeting and of any Special General Meeting held since then;
- (b) receive and consider:
 - (i) reports of the Board;
 - (ii) financial statements of the Club; and
 - (iii) any other reports as determined by the Board in its sole discretion;
- (c) election of office bearers;
- (d) any other business of which notice is given in accordance with this Constitution.

14.3 Additional Meetings

The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year. Any General Meeting other than an Annual General Meeting is a Special General Meeting.

15. SPECIAL GENERAL MEETINGS

15.1 Special General Meetings May be Held

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

15.2 Request for Special General Meetings

- (a) The Board shall convene a Special General Meeting upon receiving a request in writing from not less than 10 Members who would be entitled to vote at such General Meeting or if required by the Act.
- (b) The requisition for a Special General Meeting shall be in writing and state the object(s) of the meeting, shall be signed by the Members making the requisition and be sent to the Club. The requisition may consist of several documents in a like form, each signed by one or more of the Members making the requisitions.
- (c) If the Board does not cause a Special General Meeting to be held within one month after the date on which the requisition is sent to the Club, the Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than three months after that date.
- (d) A Special General Meeting convened by Members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Board. All reasonable expenses incurred in convening the meeting shall be refunded by the Club to the persons incurring the expenses.

16. GENERAL MEETINGS

16.1 Notice to be Given for General Meetings

- (a) Notice of every General Meeting shall be given to every Member entitled to receive notice, at the address appearing in the Register kept by the Club. The Directors shall also be entitled to notice of every General Meeting, which shall be sent to their last notified address. No other person shall be entitled as of right to receive notices of General Meetings.
- (b) A notice of a General Meeting shall be in writing and shall specify the time, date and place of the meeting and shall state the proposed business to be transacted at the meeting. Notice may be given in any form permitted under rule 31.
- (c) At least 20 days' notice of a General Meeting shall be given to those Members entitled to receive notice, together with:
 - (i) the agenda for the meeting;
 - (ii) any nominations for candidates to be elected to the Board as Elected Directors received in accordance with rule 20.1; and

- (iii) any notice of motion received from Members in accordance with rule 16.2(b).

16.2 Business of Meeting

- (a) No business other than that set out in the notice convening the meeting shall be transacted at the General Meeting.
- (b) A Member desiring to bring any business before a meeting shall give at least 30 days' notice in writing of that business to the Club which shall include that business in a notice calling the next General Meeting after the receipt of the notice.

16.3 Quorum

- (a) No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings of the Club shall be 15 Members entitled to vote at that General Meeting, represented personally.
- (b) 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 Members, shall be dissolved; and
 - (ii) in any other case, shall stand adjourned to:
 - (A) the same day in the next week at the same time and (unless Members are notified of an alternate venue) at the same place; or
 - (B) any date, time and place determined by the chairperson,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 meeting shall lapse.

16.4 President to Chair

The President shall, subject to this Constitution, preside as chairperson at every General Meeting except:

- (a) in relation to any election for which the President is a nominee; or
- (b) where a conflict of interest exists.

If the President is not present, or is unwilling or unable to preside the Vice President shall preside as chairperson. If the Vice President is not present, or is unwilling or unable to preside the Members shall appoint one of the Directors to preside as chairperson for that meeting only.

16.5 Chairperson May Adjourn Meeting

- (a) The chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned

meeting other than the business left unfinished at the meeting from which the adjournment took place.

- (b) When a meeting is adjourned for 30 days or more, a notice of the adjourned meeting shall be given as in the case of the original meeting.
- (c) Except as provided in rule 16.5(b) it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

16.6 Use of technology

- (a) A Member not physically present at a General Meeting may participate in the meeting by the use of technology that allows that Member and the Members present at the meeting to clearly and simultaneously communicate with each other.
- (b) A Member participating in a General Meeting as permitted under rule 16.6(a) is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

17. VOTING AT GENERAL MEETINGS

17.1 Members entitled to Vote

Each Member entitled to vote as set out in rule 8 shall have one vote at General Meetings which, subject to this Constitution, shall be:

- (a) exercised by the Member in person; or
- (b) exercised by a proxy vote as outlined under rule 17.6.

17.2 Voting Procedure

- (a) Subject to this rule 17, votes at a General Meeting shall be given in person by those present and entitled to vote or by way of Absentee Vote.
- (b) Subject to rule 17.4, all questions arising at a General Meeting shall be determined on a show of hands.

17.3 Recording of Determinations

Unless a poll is demanded under rule 17.4, a declaration by the chairperson that a resolution has, on a show of hands, been carried, or carried unanimously or by a particular majority or lost, then an entry to that effect in the book containing the minutes of the proceedings of the Club shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, the resolution.

17.4 Where Poll Demanded

A poll may be demanded for any resolution put to the vote of the meeting (before or on the declaration of the result of the show of hands) by:

- (a) the chairperson; or

- (b) a simple majority of Members.

If a poll is duly demanded under this rule 17.4, it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

17.5 Casting Vote

Where voting at General Meetings is equal the chairperson may exercise a casting vote. The chairperson does not have a deliberative vote.

17.6 Proxy Voting

- (a) Proxy voting shall be permitted at all General Meetings in accordance with the Act, provided a proxy form in the form approved by the Board from time to time, has been duly completed and executed and is lodged with the Secretary at least twenty-four (24) hours before the commencement of the meeting.
- (b) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. For the proxy to be valid, a Member must instruct the proxy to vote either in favour of or against any proposed resolutions which must be set out in the proxy form.
- (c) Postal voting shall not be permitted.

18. MINUTES OF GENERAL MEETINGS

- (a) The Board must ensure that minutes are taken and kept of each General Meeting.
- (b) The minutes must record:
 - (i) the business considered at the meeting;
 - (ii) any resolution on which a vote is taken and the result of the vote;
 - (iii) proxy forms given to the Secretary under rule 17; and
 - (iv) the names of persons present at all meetings.
- (c) In addition, the minutes of each Annual General Meeting must include:
 - (i) any reports or financial statements submitted to the Members at the Annual General Meeting.

PART IV – BOARD

19. BOARD

19.1 Powers of Board

- (a) The affairs of the Club shall be managed by the Board constituted under rule 19.2.
- (b) Subject to this Constitution and the Act, the Board:
 - (i) shall control and manage the business and affairs of the Club;
 - (ii) may exercise all such powers and functions as may be exercised by the Club other than those powers and functions that are required by this Constitution to be exercised by the Members in General Meeting; and
 - (iii) has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Club.

19.2 Composition of Board

The Board shall comprise a minimum of the:

- (i) President;
- (ii) Vice President (2);
- (iii) Treasurer; and
- (iv) Secretary,

who for the avoidance of doubt shall be Directors and must all be Members at least 18 years of age who shall be elected in accordance with rule 19.7(a); and

- (v) five other Directors, who must all be Members, at least 18 years of age and who shall be elected in accordance with rule 19.7(a).

19.3 Portfolios

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

19.4 Gender Equity

The Members must use reasonable endeavours to ensure no one gender constitutes more than 60% of the total number of Directors.

19.5 Right to Co-Opt

It is expressly acknowledged that the Board may co-opt any person with appropriate experience or expertise to assist the Board in respect of such matters and on such terms as the Board thinks fit. Any person so co-opted shall not be a Director, and shall not exercise the rights of a Director, but shall act in an advisory role only.

19.6 Appointment of Delegate

- (a) The Board shall, from amongst its members, appoint a Delegate to attend general meetings of BV or the Association to which the Club is a member (as the case may be) for such term as the Board determines, and otherwise in accordance with the BV Constitution or the Association Constitution.
- (b) The Club must advise BV or the Association (as the case may be) in writing of its Delegate.

19.7 Transitional Arrangements

Notwithstanding any other rule of this Constitution, the transitional arrangements set out at rule 27(b) shall apply from the date of adoption of this Constitution.

19.8 Term of Office of Directors

- (a) Subject to rule 21 and 27, each Director shall take office from the conclusion of the Annual General Meeting at which they are elected and shall hold office for two years until the conclusion of the second Annual General Meeting following their election.
- (b) Directors are eligible for re-election.

20. ELECTION OF DIRECTORS

20.1 Nominations of Candidates

- (a) At least 20 days prior to the proposed date of the Annual General Meeting, the Club shall call for nominations from Members for Director positions falling vacant. All Members shall be notified of the call for nominations in a manner determined by the Board.
- (b) Candidates must:
 - (i) be aged 18 years or over as at the date of being elected;
 - (ii) reside in Australia; and
 - (iii) not be employed by (as a Chief Executive Officer or General Manager equivalent) or a Director of BV, BA and/or ABL.
- (c) Nominations of candidates for election as Elected Directors shall:
 - (i) be made in writing, signed by two Members and accompanied by the written consent of the nominee (which may be endorsed on the form of nomination);

- (ii) identify which individual Elected Director position or positions the candidate is nominating for; and
 - (iii) be delivered to the Club not less than twenty-four (24) hours before the commencement of the Annual General Meeting.
- (d) If insufficient nominations are received for each individual Elected Director position to fill all available Elected Director vacancies on the Board:
 - (i) the candidates nominated shall, subject to declaration by the chairperson, be deemed to be elected; and
 - (ii) the remaining individual Elected Director positions will be deemed casual vacancies under rule 21.3.
- (e) If the number of nominations for each individual Elected Director position received is equal to the number of individual vacancies to be filled, the persons nominated shall, subject to declaration by the chairperson, be deemed to be elected.
- (f) If the number of nominations for each individual Elected Director position exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in alphabetical order, for each separate individual vacancy on the Board.

20.2 Voting procedures

Elections shall be conducted at the Annual General Meeting by such method as is prescribed by the Board from time to time.

21. VACANCY ON THE BOARD

21.1 Grounds for Termination of Director

For the purposes of this Constitution and in addition to the circumstances (if any) in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:

- (a) ceases to be a Member;
- (b) dies;
- (c) becomes bankrupt or makes any arrangement or composition with their creditors generally;
- (d) 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;
- (e) resigns their office in writing to the Club;
- (f) is absent from three consecutive meetings of the Board without having previously obtained leave of absence in accordance with rule 22.5 or provided reasonable excuse for such absence;

- (g) without the prior consent or later ratification of the Members in General Meeting, holds any office of profit under the Club;
- (h) is directly or indirectly interested in any contract or proposed contract with the Club and fails to declare the nature of his or her interest;
- (i) is removed from office in accordance with this Constitution;
- (j) has been expelled or suspended from membership (without further recourse under this Constitution); or
- (k) would otherwise be prohibited from being a director of a corporation under the *Corporations Act 2001* (Cth).

21.2 Removal of Director

- (a) The Club in a General Meeting may by Special Resolution remove any Director, before the expiration of their term of office and appoint another Member in their place to hold office until the expiration of the term of the first mentioned Director.
- (b) Where the Director to whom a proposed resolution referred to in rule 21.2(a) makes representations in writing to the President or the Board and requests that such representations be notified to the Members, the President may send a copy of the representations to each Member or, if they are not so sent, the Director may require that they be read out at the meeting, and the representations shall be so read.

21.3 Casual Vacancy

In the event of a casual vacancy in the office of any Director, the Board may appoint a Member (who is at least 18 years of age) to the vacant office and the person so appointed may continue in office up to the conclusion of the Annual General Meeting at which the term of the previous appointee would have expired.

22. QUORUM AND PROCEDURE AT BOARD MEETINGS

22.1 Convening a Board Meeting

- (a) The Board shall meet as often as is deemed necessary for the dispatch of business. Subject to this Constitution the Board may adjourn and otherwise regulate its meetings as it thinks fit.
- (b) Unless all Directors agree to hold a meeting at shorter notice either by agreement that is sufficiently evidenced in writing or by their presence, or in accordance with rule 22.2, not less than seven days written notice of Board meeting shall be given to each Director.
- (c) Written notice of each Board meeting, specifying the general nature of the time, date and place of the Board meeting and the business to be transacted, shall be served on each Director by:
 - (i) delivering it to that Director personally;

- (ii) sending it in writing, by facsimile or other means of electronic communication (subject to receiving appropriate confirmation that the notice has been effectively dispatched),

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

- (d) Notice may be given of more than one Board meeting at the same time.

22.2 Urgent Board Meetings

- (a) In cases of urgency, a meeting can be held without notice being given in accordance with rule 22.1 provided that as much notice as practicable is given to each Director by the quickest means practicable.
- (b) Any resolution made at an urgent Board meeting must be passed by an absolute majority of the Board.

22.3 Quorum

- (a) At meetings of the Board the number of Directors whose presence is required to constitute a quorum is a majority of the Directors but shall be a minimum of five Directors.
- (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, or any date, time and place determined by the President.
- (c) The Board may act notwithstanding any casual vacancy. However, if there are casual vacancies in the office of a Director such that the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, those Directors may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum.

22.4 Procedures at Board meetings

- (a) At meetings of the Board, the President shall chair the meeting. If the President is absent or unwilling to act, the Vice President shall chair the meeting. If the Vice President is absent or unwilling to act, the Board shall appoint one of its members to chair that meeting only.
- (b) Questions arising at any meeting of the Board shall be determined on a show of hands, or if demanded by a Director, by a poll taken in such manner as the person presiding at the meeting may determine.
- (c) Questions arising at any meeting of the Board shall be decided by a majority of votes and a determination of a majority of Directors shall be deemed a determination of the Board. All Directors shall have one vote on any question. The chairperson may exercise a casting vote where voting is equal.
- (d) Voting by proxy is not permitted.
- (e) A resolution in writing signed or assented to by facsimile or other form of electronic communication by all the voting Directors, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any

such resolution may consist of several documents in like form each signed by one or more of the Directors.

- (f) Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Directors may be held where one or more of the Directors is not physically present at the meeting, provided that:
- (i) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication;
 - (ii) notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board;
 - (iii) in the event that a failure in communications prevents rule 22.4(f)(i) from being satisfied by that number of Directors which constitutes a quorum, and none of such Directors are present at the place where the meeting is deemed by virtue of the further provisions of this rule to be held then the meeting shall be suspended until rule 22.4(f)(i) is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption the meeting shall be deemed to have terminated; and
 - (iv) any meeting held where one or more of the Directors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Director is there present and if no Director is there present the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

22.5 Leave of absence

- (a) The Board may grant a Director leave of absence from Board meetings for a period not exceeding three months.
- (b) The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Director to seek the leave in advance.

22.6 Material Personal Interests

- (a) A Director who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board.
- (b) A Director with such a material personal interest must not:
 - (i) be present while the matter is being considered at the meeting; and
 - (ii) must not vote on the matter.
- (c) This rule 22.6 does not apply to a material personal interest that:
 - (i) exists only because the Director belongs to a class of persons for whose benefit the Club is established; or
 - (ii) that the Director has in common with all, or a substantial proportion of the Members.

- (d) A general notice that a Director is to be regarded as having a material personal interest in a matter being considered is sufficient declaration for such Director and the said matter. After such general notice it is not necessary for such Director to give a special notice relating to the said matter.
- (e) It is the duty of the Secretary to record in the minutes any declaration made or any general notice given by a Director in accordance with this rule 22.6.

22.7 Financial Interest

- (a) A Director is disqualified from:
 - (i) holding any place of profit or position of employment in the Club, or in any company or incorporated association in which the Club is a shareholder or otherwise interested; or
 - (ii) contracting with the Club either as vendor, purchaser or otherwise, except with express resolution of approval of the Board.
- (b) Any contract or arrangement in which any Director is in any way interested which is entered into by or on behalf of the Club without the approval of the Board, will be voided for such reason.
- (c) The nature of the financial interest of such Director must be declared by the Director at the meeting of the Board at which the contract or arrangement is first taken into consideration if the interest then exists, or in any other case at the first meeting of the Board after the acquisition of the interest.
- (d) A general notice that a Director is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under rule 22.7(c) for such Director and the said transactions. After such general notice it is not necessary for such Director to give a special notice relating to any particular transaction with that firm or company.
- (e) It is the duty of the Secretary to record in the minutes any declaration made or any general notice as aforesaid given by a Director in accordance with rule 22.7.

22.8 Conflicts

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

23. DELEGATED POWERS

23.1 Board May Delegate Functions

- (a) The Board may, by instrument in writing, create, establish or appoint from amongst its own members, or otherwise, special committees, sub-committees, individual officers and consultants to carry out such duties and functions, and with such powers, as the Board determines.

- (b) The Board may, in the establishing instrument, delegate such functions as are specified in the instrument, other than:
 - (i) this power of delegation; and
 - (ii) a function imposed on the Board by the Act or any other law, or this Constitution or by resolution of the Club in General Meeting.
- (c) At any time the Board may by instrument in writing, revoke wholly or in part any delegation made under this rule, and may amend or repeal any decision made by such body or person under this rule.

23.2 Exercise of Delegated Functions

- (a) A function, the exercise of which has been delegated under this rule, may whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.
- (b) A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the delegation.

23.3 Procedure of Delegated Entity

- (a) The procedures for any entity exercising delegated power shall, subject to this Constitution and with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under rule 22.
- (b) The entity exercising delegated powers shall make decisions in accordance with the Objects, and it shall promptly provide the Board with details of all material decisions.
- (c) The entity shall also provide any other reports, minutes and information required by the Board.

23.4 Committees

- (a) As set out in rule 23.1, the Board may establish and delegate any of its functions, powers or duties (except this power to delegate) to such committees as it thinks fit. The Board may recall or revoke any such delegation or appointment and may amend or repeal any decision made by such committee.
- (b) The Board may establish an unrestricted number of Committees.
- (c) The Board shall determine in writing the duties and powers afforded to any committee and the committee shall, in the exercise of such delegated powers, conform to any directions or By-Laws that may be prescribed by the Board.
- (d) A Director shall be an ex-officio member of any committee so appointed.

24. DUTIES

24.1 General Duties

- (a) As soon as practicable after being elected or appointed to the Board, each Director must become familiar with this Constitution and the Act.
- (b) The Board is collectively responsible for ensuring that the Club complies with the Act and that individual Directors comply with this Constitution.
- (c) In addition to any duties imposed by this Constitution, a Director must perform any other duties imposed from time to time by resolution at a General Meeting.
- (d) The Board must ensure that the Club complies with all requirements in the Act regarding financial statements.

24.2 Secretary

- (a) The Secretary will be appointed as an individual Elected Director position in accordance with rule 19.7(a).
- (b) The Secretary must give the registrar notice of their appointment within 14 days after the appointment.
- (c) If the position of Secretary becomes vacant, the Board must appoint a person to the position within 14 days after the vacancy arises as a casual vacancy under rule 21.3.

24.3 Financial Duties

- (a) The Board must:
 - (i) receive all moneys paid to or received by the Club and issue receipts for those moneys in the name of the Club; and
 - (ii) ensure that all money received is paid into the account of the Club within 5 working days after receipt;
 - (iii) make any payments authorised by the Club or by a General Meeting of the Club from the Club's funds;
 - (iv) ensure that the financial records of the Club are kept and distributed in accordance with the Act;
 - (v) coordinate the preparation of the financial statements of the Club and their submission to the Annual General Meeting of the Club;
 - (vi) ensure that at least two Directors have access to the accounts and financial records of the Club; and
 - (vii) keep in their custody or under their control:
 - (A) the financial records for the current financial year; and

(B) any other financial records as authorised by the Board.

- (b) The Board may allocate responsibility for the financial duties described at rule 24.3(a) to a portfolio or Director in accordance with rule 19.3.

25. MINUTES OF BOARD MEETINGS

- (a) The Board must ensure that minutes are taken and kept of each Board meeting in accordance with the Act.
- (b) As a minimum, the minutes must record:
- (i) the business considered at the meeting;
 - (ii) any resolution on which a vote is taken and the result of the vote; and
 - (iii) any interest declared under rules 22.6 or 22.7.

PART V – MISCELLANEOUS

26. BY-LAWS

26.1 Board to Formulate By-Laws

The Board may formulate, issue, adopt, interpret and amend such By-Laws for the proper advancement, management and administration of the Club, the advancement of the Objects and baseball in City of Darebin and anywhere else that the Club operates in from time to time as it thinks necessary or desirable. Such By-Laws must be consistent with the Constitution, the BV constitution, the BA constitution and any regulations or By-Laws made by BV or BA. If any By-Laws are inconsistent with the BV or BA constitution and regulations, the By-Laws shall be null and void and will be inapplicable to the extent of that inconsistency.

26.2 By-Laws Binding

All By-Laws made under this rule shall be binding on the Club and Members of the Club.

26.3 By-Law Transitional Arrangements

Notwithstanding any other rule of this Constitution, the transitional arrangements set out at rule 27(b) shall apply from the date of adoption of this Constitution.

26.4 Notices Binding on Members

Amendments, alterations, interpretations or other changes to By-Laws shall be advised to Members of the Club by means of Notices approved and issued by the Board within 7 days prior to the application of the By-Law

27. TRANSITIONAL ARRANGEMENTS

- (a) Notwithstanding any other Rule of this Constitution, the transitional arrangements set out in this rule 27 shall apply from the date of adoption of this version of the Constitution.
- (b) The members of the governing or managing body (by whatever name it is called) of the Club in place immediately prior to approval of this Constitution under the Act shall continue in those positions as set out in rule 27 (c) and rule 27 (d) following such approval and thereafter the positions of the Directors shall be filled, vacated and otherwise dealt with in accordance with this Constitution.
- (c) The President, Treasurer, one of the two Vice Presidents and two of the Directors shall continue for a further year to conclude a two year term after the conclusion of the second Annual General Meeting after the adoption of this version of the Constitution.
- (d) The Secretary, one of the two Vice Presidents and three of the Directors positions shall be open for election to commence two-year terms after the conclusion of the first Annual General Meeting after the adoption of this version of the Constitution.
- (e) Thereafter the President, Treasurer, one of the Vice Presidents and two of the Directors shall be elected to two year terms in odd years and the Secretary, one of the two Vice Presidents and three of the Directors shall be elected in even years.
- (f) Any consecutive terms served by each Director immediately prior to approval of this Constitution under the Act shall count towards the four consecutive terms under rule 19.7(b) after the adoption of this Constitution.
- (g) All clauses, rules, By-Laws and regulations of the Club in force at the date of the approval of this Constitution insofar as such clauses, rules, By-Laws and regulations are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be By-Laws.
- (h) All individuals who are, prior to the approval of this Constitution, Members of the Club shall be deemed Members of the Club from the time of approval of this Constitution under the Act. All such Members shall provide the Club with such details as may be required by the Club under this Constitution within one month of the approval of this Constitution under the Act.

28. FUNDS, RECORDS AND ACCOUNTS

28.1 Sources of Funds

The Board will determine the sources from which the funds of the Club are to be or may be derived and the manner in which such funds are to be managed.

28.2 Management of funds

- (a) The Club must open an account with a financial institution from which all expenditure of the Club is made and into which all of the Club's revenue is deposited.

- (b) The Board may authorise one Director to expend funds on behalf of the Club up to a specified limit without requiring approval from the Board for each item on which the funds are expended. This may be as a part of a designated portfolio in accordance with rule 19.3.
- (c) All funds of the Club must be deposited into the financial account of the Club no later than five working days after the receipt.
- (d) With the approval of the Board, one Director may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction. This may be as a part of a designated portfolio in accordance with rule 19.3.

28.3 Club to Keep Records

- (a) The Club shall establish and maintain, in accordance with the Act and this Constitution, proper accounting and other records and minutes concerning all transactions, business, meetings and dealings of the Club and the Board. These records and minutes shall be produced as appropriate at each Board or General Meeting.
- (b) All records and minutes kept in accordance with rule 28.3(a) shall be kept in the care and control of the Board in accordance with rule 38.

28.4 Board to Submit Accounts

The Board shall submit to the Members at the Annual General Meeting the statements of account of the Club in accordance with this Constitution and the Act.

28.5 Accounts Conclusive

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

29. APPLICATION OF INCOME

- (a) The income and property of the Club shall be applied solely towards the promotion of the Objects of the Club as set out in this Constitution.
- (b) No portion of the income or property of the Club shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member.
- (c) Nothing in this rule 29 shall preclude payment to a Member in good faith for expenses incurred or services rendered, including, but not limited to:
 - (i) any services actually rendered to the Club whether as an employee or otherwise;
 - (ii) goods supplied to the Club in the ordinary and usual course of operation;
 - (iii) interest on money borrowed from any Member;
 - (iv) rent for premises demised or let by any Member to the Club; or

- (v) any out-of-pocket expenses incurred by the Member on behalf of the Club,

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

30. NEGOTIABLE INSTRUMENTS

All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two duly authorised Directors or in such manner as the Board determines.

31. SERVICE OF NOTICES

- (a) Notices may be given to any person entitled under this Constitution to receive any notice by sending the notice by post or facsimile transmission or where available, by electronic mail, to the Member's registered address or facsimile number or electronic mail address.
- (b) Where a notice is sent by the 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/or received at the facsimile number to which it was sent.
- (d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected by upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.

32. REGISTERED ADDRESS

The registered address of the Club is:

- (a) the address determined from time to time by resolution of the Board; or
- (b) if the Board has not determined an address to be the registered address, the postal address of the Secretary.

33. ALTERATION OF CONSTITUTION

The Constitution of the Club shall not be altered except by Special Resolution in accordance with the Act, and in compliance with all other procedures under the Act (if any). If amended the Constitution must remain consistent with the BV Constitution and the amended constitution must be submitted to BV.

34. INDEMNITY

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

35. DISSOLUTION

- (a) The Club may be wound up voluntarily by Special Resolution.
- (b) In the event of the Club being wound up, the liability of the Members shall be limited to any outstanding monies due and payable to the Club, including the amount of the Annual Subscription payable in respect of the current Financial Year. No other amount shall be payable by the Member.
- (c) If, upon winding up or dissolution of the Club, there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the Members but shall be given or transferred to some other organisation, having objects similar to the Objects and which prohibits the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Club by this Constitution. Such other organisation will 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 or other Court as may have or acquire jurisdiction in the matter.

36. CUSTODY OF BOOKS AND OTHER DOCUMENTS

- (a) Except as otherwise provided in this Constitution, the Board shall designate a Director to keep in his or her custody or control all books, minutes, documents and securities of the Club.
- (b) If requested by a Member, the Board must permit such Member to inspect:
 - (i) the rules of the Club;

- (ii) the minutes of each General Meeting, including financial statements submitted at the General Meeting.
- (c) Upon written request and payment of a fee determined by the Board from time to time, a Member may obtain a copy of the documents listed at rule 38(b).
- (d) If requested by a Member and subject to the Act, the Board must permit such Member to inspect the register of members.
- (e) Subject to the Act and rules 38(b) and 38(d), no Member is entitled to inspect or copy the financial records, accounts, books, securities, minutes of Board meetings or other Relevant Documents of the Club, unless authorised in writing by the Board.

37. LIQUOR LICENCE OBLIGATIONS

- (a) No officer or servant of the Club can be paid by way of commission or allowance from the receipts of the Club from the sale and disposal of liquor.