



# **Rowing Victoria Incorporated**

## **CONSTITUTION**

9 October 2016

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## PART 1 – Preliminary

### 1. Name

The name of the Association is Rowing Victoria Incorporated (in this constitution called “RV”).

### 2. Definitions

In this constitution, unless the contrary intention appears:

“**Act**” means the *Associations Incorporation Reform Act 2012*;

“**associate member**” means a member referred to in clause 5(6);

“**CEO**” means Chief Executive Officer, the person currently holding the office established by section 38.

“**Board**” means the Board of RV;

“**club**” means an organization established for the predominant purpose of being a rowing club and whose objectives are similar to those of other member clubs.

“**communication**” shall be deemed to include all forms of communication including, but not limited to, surface mail, email and RV noticeboards and other channels.

“**commissions**” shall mean a commission of RV which shall be established by the Board in accordance with clause 38A.

“**delegate**” means a person appointed in writing by the secretary or president of the club or association, or the person in charge of rowing or the principal at a school, to the CEO by 31 August in each year, or within 14 days of any change in the identity of a person to serve as delegate. A person appointed as a delegate for a member club must be a registered member of RV, or in the case of a member school, a coach or staff member of that school.

“**Director**” means a Director of RV who is elected or appointed to the Board under section 16 or section 17;

“**financial year**” means the year ending on 30 June;

“**general meeting**” means a general meeting of members convened in accordance with Part 4;

“**life member of RV**” means a person who is elected to be a life member of RV under section 7;

“**member**” means a member of RV. A member of RV may be a member club or a member school or an associate member registered with RV as a member and which continues to be registered with RV;

“**registered members**” means members of clubs and schools and shall be classified for the purposes of registration with RV in one of the categories below. A registered member who competes in RV events must be categorized as a senior, junior or school competitor as per the descriptions below.

- (i) “**senior competitor**” means a person who competes in an RV event who is older than that defined in Rowing Australia Rule 20 (Under 19) and incorporates Open, Under 23, Masters and coxswains in the same age category.
- (ii) “**junior competitor**” means a person who competes in an RV event who meets the age that is defined in Rowing Australia Rule 20 (Under 19) and incorporates Under 19, Under 17 and coxswains in the same age category.
- (iii) “**school competitor**” means a person who competes in an RV event or school event who meets the description of a school rower as outlined in Rowing Australia Rule 18.

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- (iv) “recreational rower” means a member who actively participates in the sport as an athlete however does not compete at local, state or national regattas.
  - (v) “officials” means those people who actively participate in the sport in a role other than a rower such as boat race officials, coaches, administrators and volunteers.

- (vi) “temporary” means a person who rows for a specific and limited period of time during any calendar year that is less than 3 months such as learn to row and corporate rowing programs.
- (vii) “honorary” means a person who has had honorary membership bestowed on them by the Club, State Association or National Body. The appointment of an Honorary Member shall be done as per the Constitution, Rules or By- Laws of the Association and incorporates Life Members, Honorary Members and Patrons.
- (viii) “supporter” means a person who is not an active rower but one who desires to demonstrate their support by way of formal membership of a Club or State Association.

“**registered competitors**” mean all the senior competitor, junior competitor and school competitor members of a club or school in any financial year.

“**Regulations**” means regulations under the Act;

“**relevant documents**” has the same meaning as in the Act.

“**RV event**” is an event sanctioned or run under the auspices of RV and includes all events conducted by Rowing Australia Limited.

“**rules**” means the rules approved by the board from time to time and made available to members via an approved method such as RV web site.

“**safety management plan**” shall mean the Safety Management Plan approved by the Board from time to time and which shall bind all members.

“**school**” means a school recognized by State Government as a secondary school.

### **3. *Alteration of Constitution***

- (1) The objects of RV and this constitution may be altered by a vote of at least 75 % of the persons present and voting at a general meeting of RV, provided that 21 days notice of the proposed alteration has been given in accordance with section 29.
- (2) Alterations to the objects and constitution shall not take effect until they have been approved by the Registrar as prescribed in Section 22 of the Act.
- (3) Proposals for alteration of the objects of RV and this constitution must be submitted by the CEO to the Registrar for approval within 14 days of the meeting at which they were agreed to, and members of RV must be advised by the CEO of the approval by the Registrar within 14 days of that approval being received.

### **4. *Objects***

The objects of RV are to promote, encourage, manage and control the sport of rowing in Victoria, and without limiting the generality of the foregoing:

- (a) encourage participation in rowing at all levels;
- (b) promote the interests of member clubs and schools;
- (c) encourage and promote high standards of rowing;
- (d) establish rules for the conduct of rowing within Victoria;
- (d) arrange and promote Victorian, interstate, national and international rowing regattas;
- (e) manage selection of crews to represent Victoria in interstate and national regattas;
- (f) assist in settling disputes between or among members, between members and RV and between registered members in so far as they utilise the RV member protection policy contained in the rules;
- (g) impose penalties for any infringement of provisions of this constitution or of policies or procedures determined by RV for the conduct of rowing.

## **Part 2      Membership**

### **5.      *Application for Membership***

A club or school or other organization may apply to the CEO for membership of RV.

- (1) Applications must be submitted in writing on a form approved by RV and include:
  - (a) in the case of clubs or associate members, the names of the office bearers and members of the club and a copy of the constitution of the club;
  - (b) in the case of schools, the name of the person in charge of rowing administration at the school and the endorsement of the principal.
- (2) The CEO shall submit applications for membership to the Board for approval as soon as practicable following their receipt.
- (3) If the Board approves an application for membership, the CEO must, as soon as practicable:
  - (a) notify the applicant in writing of the approval for membership; and
  - (b) request payment of membership fees; and
  - (c) enter the applicant's name in the register of members.
- (4) An applicant for membership becomes a member and is entitled to exercise the rights of membership when the application is approved by the Board and membership fees have been received by the CEO.
- (5) If the Board rejects an application, the CEO must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- (6) Associate members include:
  - (a) incorporated regatta associations which organize regattas held under the auspices and with the approval of RV; and
  - (b) any other category of member as determined by special resolution at a general meeting.

An associate member cannot vote but may have other rights as determined by the Board or by resolution at a general meeting.

### **6.      *Register of Members***

- (1) The CEO must maintain a register of member schools and clubs containing:
  - (a) the name and address of each member; and
  - (b) the date on which each member's name was entered in the register.
- (2) The register is available, subject to any privacy or confidentiality obligations of RV, for inspection free of charge by the authorized representative of any member upon request.
- (3) The delegate of a member may make a copy of entries in the register.

### **7.      *Life Members of RV***

- (1) A person may be elected as a life member of RV by a 75% majority of persons present and voting at a general meeting of RV.
- (2) An election under this section may only be made following a recommendation to elect the person, by the Board.
- (3) A decision to recommend a person for election as a life member must be based on assessment of the extent and quality of the person's contribution to RV and to the sport of rowing over an extended period of time.

- (4) A life member is not eligible to vote at a general meeting of RV unless he or she is also the delegate of a club or a school or a member of the Board, and is not eligible to compete in a regatta approved or sanctioned by RV unless he or she is a registered competitor or coxswain.

## **8. *Registered Members of Clubs and Schools***

- (1) Member clubs may register all their members with RV in one of the registered member categories approved by RV.
- (2) Member clubs and schools must register with RV all their senior competitor, junior competitor and school competitor members. In the case of a registered life member the person registered must also be designated as a competitor, coxswain or non competitor, and if a competitor or coxswain the member club must pay to RV any fees, subscriptions, levies or other amounts as if the life member was a registered competitor or registered coxswain.
- (3) Subject to subsection (6) a person who is not a registered competitor is not eligible to compete as a rower or a sculler in a regatta approved or sanctioned by RV.
- (4) Subject to subsection (6) a person who is not a registered coxswain is not eligible to cox crews at regattas approved or sanctioned by RV.
- (5) Member clubs and schools must provide to the CEO by 30 June each year or in the case of a new member within 30 days of admission to membership the information set out below about each registered member:
- (a) the name of the registered member;
  - (b) for clubs but not schools, the address of the registered member;
  - (c) the category and sub category of registration of the registered member in accordance with sub-section (1);
  - (d) the sex of the registered member;
  - (e) the date of birth of the registered member;
  - (f) any other information which the Board or the CEO may reasonably require to manage the register of members.
- (6) Sub sections (3) and (4) shall not apply to a competitor or a coxswain who;
- (a) competes by invitation of RV; or
  - (b) is a member of a club or school that is registered or affiliated with a rowing association in another State or Territory or another country that is recognised by Rowing Australia; or
  - (c) is below the age of 19 and is a full time enrolled student at a member school who competes in a race which is designated as a school event.
- (7) A person
- (a) who has become a member of a club since the club's last list of registered members was submitted in accordance with sub-section (5) is, on payment of an entry fee for that person's participation in a regatta approved or sanctioned by RV, deemed to be a registered competitor or registered coxswain as the case may be for the period from that date until the next list is submitted for the purpose of sub-section (5); or
  - (b) who is an enrolled student of a member school is, on payment of an entry fee for that person's participation in a regatta approved or sanctioned by RV, deemed to be a registered competitor or registered coxswain as the case may be for the period from that date until submission of the list required under sub-section (5).

## **9. *Levies***

- (1) A General Meeting of RV may impose a levy on members or on a regatta committee.

- (2) A levy may be an amount payable per registered member or category or sub category of registered member or an amount payable on entry fees for competitors in any race rowed with the approval or sanction of RV.
- (3) Notice of motion to impose or vary a levy shall be given to each member of RV and, where a levy is imposed on regatta committees, those regatta committees, at least 21 days before the meeting at which such motion is to be proposed.
- (4) A notice of motion under this section must include:
  - (a) the amount of the levy;
  - (b) the purpose of the levy;
  - (c) the manner in which the proceeds of the levy are to be applied;
  - (d) the date by which the levy is to be payable which must be not less than 90 days from the passing of the resolution; and
  - (e) where applicable, the category of registered member to which the levy shall apply.
- (5) The CEO shall, within 30 days of the passing of the motion imposing a levy, give notice to all members and, where a levy is imposed on regatta committees, to those regatta committees, of the amount of the levy and the date by which payment is due.
- (6) If any member fails to pay the levy by the date specified or such further period as the Board allows it shall be suspended until the levy together with any penalty imposed under section 45 is received.
- (7) If any regatta committee fails to pay a levy by the date specified or such further period as the Board allows it shall be disqualified from holding any further regatta approved or sanctioned by RV until the levy is paid.

## **10. Membership Fees**

- (1) A General Meeting of RV may prior to June 1 determine increases in fees for membership of RV for the subsequent financial year, and the timing and arrangements for payment of those fees. If no increase is sought, the annual fees will remain the same.
- (2) Not less than 21 days notice of motion to determine membership fees shall be given to all members of RV.
- (3) Membership fees may incorporate several components, including but not restricted to an amount for each club or for each school, and a variable amount based on the number and category or sub category of the registered members of a club or the number of students at a school competing in specified classes of races or regattas.
- (4) If any member fails to pay the membership fees by the date specified or such further period as the Board allows it shall be suspended until the fees together with any penalty imposed under section 45 are received.

## **11. Obligations of Members**

- (1) Members shall:
  - (a) comply with and use their best endeavours to ensure that their registered members comply with any code of conduct and rules, of RV; and
  - (b) ensure that their members who are registered competitors or coxswains and any other members who row are informed about the laws and by-laws of the authority controlling the waters upon which they row, and the rules of RV which affect rowing; and
  - (c) maintain compliance with the requirements of being a club or school; and
  - (d) cooperate with and as far as practicable assist RV to achieve its objects as specified in this constitution; and



- (e) endeavour to ensure that these provisions, the rules of RV, and the directions of officials who are approved by RV in carrying out their duties, are complied with; and
  - (f) on or before the 31st day of August in each year, lodge with the CEO a statement showing a list of its office bearers, including its delegate, together with their email addresses and addresses for correspondence, telephone, mobile and fax numbers and, where applicable a specimen signature; and
  - (g) pay to RV by the due date all fees, charges, levies, fines, or other moneys due to RV; and
  - (h) comply with the constitution; and
  - (i) comply with the rules and safety management plan..
- (2) Associate members shall comply with clause 11(1) except for paragraphs 11 (b) and (c).

## **12. Ceasing Membership**

- (1) A member of RV who has paid all moneys due and payable to RV may resign from RV by giving one month's written notice of intention to resign to the CEO.
- (2) After the expiry of the period referred to in sub-section (1):
- (a) the member ceases to be a member; and
  - (b) the CEO must record in the register of members the date on which the member ceased to be a member.
- (3) Any member leaving and desiring to re-join shall, on re-joining, pay an entrance fee determined by a general meeting, provided that the Board may at its discretion dispense with the whole or any part of such fee.

## **Part 3 Board**

### **13. Powers of the Board**

- (1) The affairs of RV shall be managed by the Board.
- (2) The Board:
- (a) shall control and manage the business and affairs of RV; and
  - (b) may exercise all such powers and functions as may be exercised by RV other than those powers and functions that are required by these provisions to be exercised by general meetings of RV; and
  - (c) may establish such committees, commissions or sub committees as it believes to be required; and
  - (d) may alter the rules but not this constitution, which shall have effect 21 days after being published on RV's web site; and
  - (e) may delegate any of its powers, duties and functions, other than this power of delegation, to a committee appointed by it, an officer of RV or other member of the board, or a member of the staff of RV.

### **14. Membership of the Board**

- (1) The Board shall consist of:
- (b) six Directors each of whom shall be elected at the annual general meeting;
  - (c) up to two Directors who shall be appointed by the Board.  
having regard to the mix of skills, gender and experience
- (2) An elected member of the Board must be a registered member of a club or school which is a member of RV.

- (3) The Board shall elect one of their number to also act in the role of President and another to act in the role of Vice President.

## **15. General Duties**

- (1) As soon as practicable after being elected or appointed to the Board, each Director must become familiar with this constitution and the Act.
- (2) The Board is collectively responsible for ensuring that RV complies with the Act and that individual members of the Board comply with this constitution.
- (3) Directors must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Directors must exercise their powers and discharge their duties -
  - (a) in good faith in the best interests of RV; and
  - (b) for a proper purpose.
- (5) Directors and former directors must not make improper use of -
  - (a) their position; or
  - (b) information acquired by virtue of holding their position -so as to gain an advantage for themselves or any other person or to cause detriment to RV.
- (6) 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.

## **16. Directors**

- (2) Subject to these provisions:
  - (a) each elected Director shall hold office until the end of the third annual general meeting after the date of election and is eligible for re-election;
  - (b) each appointed Director shall hold office for a term of not more than 12 months that is determined by the Board and is eligible for re-appointment;
  - (c) a Director shall not hold office for more than 10 continuous years with a minimum period of three years before eligible to serve again on the Board.
- (3) In the event of a casual vacancy occurring in the office of an elected Director, the Board may appoint a registered member of a club or school which is a member of RV to fill the vacancy and the member appointed shall hold office, subject to these provisions, for the balance of the term of the person who was previously appointed. In the event of a casual vacancy occurring in the office of an appointed Director, the Board may appoint a person to fill the vacancy and the person shall hold office, subject to these provisions, for the balance of the term of the person who was previously appointed.

## **17. Election of Directors**

- (1) Nominations of candidates for election as Directors of RV must be:
  - (a) made in writing, signed by two registered members of members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - (c) delivered to the CEO of RV not less than 21 days before the date fixed for the holding of the annual general meeting.
- (2) If insufficient nominations are received to fill vacancies for Directors of RV, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.
- (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

- (4) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- (5) Voting in a ballot for the election of Directors of RV at an annual general meeting must be in writing, conducted in a manner which ensures that only those eligible to vote are able to vote, following such procedures as the Board may direct.

## **18. Vacancies**

The office of a Director of RV becomes vacant if the member:

- a. in the case of or an elected Director, ceases to be a registered member of a member of RV; or
- b. becomes an insolvent under administration within the meaning of the Corporations Law; or
- c. resigns from office by notice in writing given to the CEO; or
- d. is absent from three successive meetings of the Board without leave of absence being granted by the Board; or
- e. is removed from office by a general meeting under section 24.

## **19. Meetings of the Board**

- (1) The Board must meet at least 6 times in each year at such place and such times as the Board may determine.
- (2) Special meetings of the Board may be called by the President, the CEO, or by any 4 members of the Board.
- (3) The Board may meet by telephone, electronically or in any means that it deems appropriate.

## **20. Notice of Board Meetings**

- (1) Written notice of each Board meeting must be given to each member of the Board at least 2 business days before the date of the meeting.
- (2) Written notice must be given to members of the Board of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

## **21. Quorum for Board Meetings**

- (1) 50% of the then current members of the Board constitute a quorum for the conduct of the business of a meeting of the Board.
- (2) No business may be conducted unless a quorum is present.
- (3) If within half an hour of the time appointed for the meeting a quorum is not present:
  - (i) in the case of a special meeting - the meeting lapses;
  - (ii) in any other case - the meeting shall stand adjourned to the same place and the same time and day in the following week.
- (4) Subject to sub-section (1) the Board may act notwithstanding any vacancy on the Board.

## **22. Presiding at Board Meetings**

At meetings of the Board:

- (a) the President or, in the President's absence, the Vice-President presides; or

- (b) if the President and the Vice-President are absent, or are unable to preside, the members present must choose one of their number to preside.

### **23. *Voting at Board Meetings***

- (a) Questions arising at a meeting of the Board, or at a meeting of any committee or sub-committee appointed by the Board, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- (b) Each member present at a meeting of the Board, or at a meeting of any committee or sub-committee appointed by the Board (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

### **24. *Removal of Board Member***

- (1) RV in general meeting may, by a 75% vote of persons present and voting remove any member of the Board of RV before the expiration of the member's term of office and subject to required periods of notice and qualifications for eligibility as set out in these provisions, appoint another person in his or her place to hold office until the expiration of the term of the first mentioned person.
- (2) A member who is the subject of a proposed resolution referred to in sub-section (1) may make representations in writing to the CEO (not exceeding what the President, or if the President is the subject of the proposed resolution the Vice President, may determine to be a reasonable length) and may request that the representations be provided to the members of RV.
- (3) The CEO or the President may give a copy of the representations to each member of RV or, if they are not so given, the member may require that a statement of up to 500 words be read out at the meeting.

### **25. *Minutes of Meetings***

The CEO must keep minutes of the resolutions and proceedings of each Board meeting, together with a record of the names of persons present, and post them on the website of RV once approved by the Board.

## **Part 4      General Meetings**

### **26. *General Meetings***

General meetings of RV must be held at least four times each year. One of these is the Annual General Meeting.

- (1) The date, time and location of general meetings shall be determined by the Board.
- (2) The ordinary business of a general meeting shall be—
  - (a) to confirm the minutes of the previous regularly scheduled general meeting and the minutes of any special general meeting held since that meeting;
  - (b) to receive from the Board reports on the activities of RV since the previous general meeting;
  - (c) to receive and note reports on the financial affairs of RV since the previous meeting;
  - (d) to consider any other matters required by these provisions or the rules of RV to be dealt with by a general meeting;
  - (e) to discuss and provide advice to the Board on any matters affecting the promotion, management and control of rowing.

- (3) Subject to these provisions a general meeting may conduct any special business of which notice has been given in accordance with these provisions.

## **27. Annual General Meetings**

- (1) An Annual general meeting of RV must be held prior to October 31 each year.
- (2) The Board may determine the date, time and place of the annual general meeting.
- (3) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- (4) The ordinary business of the annual general meeting shall be:
  - (a) to confirm the minutes of the previous annual general meeting;
  - (b) to receive from the Board reports on the activities of RV during the preceding financial year, and
  - (c) to receive and note reports on the financial affairs of RV during the previous financial year and approve the statement on financial and associated matters required to be submitted by RV in accordance with the Act.
  - (d) to approve the Annual Report of RV;
  - (e) elect Directors of RV other than the CEO;
  - (f) to consider any other matters required by these provisions or the rules of RV to be dealt with at an annual general meeting; and
  - (g) to discuss and provide advice to the Board on any matters affecting the promotion, management and control of rowing.
- (5) The annual general meeting may conduct any special business of which notice has been given in accordance with these provisions.

## **28. Special General Meetings**

- (1) In addition to the general meetings specified in sections 26 and 27, special general meetings may be held.
- (2) The Board may, whenever it thinks fit, convene a special general meeting of RV.
- (3) The Board must, on the request in writing of not less than 10 members, convene a special general meeting of RV.
- (4) The request for a special general meeting must:
  - (a) state the objects of the meeting; and
  - (b) be signed by the president or secretary, or in the case of a school by the person responsible for rowing administration, of the members requesting the meeting; and
  - (c) be sent to the CEO.
- (5) If the Board does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the CEO, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- (6) If a special general meeting is convened by members in accordance with this section, it must be convened in the same manner so far as possible as a meeting convened by the Board and all reasonable expenses incurred in convening the special general meeting must be refunded by RV to the persons incurring the expenses.

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## **29. Notice of General Meetings**

- (1) The CEO, at least 21 days before the date fixed for holding a general meeting of RV, must send to the delegate of each member of RV, a notice stating the place, date and time of the meeting and notice of any proposals to amend the provisions of this constitution.
- (2) Notice may be sent at the discretion of the CEO, by email, prepaid post, or facsimile transmission.
- (3) A proposal from a member to amend the constitution of RV must be submitted to the CEO in writing, or by electronic transmission not less than 28 days before the meeting. The CEO must include that business in the notice calling the next general meeting.
- (4) Despite subsections (3) if the Board believes a proposal to amend the constitution requires urgent consideration it may determine that the item should be included on the agenda for a meeting. Where an item is to be included as a result of this sub-section the CEO must make every reasonable effort to inform members of the decision before the meeting.

## **30. Participation in General Meetings**

- (1) The delegate of a member, which is a club or school which is a member of RV, may vote at a general meeting on its behalf. A member may alternatively appoint a proxy to vote on its behalf. Associate members cannot vote.
- (2) Other than the Chair of the meeting who may hold proxies for any number of members, a person may be a delegate or a proxy for one club or school only at any general meeting.
- (3) The following voting entitlements of members shall apply at general meetings of RV:
  - (a) Where the member is a school, 1 vote.
  - (b) Where the member is a club with 25 or less registered competitors, 1 vote.
  - (c) Where the member is a club with more than 25, but 50 or less registered competitors, 2 votes.
  - (d) Where the member is a club with more than 50, but 75 or less registered competitors, 3 votes.
  - (e) Where the member is a club with more than 75, but 100 or less registered competitors, 4 votes.
  - (f) Where the member is a club with more than 100 registered competitors, 5 votes.

### **30A Proxies**

- (1) A member may appoint a registered member as its proxy to vote and speak on its behalf at a general meeting other than at a disciplinary appeal meeting. Where the member does not wish the proxy to speak on its behalf, the chairman of meeting may be appointed as their proxy.
  - (2) The appointment of a proxy must be in writing and signed by the member making the appointment.
  - (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
  - (4) If the Board has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
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- (5) Notice of a general meeting given to a member under rule 29 must:
  - (a) state that the member may appoint a registered member as a proxy for the meeting; and
  - (b) include a copy of any form that the Board has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by RV no later than 24 hours before the commencement of the meeting.

### **30B. Use of technology**

- (1) A member not physically present at a general meeting may be permitted to 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. The chair of the meeting will determine whether the available technology meets these requirements.
- (2) For the purposes of this clause, a member participating in a general meeting as permitted under sub clause (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

### **31. Quorum at General Meetings**

- (1) No item of business may be conducted at a general meeting unless a quorum of members entitled under these provisions to vote is present either by a delegate representing that member or by proxy at the time the meeting is considering that item.
- (2) Twenty members present or by proxy who are entitled under these provisions to vote at a general meeting constitute a quorum for the conduct of the business of a general meeting.
- (3) If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present:
  - (i) in the case of a meeting convened upon the request of members or a General Meeting not being the Annual General Meeting—the meeting must be dissolved; and
  - (ii) in the case of an Annual General Meeting—the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than 10) shall be a quorum.

### **32. Presiding at General Meetings**

- (1) The President, or in the President's absence, the Vice-President, shall preside at a general meeting of RV.
- (2) If the President and the Vice-President are absent from a general meeting, or are unable to preside, the members present must elect one of their number to preside.

### **33. Adjournment of Meetings**

- (1) The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.



- (2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (3) If a meeting is adjourned for 14 days or more, 7 days notice of the adjourned meeting must be given in the manner and including the information specified in section 29.
- (4) Except as provided in sub-section (3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

### **34. *Voting at General Meetings***

- (1) Subject to subsection 3 a member eligible to vote has the votes allowed in clause 30(5) on any question arising at a general meeting.
- (2) All votes must be given by the delegate of the member or by proxy.
- (3) In the case of an equality of voting on a question, the Chairperson of the meeting may exercise a second or casting vote.
- (4) A delegate of a member is not entitled to vote at a general meeting unless all moneys due and payable by the member to RV have been paid, other than the amount of the annual subscription payable in respect of the current financial year.
- (5) A motion to rescind a decision made by a general meeting within the preceding 12 months must be passed by a majority of:
  - (a) in the case of a decision requiring a simple majority, two thirds of the persons present and voting;
  - (b) in the case of a decision requiring a two thirds or greater majority, 75% of the persons present and voting;

### **35. *Poll at General Meetings***

- (1) If at a meeting a poll on any question is demanded by not less than 3 persons present and eligible to vote, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

### **36. *Manner of Determining Whether Resolution Carried***

If a question arising at a general meeting of RV is determined on a show of hands:

- (a) a declaration by the Chairperson that a resolution has been:
  - (i) carried; or
  - (ii) carried unanimously; or
  - (iii) carried by a particular majority; or
  - (iv) lost; and
- (b) an entry to that effect in the minute book of RV is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

### **37. *Notice to Members***

Any notice that is required to be given to a member, by or on behalf of RV must be given to the delegate of the member by email, prepaid post, or facsimile transmission, or delivered personally.

## **Part 5 Administration**

### **38. CEO**

- (1) The Board shall appoint a person to be CEO of RV.
- (2) The CEO is the chief executive officer of RV and subject to these provisions is responsible to the Board for the effective administration and management of the affairs of RV.
- (3) Subject to sub-section (4) the CEO has the responsibilities of secretary to RV and any reference in the Act or the Regulations to the secretary shall be taken to mean the CEO.
- (4) Notwithstanding sub-section (3) the Board may appoint another member of the staff of RV or a member of the Board to serve as secretary of RV.
- (5) The Board may by resolution remove the secretary.
- (6) The CEO of RV may not be elected to the Board for a period of three years after the conclusion of their role as CEO.

### **38A Commissions**

To assist in the administration of RV and utilise the expertise of registered members of members of RV, the Board may create Commissions to advise both it and the CEO and undertake such responsibilities as it deems fit. In particular:

- (a) the Board shall provide the Commission with a charter and include it in the rules;
- (b) the Board may delegate such responsibilities and decision making powers as it deems fit; and
- (c) the Commission shall report to the Board through the CEO.

### **39. Funds**

- (1) The CEO of RV must:
  - (a) collect and receive all moneys due to RV and make all payments authorised by RV; and
  - (b) keep correct accounts and books showing the financial affairs of RV with full details of all receipts and expenditure connected with the activities of RV.
  - (c) provide reports on the financial affairs of RV at each Board meeting and general meeting other than a special general meeting.
- (2) All cheques and other negotiable instruments must be signed by two authorised signatories appointed by the Board.
- (3) The funds of RV shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Board determines.
- (4) The Board must appoint a person other than a member of the Board who is qualified as an auditor to conduct annual audits of the financial affairs of RV and provide an audit

report for consideration at the annual general meeting and for inclusion in the Annual Report.

#### **40. Seal**

- (1) RV may determine to have a common seal.
- (2) If RV has a common seal, it must not be affixed to any instrument except by the authority of the Board and the affixing of the common seal must be attested by the signatures either of two members of the Board or, of one member of the Board and of the CEO of RV.

#### **41. Affiliation**

A General Meeting of RV may, with the agreement of another organisation, enter an agreement of affiliation with that other organisation on such terms and conditions and for such purposes as the General Meeting may determine.

#### **42. Indemnity**

RV must indemnify members of the Board, members of committees or subcommittees established by the Board or a general meeting or under the constitution or rules of RV, staff of RV, or race officials, against personal liability arising from actions or claims in respect of actions done or not done in good faith in the exercise of any powers or duties conferred or imposed on them by these provisions or the rules of RV.

#### **43. Winding up**

- (1) RV cannot be wound up or its incorporation cancelled unless a motion for winding up or cancellation is passed by a majority of 80% of persons present and voting at a special meeting called for the purpose of considering the motion and at which 75 % of the member clubs and schools are represented by delegates appointed under section 30.
- (2) Subject to subsection (3) if RV is wound up or its incorporation cancelled under this section the assets of RV, after payment of all just debts and liabilities, shall be distributed in accordance with a resolution of a general meeting.
- (3) the net assets must not be distributed to members but shall be distributed to a fund or funds, or to another organisation with objects similar to those of RV, or to a fund or funds exclusively for charitable purposes.

#### **44. Custody and Inspection of Books and Records**

- (1) Except as otherwise provided in these provisions, the CEO must keep in his or her custody or under his or her control all books, documents and securities of RV.
- (2) All accounts, books, securities and any other relevant documents of RV must be available for inspection free of charge by any delegate or other authorized officer of a member upon request.
- (3) A delegate or other authorised officer of a member may make a copy of any accounts, books, securities and any other relevant documents of RV.

## Part 6 Discipline and Management of Disputes

### 45. *Discipline, Suspension and Expulsion of Members*

- (1) Subject to these provisions, if the Board is of the opinion that a member or registered member (in this Section referred to as **member**) has refused or neglected to comply with the provisions of this Constitution or the Rules of RV, or has been guilty of conduct unbecoming a **member** or prejudicial to the interests of RV, the Board may by resolution:
  - (a) fine that **member** an amount not exceeding \$500; or
  - (b) expel that **member** from RV.
- (2) Subsections (3) to (10) shall not apply to action taken by the Board as a result of nonpayment of money owing to RV.
- (3) A resolution of the Board to expel a **member** under sub-section (1) does not take effect unless:
  - (a) at a meeting held in accordance with subsection (3), the Board confirms the resolution; and
  - (b) if the **member** exercises a right of appeal to RV under this rule, RV confirms the resolution in accordance with this section.
- (4) A meeting of the Board to confirm or revoke a resolution passed under subsection (1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the **member** in accordance with sub-section (4).
- (5) For the purposes of giving notice in accordance with sub-section (3), the CEO must, as soon as practicable, cause to be given to the **member** a written notice:
  - (a) setting out the resolution of the Board and the grounds on which it is based; and
  - (b) stating that the **member**, or his or her representative, may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that **member**; and
  - (c) stating the date, place and time of that meeting; and
  - (d) informing the **member** that he or she may do one or both of the following:
    - (i) attend that meeting;
    - (ii) give to the Board before the date of that meeting a written statement seeking the revocation of the resolution;
  - (e) informing the **member** that, if at that meeting, the Board confirms the resolution, he or she may, not later than 48 hours after that meeting, give the CEO a notice to the effect that he or she wishes to appeal to RV in general meeting against the resolution.
- (6) At a meeting of the Board to confirm or revoke a resolution passed under sub-section (1), the Board must:
  - (a) give the **member**, or his or her representative, an opportunity to be heard; and
  - (b) give due consideration to any written statement submitted by the **member**; and
  - (c) determine by resolution whether to confirm or to revoke the resolution.
- (7) If at the meeting of the Board, the Board confirms the resolution, the **member** may, not later than 48 hours after that meeting, give the CEO a notice to the effect that he or she wishes to appeal to RV in general meeting against the resolution.
- (8) If the CEO receives a notice under sub-section (6), he or she must notify the Board and the Board must convene a general meeting of RV to be held within 21 days after the date on which the CEO received the notice.
- (9) At a general meeting of RV convened under sub-section (7):
  - (a) no business other than the question of the appeal may be conducted; and
  - (b) the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
  - (c) the **member**, or his or her representative, must be given an opportunity to

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- (d) be heard; and  
the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (10) A resolution is confirmed if, at the general meeting, not less than two-thirds of persons present and voting, vote in favour of the resolution. In any other case, the resolution is revoked.
- 46. *Disputes and Mediation***
- (1) A dispute involving a registered member and another registered member or a registered member and RV shall be resolved in accordance with the procedures in the Rules of RV.
- (2) The grievance procedure set out in this section applies to disputes under these provisions between:
- (a) a member and another member; or
  - (b) a member and RV.  
(for the avoidance of doubt, "member" in this section does not include a registered member.)
- (3) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (4) 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.
- (5) The mediator must be:
- (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement:
    - (i) in the case of a dispute between a member and another member, a person appointed by the Board; or
    - (ii) in the case of a dispute between a member and RV, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria.
- (6) A registered member of RV can be a mediator.
- (7) The mediator cannot be a registered member of a member who is a party to the dispute.
- (8) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (9) The mediator, in conducting the mediation, must:
- (a) give the parties to the mediation process every opportunity to be heard; and
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (10) The mediator must not determine the dispute.
- (11) 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.

- (11) A resolution is confirmed if, at the general meeting, not less than two-thirds of persons present and voting, vote in favour of the resolution. In any other case, the resolution is revoked.

## **47. Disputes and Mediation**

- (12) A dispute involving a registered member and another registered member or a registered member and RV shall be resolved in accordance with the procedures in the Rules of RV.
- (13) The grievance procedure set out in this section applies to disputes under these provisions between:
- (a) a member and another member; or
  - (b) a member and RV.  
(for the avoidance of doubt, "member" in this section does not include a registered member.)
- (14) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (15) 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.
- (16) The mediator must be:
- (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement:
    - (i) in the case of a dispute between a member and another member, a person appointed by the Board; or
    - (ii) in the case of a dispute between a member and RV, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria.
- (17) A registered member of RV can be a mediator.
- (18) The mediator cannot be a registered member of a member who is a party to the dispute.
- (19) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (20) The mediator, in conducting the mediation, must:
- (a) give the parties to the mediation process every opportunity to be heard; and
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (21) The mediator must not determine the dispute.
- (22) 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.