



SURFING VICTORIA INCORPORATED

CONSTITUTION

(STATEMENT OF PURPOSES AND RULES)

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STATEMENT OF PURPOSES AND RULES

SURFING VICTORIA INCORPORATED

1. PRELIMINARY

1.1. Name

The name of the incorporated association is "**Surfing Victoria Incorporated**".

1.2. Purposes

The Association is established to:

- 1.2.1. participate as a member of Surfing Australia through and by which surfing can be conducted, encouraged, promoted, advanced and administered;
- 1.2.2. provide for the conduct, encouragement, promotion and administration of surfing throughout Victoria;
- 1.2.3. ensure the maintenance and enhancement of the Association, Surfing Australia, the State Affiliates and surfing, its standards, quality and reputation for the benefit of the Members and surfing;
- 1.2.4. at all times to promote mutual trust and confidence between the Association, Surfing Australia, the State Affiliates and the Members in pursuit of the Purposes;
- 1.2.5. at all times act on behalf of and in the interest of the Members and surfing;
- 1.2.6. promote the success, strength and stability of the Association, Surfing Australia, the State Affiliates and surfing;
- 1.2.7. affiliate and otherwise liaise with Surfing Australia in pursuit of the Purposes;
- 1.2.8. use and protect the Intellectual Property;
- 1.2.9. apply the property and capacity of the Association towards the fulfillment and achievement of the Purposes;
- 1.2.10. further develop surfing into an organised institution and with the Purposes; in view, foster, regulate, organise and manage competitions, displays and other activities and to issue certificates and award trophies to successful Members;
- 1.2.11. review and/or determine any matters relating to surfing in Victoria which may arise, or be referred to it, by any Member;
- 1.2.12. act as arbitrator on all matters pertaining to the conduct of surfing in Victoria including disciplinary matters;
- 1.2.13. pursue through itself or other such commercial arrangement, including sponsorship and marketing opportunities as are appropriate to further the interests of surfing in Victoria;
- 1.2.14. formulate or adopt and implement appropriate policies, including in relation to 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 surfing;

- 1.2.15. represent the interests of the Members and of surfing generally in any appropriate forum in Victoria;
- 1.2.16. have regard to the public interest in its operations;
- 1.2.17. do all that is reasonably necessary to enable these Purposes to be achieved and to enable the Members to receive the benefits which these Purposes are intended to achieve;
- 1.2.18. promote the health and safety of Members and all other users of the aquatic environment;
- 1.2.19. encourage Members to realise their potential and athletic abilities by extending to them the opportunity of education and participation in surfing competition and to award trophies and rewards to successful competitors;
- 1.2.20. encourage and promote performance-enhancing drug free competitions;
- 1.2.21. construct or engage in research, either solely or jointly with any other body or organisation, artificial reefs or other constructions or facilities that would lead to the improvement of surfing conditions;
- 1.2.22. actively support the preservation and conservation of the environment, and join with or affiliate with bodies or organisations concerned with the conservation and preservation of the environment;
- 1.2.23. undertake and do all such things or activities, which are necessary, incidental or conducive to the advancement of the Purposes.

1.3. **Financial year**

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

1.4. **Definitions**

In this Constitution:

- 1.4.1. **Act** means the Associations Incorporation Reform Act 2012 (Vic) and includes any regulations made under that Act.
- 1.4.2. **Board** means the board having management of the business of the Association;
- 1.4.3. **Board Meeting** means a meeting of the Board held in accordance with this Constitution;
- 1.4.4. **Board Member** means a member of the Board specified under rule 11;
- 1.4.5. **By-Laws** means the by-laws of the Association made by the Board in accordance with rule 15;
- 1.4.6. **Chairperson** means the Board Member appointed under rule 11.5 to act as the chairperson of Board Meetings and General Meetings;
- 1.4.7. **Chief Executive Officer** means the chief executive officer of the Association from time to time being appointed in accordance with rule 14.1;

- 1.4.8. **Club Delegate** means the person appointed from time to time by a Club Member to represent it at General Meetings and in the conduct of the affairs of the Association;
- 1.4.9. **Club Member** means a surfing club which is admitted as a Member in accordance with rule 6.4;
- 1.4.10. **Constitution** means this Statement of Purposes and Rules of the Association as amended from time to time;
- 1.4.11. **Financial Year** means the 12 month period specified in rule 1.3;
- 1.4.12. **General Meeting** means a general meeting of the Members convened in accordance with rule 9 and includes an annual General Meeting, a special General Meeting and a disciplinary appeal meeting;
- 1.4.13. **Grievance Officer** means the person appointed by the Board to deal with grievances of Members under rule 20;
- 1.4.14. **Independent Director** means a Board Member elected in accordance with rule 11.3;
- 1.4.15. **Individual Member** means a person who is admitted as a Member in accordance with rule 6.3;
- 1.4.16. **Intellectual Property** means all rights subsisting in copyright, business names, names, trade marks, signs, logos, designs, equipment, images (including, photographs, television, videos or films) or service marks (whether registered or registrable) relating to the Association or any championship, competition, series or event or surfing activity of or conducted, promoted or administered by the Association;
- 1.4.17. **Interested Director** means a Board Member elected in accordance with rule 11.2;
- 1.4.18. **Life Member** means a person who is admitted as a Member in accordance with rule 6.2;
- 1.4.19. **Member** means a member of the Association admitted to membership in accordance with this Constitution;
- 1.4.20. **Purposes** means the purposes of the Association set out under rule 1.2;
- 1.4.21. **Special Resolution** means a resolution that requires not less than three-quarters of the Members voting at a General Meeting to vote in favour of the resolution;
- 1.4.22. **State** means any State or Territory of the Commonwealth of Australia;
- 1.4.23. **State Affiliate** means an independent entity, including the Association, recognised by Surfing Australia as the entity administering surfing in a particular State;
- 1.4.24. **State Delegate** means the person appointed from time to time under rule 10.4 to act for and on behalf of the Association and to represent the Association as general meetings of Surfing Australia;
- 1.4.25. **SA Constitution** means the constitution of Surfing Australia as amended from time to time;

1.4.26. **Surfing Australia** means Surfing Australia Limited ACN 168 162 865;

2. POWERS OF THE ASSOCIATION

2.1. Powers of the Association

- 2.1.1. Subject to the Act, the Association has power to do all things incidental or conducive to achieve the Purposes.
- 2.1.2. Without limiting rule 2.1.1, the Association may:
- 2.1.2.1. acquire, hold and dispose of real or personal property;
 - 2.1.2.2. open and operate accounts with financial institutions;
 - 2.1.2.3. invest its money in any security in which trust monies may lawfully be invested;
 - 2.1.2.4. raise and borrow money on any terms and in any manner as it thinks fit;
 - 2.1.2.5. secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - 2.1.2.6. appoint agents to transact business on its behalf;
 - 2.1.2.7. enter into any other contract it considers necessary or desirable.
- 2.1.3. The Association may only exercise its powers and use its income and assets (including any surplus) for the Purposes.

2.2. Not for profit organisation

- 2.2.1. The Association must not distribute any surplus, income or assets directly or indirectly to any Members.
- 2.2.2. Rule 2.2.1 does not prevent the Association from paying a Member:
- 2.2.2.1. reimbursement for expenses properly incurred by the Member on behalf of the Association; or
 - 2.2.2.2. for goods or services provided by the Member,
- if this is done in good faith on terms and on normal commercial terms no more favourable than if the Member was not a Member.

3. STATUS AND COMPLIANCE AS STATE AFFILIATE

3.1. Recognition of Association

The Association is recognised as the official State Affiliate and controlling authority for surfing in Victoria and subject to compliance with this Constitution and the SA Constitution shall continue to be a member of Surfing Australia and shall administer surfing in Victoria in accordance with the Purposes.

3.2. Compliance of Association as a State Affiliate

The Members acknowledge and agree that the Association shall:

- 3.2.1. be or remain incorporated in Victoria;
- 3.2.2. appoint the State Delegate to represent the Association at general meetings of Surfing Australia;

- 3.2.3. nominate such other people as may be required to be appointed to Surfing Australia committees from time to time as required;
- 3.2.4. forward to Surfing Australia a copy of its constituent documents and details of the Board Members and Members from time to time;
- 3.2.5. adopt the objects of Surfing Australia (in whole or in part as are applicable to the Association) and adopt clauses or rules which reflect, and which are, to the extent permitted or required by the Act, generally in conformity with the SA Constitution;
- 3.2.6. apply its property and capacity solely in pursuit of the Purposes;
- 3.2.7. do all that is reasonably necessary to enable the Purposes to be achieved;
- 3.2.8. act in good faith and loyalty to ensure the maintenance and enhancement of surfing, its standards, quality and reputation for the benefit of the Members and surfing;
- 3.2.9. at all times act in the interests of the Members and surfing; and
- 3.2.10. abide by the SA Constitution.

3.3. Operation of Constitution

The Association and the Members acknowledge and agree:

- 3.3.1. to be bound by this Constitution and that this Constitution operate to create uniformity in the way in which the Purposes are to be conducted, promoted, encouraged, advanced and administered throughout Victoria;
- 3.3.2. to ensure the maintenance and enhancement of surfing, its standards, quality and reputation for the benefits of Members and surfing;
- 3.3.3. 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 surfing and its maintenance and enhancements;
- 3.3.4. to promote the economic and community service success, strength and stability of each other and to act interdependently with each other in pursuit of the Purposes;
- 3.3.5. to act in the interests of surfing and the Members.

4. ASSOCIATION'S CONSTITUTION

4.1. Constituent documents

The constituent documents of the Association will clearly reflect the objects of Surfing Australia and will conform with the SA Constitution, subject to any requirement under the Act, and at least to the extent of:

- 4.1.1. the objects of Surfing Australia;
- 4.1.2. the structure and membership categories of Surfing Australia;
- 4.1.3. recognising Surfing Australia as the national peak body for surfing in Australia in accordance with the SA Constitution;

- 4.1.4. recognising Surfing Australia as the final arbitrator on matters pertaining to surfing in Australia, including disciplinary proceedings;
- 4.1.5. such other matters as are required to give full effect to the SA Constitution.

4.2. Operation of the SA Constitution

- 4.2.1. The Association will take all steps necessary to ensure this Constitution is in conformity with the SA Constitution at least to the extent set out under rule 4.1 and in respect of those matters set out under rule 4.1, shall ensure this Constitution is amended to conform with any amendments made to the SA Constitution subject to any prohibition or inconsistency with the Act.
- 4.2.2. The Association shall provide a copy of this Constitution to Surfing Australia.

5. STATUS AND COMPLIANCE OF CLUB MEMBERS

5.1. Compliance

The Club Members acknowledge and agree that each will:

- 5.1.1. be or remain incorporated in Victoria;
- 5.1.2. nominate a Club Delegate annually at the annual general meeting of the Club Member to attend General Meetings and sub-committee meetings of the Association on behalf of the Club Member as required, and shall inform the Association of the details of that person accordingly;
- 5.1.3. recognise the Association as the authority for surfing in Victoria and Surfing Australia as the national peak body for surfing in Australia;
- 5.1.4. have regard to the Purposes at all times and in particular, to create a single uniform entity for the conduct, promotion, encouragement and administration of surfing in Victoria.

5.2. Governing documents of the Club Members

The governing documents of each Club Member will clearly reflect the Purposes and will conform with this Constitution, subject to any requirements under the Act, and at least to the extent of:

- 5.2.1. the Purposes;
- 5.2.2. recognising Surfing Australia as the national peak body for surfing in Australia in accordance with the SA Constitution;
- 5.2.3. recognising Surfing Australia as the final arbitrator on matters pertaining to surfing in Australia, including disciplinary proceedings;
- 5.2.4. such other matter as are required to give full effect to this Constitution.

5.3. Availability of the governing documents

- 5.3.1. Each Club Member will take all steps necessary to ensure its governing documents are in conformity with this Constitution at least to the extent set out under rule 5.2 and in respect of those matters set out under rule 5.2, shall ensure the Club Member's governing documents are amended in conformity with any amendments made to this Constitution subject to any prohibition or inconsistency with the Act.

5.3.2. Each Club Member shall provide a copy of its governing documents to the Association upon request by the Association.

5.3.3. Each Club Member acknowledges and agrees that the Association has power to veto any provision in its governing documents which, in the Association's opinion, is contrary to the Purposes.

5.4. Club Member Register

5.4.1. Each Club Member shall maintain a register of all members at the Club Member in a form acceptable to the Association.

5.4.2. Each Club Member shall provide a copy of its register of members to the Association upon request and shall provide prompt and regular updates of the register to the Association.

6. MEMBERSHIP

6.1. Eligibility

The following people and organisations are eligible to apply for membership of the Association:

6.1.1. Life Members, who subject to this Constitution, shall have the right to be present, debate and vote at General Meetings;

6.1.2. Club Members, which subject to this Constitution, shall be represented by a Club Delegate, and who shall have the right to be present and debate on behalf of the relevant Club at General Meetings, but shall have no voting rights;

6.1.3. Individual Members, who shall have the right to be present, debate and vote at General Meetings; and

6.1.4. such new classed of Members created by the Board from time to time;

6.2. Life Members

6.2.1. The Board may provide nominations to an annual General Meeting of people that the Board considers has rendered distinguished services to surfing that has assisted with the advancement of surfing in Victoria to be admitted as a Life Member.

6.2.2. For a person nominated under rule 6.2.1 to be admitted as a Life Member, the Members must resolve by Special Resolution at the annual General Meeting to admit the person as a Life Member.

6.2.3. If a nomination for Life Membership is approved in accordance with rule 6.2.2, the person approved must provide written acceptance to be admitted as a Life Member. A person becomes a Life Member and is entitled to exercise the rights of membership from the date that person provides written acceptance to be admitted as a Life Member.

6.2.4. The Chief Executive Officer must promptly enter the name and address of any new Life Member, and the date that person has become a Life Member, in the register of Members.

6.3. Individual Members

- 6.3.1. The Board must develop a membership policy which provides for the form in which an application for membership as an Individual Member must be made and an efficient process for the consideration and approval of any such application for membership and the notification of the approval or rejection of an application for membership.
- 6.3.2. Notwithstanding rule 6.3.1, the membership policy must provide:
 - 6.3.2.1. that a person wishing to apply to become an Individual Member must make such application in writing in a form approved by the Board;
 - 6.3.2.2. the application for membership must be accompanied by the joining fee (if any);
 - 6.3.2.3. no reason needs to be given for the rejection of an application for membership; and
 - 6.3.2.4. if an application for membership is rejected, any money accompanying the application must immediately be returned to the applicant.
- 6.3.3. If an application for membership is approved, the Chief Executive Officer must promptly enter the name and address of the new Individual Member and the date that person has become an Individual Member, in the register of Members.
- 6.3.4. A person becomes an Individual Member and is entitled to exercise its rights of membership from the date the Chief Executive Officer enters the person's details in the register of Members.
- 6.3.5. The Board will determine the joining fees and annual subscription fees payable by Individual Members and the manner of such payment each year. Such fees shall be payable in advance each year.
- 6.3.6. The rights of Individual Members (including the right to vote) that has not paid the annual subscription fee by the due date will be suspended until paid.

6.4. Club Members

- 6.4.1. The Board must develop a membership policy which provides for the form in which an application for membership as a Club Member must be made and an efficient process for the consideration and approval of any such application for membership and the notification of the approval or rejection of an application for membership.
- 6.4.2. Notwithstanding rule 6.4.1, the membership policy must provide:
 - 6.4.2.1. that a club wishing to apply to become a Club Member must make such application in writing in a form approved by the Board;
 - 6.4.2.2. that the applicant club must be incorporated or in the process of incorporation, which process must be completed within two years of applying to become a Club Member;
 - 6.4.2.3. for such time as the Club Member is not incorporated, the secretary of any such Club Member shall be deemed to be the Member (and accordingly, the Club Delegate) and such person shall have the same rights, entitlements and obligations under this Constitution as the Club Member he or she represents;

- 6.4.2.4. that the application for membership must be accompanied by a copy of the club's constitution or governing rules (which must be acceptable to the Board and be substantially in conformity with this Constitution), the register of the applicant's members and the joining fee (if any);
 - 6.4.2.5. that an application for membership may be accepted or rejected by the Board at its sole discretion and no reason needs to be given for the rejection of an application for membership; and
 - 6.4.2.6. if an application for membership is rejected, any money accompanying the application must immediately be returned to the applicant.
- 6.4.3. If an application for membership is approved, the Chief Executive Officer must promptly enter the name and address of the new Club Member and the date that person has become a Club Member, in the register of Members.
- 6.4.4. A club becomes a Club Member and is entitled to exercise its rights of membership from the date the Chief Executive Officer enters the club's details in the register of Members.
- 6.4.5. The Board will determine the joining fees and annual subscription fees payable by Club Members and the manner of such payment each year. Such fees shall be payable in advance each year.
- 6.4.6. The rights of Club Members that has not paid the annual subscription fee by the due date will be suspended until paid.

7. GENERAL RIGHTS AND EFFECT OF MEMBERSHIP

7.1. General rights

- 7.1.1. A Member that is entitled to vote at General Meetings has the right:
- 7.1.1.1. to receive notice of General Meetings and of proposed Special Resolutions in the manner and time prescribed by this Constitution;
 - 7.1.1.2. to attend and be heard at General Meetings;
 - 7.1.1.3. to vote at a General Meeting;
 - 7.1.1.4. to have access to the minutes of General Meetings and other documents of the Association as provided under rule 16; and
 - 7.1.1.5. to inspect the register of Members.
- 7.1.2. A Member is entitled to vote if:
- 7.1.2.1. more than 14 days have passed since it became a Member; and
 - 7.1.2.2. the Member's membership rights are not suspended for any reason.

7.2. Rights not transferable

The rights of a Member are not transferable and end when membership ceases.

7.3. Effect of Membership

Members acknowledge and agree that:

- 7.3.1. this Constitution constitutes a contract between each of them and the Association and that they are bound by this Constitution and the By-Laws;

- 7.3.2. they shall comply with and observe this Constitution and the By-Laws and any determination, resolution or policy which may be made or passed by the Board or other entity with delegated authority;
- 7.3.3. by submitting to this Constitution and By-Laws they are subject to the jurisdiction of the Association;
- 7.3.4. the Constitution and the By-Laws are necessary and reasonable for promoting the object of the Association and particularly the advancement and protection of surfing in Victoria; and
- 7.3.5. they are entitled to all benefits, advantages, privileges and services of Association membership.

8. DISCONTINUANCE OF MEMBERSHIP

8.1. Ceasing membership

- 8.1.1. A person or an organisation will cease to be a Member on resignation or expulsion.
- 8.1.2. A person or organisation's annual subscription fees on resignation or expulsion may be refunded on a pro-rata basis.
- 8.1.3. If a person or organisation ceases to be a Member, the Chief Executive Officer, must within 14 days after the person or organisation ceases to be a Member, enter the date the person or organisation ceased to be a Member in the register of Members.
- 8.1.4. Information about a person or organisation that is no longer a Member other than the name of the person or organisation and the date upon which the person or organisation ceased to be a Member, must be removed from the register of Members within 14 days after the person or organisation ceased to be a Member.

8.2. Ceasing membership by resignation

- 8.2.1. A Member may resign by notice in writing to the Association.
- 8.2.2. A Member is taken to have resigned on the date the notice of resignation is received by the Association.
- 8.2.3. If the Member's annual subscription fee is more than two months in arrears, the Member is retrospectively deemed to have resigned the date that the Member's annual subscription fees were due.

8.3. Ceasing membership by expulsion

- 8.3.1. **Grounds for taking disciplinary action**
The Board may take disciplinary action against a Member in accordance with this rule 8.3 if it is determined that the Member may have:
 - 8.3.1.1. failed, refused or neglected to comply with this Constitution, including a failure to pay any money owed to the Association, a failure to comply with the By-Laws or any resolutions or determination made or passed by the Board; or

- 8.3.1.2. refused or behaved in a manner that does not support or is prejudicial to the Purposes, the Association, Surfing Australia, any other State Affiliate or surfing;
- 8.3.1.3. behaved in a manner that has brought the Association, Surfing Australia, any other State Affiliate or surfing into disrepute;
- 8.3.1.4. engaged in conduct prejudicial to the Association.

8.3.2. Disciplinary subcommittee

If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a Member, the Board may appoint a disciplinary subcommittee (which may comprise Board Members or any other person determined by the Board) to hear the matter and determine what action, if any, to take against the Member.

8.3.3. Notice to Member

8.3.3.1. Before disciplinary action is taken against a Member, the Chief Executive Officer must give written notice to the Member:

- 8.3.3.1.1. stating that the Board proposes to take disciplinary action against the Member;
- 8.3.3.1.2. stating the grounds for the proposed disciplinary action;
- 8.3.3.1.3. specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting); and
- 8.3.3.1.4. advising the Member that it, he or she may do one or both of the following:
 - 8.3.3.1.4.1. attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - 8.3.3.1.4.2. give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting;
- 8.3.3.1.5. setting out the Member's appeal rights under rule 8.3.5

8.3.3.2. The notice must be given no earlier than 28 days, and no later than 7 days, before the disciplinary meeting is held.

8.3.4. Decision of subcommittee

8.3.4.1. At the disciplinary meeting, the disciplinary subcommittee must:

- 8.3.4.1.1. give the Member an opportunity to be heard; and
- 8.3.4.1.2. consider any written statement submitted by the Member.

8.3.4.2. After complying with rule 8.3.4.1 and subject to rule 8.3.4.3, the disciplinary subcommittee may:

- 8.3.4.2.1. take no further action against the Member; or
- 8.3.4.2.2. reprimand the Member;
- 8.3.4.2.3. suspend the membership rights of the Member for a specified period;
- 8.3.4.2.4. expel the Member from the Association; or

8.3.4.2.5. take such further action as the disciplinary subcommittee considers appropriate.

8.3.4.3. The disciplinary subcommittee may not fine the Member.

8.3.4.4. The suspension of membership rights or the expulsion of a Member by the disciplinary subcommittee under this rule takes effect immediately upon such determination being made.

8.3.5. **Appeal rights**

8.3.5.1. A person or organisation whose membership rights have been suspended or who has been expelled from the Association under rule 8.3.4 may give notice to the effect that it, he or she wishes to appeal against the suspension or expulsion.

8.3.5.2. The notice to appeal must be in writing and given:

8.3.5.2.1. to the disciplinary subcommittee immediately after the determination to suspend or expel the person is taken; or

8.3.5.2.2. to the Chief Executive Officer not later than 48 hours after the determination.

8.3.5.3. If notice is given under rule 8.3.5.1, a disciplinary appeal meeting must be convened and held by the Board as soon as practicable, but in any event not later than 21 days, after the notice is received, in such manner as the Board considers appropriate and which enables the suspended or expelled Member to be heard.

8.3.5.4. Notice of the disciplinary appeal meeting must be given to each Board Member who is entitled to vote as soon as practicable and must:

8.3.5.4.1. specify the date, time and place of the meeting; and

8.3.5.4.2. state:

8.3.5.4.2.1. the name of the person against whom the disciplinary action has been taken; and

8.3.5.4.2.2. the grounds for taking that action; and

8.3.5.4.2.3. that at the disciplinary appeal meeting the Board Members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

8.3.6. **Conduct of disciplinary appeal meeting**

8.3.6.1. At a disciplinary appeal meeting:

8.3.6.1.1. no business other than the question of the appeal may be conducted; and

8.3.6.1.2. the Board must state the grounds for suspending or expelling the Member and the reasons for taking that action; and

8.3.6.1.3. the organisations whose membership has been suspended or who has been expelled must be given an opportunity to be heard.

- 8.3.6.2. After complying with rule 8.3.6.1, the Board Members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- 8.3.6.3. The decision is upheld if not less than three quarters of the Board Members voting at the meeting vote in favour of the decision.

9. GENERAL MEETINGS OF THE ASSOCIATION

9.1. Annual General Meetings

- 9.1.1. The Board must convene an annual General Meeting of the Association within 5 months after the end of each Financial Year.
- 9.1.2. The Board may determine the date, time and place of the annual General Meeting.
- 9.1.3. The ordinary business of the annual General Meeting will be:
 - 9.1.3.1. to confirm the minutes of the previous annual General Meeting and of any special General Meeting held since then;
 - 9.1.3.2. to receive and consider:
 - 9.1.3.2.1. the annual report of the Board on the activities of the Association during the preceding Financial Year; and
 - 9.1.3.2.2. the financial statements of the Association for the preceding Financial Year submitted by the Board in accordance with Part 7 of the Act;
 - 9.1.3.3. to elect Interested Directors.
- 9.1.4. The annual General Meeting may also conduct any other business of which notice has been given in accordance with this Constitution.

9.2. Special General Meetings

- 9.2.1. Any General Meeting, other than an annual General Meeting is a special General Meeting.
- 9.2.2. The Board may convene a special General Meeting whenever it thinks fit.
- 9.2.3. No business other than that set out in the notice under rule 9.4 may be conducted at a special General Meeting.

9.3. Special General Meeting held at request of members

- 9.3.1. The Chief Executive Officer must convene a special General Meeting if a request to do so is made in accordance with rule 9.3.2 by at least 20 per cent of the total number of Members.
- 9.3.2. A request for a special General Meeting must:
 - 9.3.2.1. be in writing;
 - 9.3.2.2. state the business to be considered at the meeting and any resolutions to be proposed;
 - 9.3.2.3. include the names and signatures of the Members requesting the meeting; and

9.3.2.4. be given to the Chief Executive Officer.

9.3.3. If the Chief Executive Officer does not convene a special General Meeting within one month after the date on which the request is made, the Members making the request (or any of them) may convene the special General Meeting.

9.3.4. A special General Meeting convened by members under rule 9.3.3:

9.3.4.1. must be held within three months after the date on which the original request was made; and

9.3.4.2. may only consider the business stated in the relevant request.

9.4. Notice of a General Meeting

9.4.1. The Chief Executive Officer (or, in the case of a special General Meeting convened under rule 9.3.3, the Members convening the meeting) must give to each Member, Board Member and the Chief Executive Officer:

9.4.1.1. at least 28 days' notice of an annual General Meeting;

9.4.1.2. at least 21 days' notice of a General Meeting if a Special Resolution is to be proposed at the meeting; or

9.4.1.3. at least 14 days' notice of a General Meeting in any other case.

9.4.2. The notice must:

9.4.2.1. specify the date, time and place of the meeting; and

9.4.2.2. indicate the general nature of each item of business to be considered at the meeting;

9.4.2.3. if a Special Resolution is to be proposed:

9.4.2.3.1. state in full the proposed resolution;

9.4.2.3.2. state the intention to propose the resolution as a Special Resolution' and

9.4.2.4. state that the Member may appoint another Member as a proxy for the General Meeting and include a copy the form for appointing a proxy approved by the Board from time to time.

9.5. Proxies

9.5.1. A Member may appoint another Member as his or her Proxy to vote and speak on his or her behalf at a General Meeting.

9.5.2. No Member may exercise more than one proxy on behalf of another Member at a General Meeting.

9.5.3. The appointment of a proxy must be in the form approved by the Board from time to time and lodged with the Chief Executive Officer at least 48 hours before the commencement of the General Meeting.

9.6. Use of technology

9.6.1 A Member not physically present at a General Meeting may be permitted to participate in the General Meeting by the use of technology that allows that Member, and the Members present at the General Meeting to clearly and simultaneously communicate with each other.

- 9.6.2 For the purposes of this clause, a Member participating in a General Meeting as permitted under clause 9.6.1 is taken to be present at the General Meeting and, if the Member votes at the General Meeting, is taken to have voted in person.”

9.7. Quorum at a General Meeting

- 9.7.1. No business may be conducted at a General Meeting unless a quorum of Members is present.
- 9.7.2. The quorum for a General Meeting is the presence of 10 of the Members entitled to vote.
- 9.7.3. If a quorum is not present within 30 minutes after the notified commencement time of a General Meeting:
- 9.7.3.1. in the case of a meeting convened by, or at the request of, Members under rule 9.3, the meeting must be dissolved;
- 9.7.3.2. in any other case:
- 9.7.3.2.1. the meeting must be adjourned to a date determined by the chairperson of the General Meeting to be not more than 21 days after the adjournment; and
- 9.7.3.2.2. notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all Members as soon as practicable after the meeting.
- 9.7.4. If a quorum is not present within 30 minutes after the time to which a General Meeting has been adjourned under rule 9.7.3.2, the meeting must be dissolved.

9.8. Adjournment of a General Meeting at which a quorum is present

- 9.8.1. The chairperson of a General Meeting at which a quorum is present may, with the consent of a majority of Members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- 9.8.2. Without limiting rule 9.8.1, a meeting may be adjourned:
- 9.8.2.1. if there is insufficient time to deal with the business at hand; or
- 9.8.2.2. to give the Members more time to consider an item of business.
- 9.8.3. No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- 9.8.4. Notice of the adjournment of a meeting under this rule 9.8 is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 9.4.

9.9. Voting at a General Meeting

- 9.9.1. On any question arising at a General Meeting
- 9.9.1.1. subject to rule 9.9.3, each Individual Member and Life Member has one vote; and

9.9.1.2. except in the case of matters requiring a Special Resolution under the Act, the question must be decided on a majority of votes.

9.9.2. Directors, excluding the chairperson of the General Meeting, that are Members have the right to vote at a General Meeting. If votes are divided equally on a question, the chairperson of the General Meeting has a second or casting vote (but has no deliberative vote).

9.9.3. The Chief Executive Officer shall have the right to attend and debate at a General Meeting but may not vote.

9.10. Determining whether resolution carried

9.10.1. Unless a poll is demanded under rule 9.10.2, the chairperson of a General Meeting may, on the basis of a show of hands, declare that a resolution has been:

9.10.1.1. carried;

9.10.1.2. carried unanimously;

9.10.1.3. carried by a particular majority; or

9.10.1.4. lost,

and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

9.10.2. If a poll (where votes are cast in writing) is demanded by a simple majority of Members or the chairperson of the General Meeting on any question:

9.10.2.1. the poll must be taken at the meeting in the manner determined by the chairperson of the General Meeting; and

9.10.2.2. the chairperson of the General Meeting must declare the result of the resolution on the basis of the poll.

9.10.3. A poll demanded on the election of the chairperson of the General Meeting or on a question of an adjournment must be taken immediately.

9.10.4. A poll demanded on any other question must be taken before the close of the meeting at a time determined by the chairperson of the General Meeting.

9.11. Minutes of a General Meeting

9.11.1. The Board must ensure that minutes are taken and kept of each General Meeting.

9.11.2. The minutes must record the business considered at the General Meeting, any resolution on which a vote is taken and the result of the vote.

9.11.3. In addition, the minutes of each annual General Meeting must include:

9.11.3.1. the names of the Members attending the meeting;

9.11.3.2. the financial statements submitted to the Members; and

9.11.3.3. the certificate signed by two Board Members certifying that the financial statements give a true and fair view of the financial position and performance of the Association;

- 9.11.3.4. any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act;
- 9.11.3.5. details of any person elected as an Interested Director,

10. THE POWERS AND ROLE OF THE BOARD

10.1. Role and powers

- 10.1.1. The business of the Association must be managed by or under the direction of a Board.
- 10.1.2. The Board may exercise all the powers of the Association except those powers that this Constitution or the Act require to be exercised by a General Meeting.
- 10.1.3. The Board may establish subcommittees consisting of members with terms of reference it considers appropriate.

10.2. Delegation

- 10.2.1. The Board may delegate to a Board Member, a subcommittee or staff, any of its powers and functions other than:
 - 10.2.1.1. this power of delegation; or
 - 10.2.1.2. a duty imposed on the Board by the Act or any other law.
- 10.2.2. The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
- 10.2.3. The Board may, in writing, revoke a delegation wholly or in part at any time.

10.3. General Duties

- 10.3.1. As soon as practicable after being elected or appointed to the Board, each Board Member must become familiar with this Constitution and the Act.
- 10.3.2. The Board is collectively responsible for ensuring that the Association complies with the Act and that each Board Member complies with this Constitution.
- 10.3.3. Board Members must exercise their powers and discharge their duties with reasonable care and diligence.
- 10.3.4. Board Members must exercise their powers and discharge their duties:
 - 10.3.4.1. in good faith in the best interests of the Association; and
 - 10.3.4.2. for a proper purpose.
- 10.3.5. Current Board Members and former Board Members must not make improper use of:
 - 10.3.5.1. their position; or
 - 10.3.5.2. information acquired by virtue of holding their position,so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

10.4. Election of State Delegate

The Board must appoint a Board Member, the Chief Executive Officer or a senior member of staff to attend general meetings of Surfing Australia in accordance with the SA Constitution.

11. COMPOSITION OF BOARD

11.1. Composition of Board

The Board will consist of:

11.1.1. six Interested Directors appointed in accordance with rule 11.2; and

11.1.2. up to three Independent Directors appointed in accordance with rule 11.3.

11.2. Election of Interested Directors

11.2.1. Qualifications for Interested Directors

11.2.1.1. Nominations to be an Interested Director must meet the qualifications as prescribed by the Board from time to time.

11.2.1.2. Interested Directors should have knowledge of the Association and its stakeholders and a commitment to the development of the Association and the Purposes.

11.2.2. Term of office

11.2.2.1. An Interested Director will hold office for a period of two years.

11.2.2.2. An Interested Director may be re-elected.

11.2.2.3. Three Interested Directors shall be elected in each year of even number and three Interested Directors shall be elected in each year of odd number.

11.2.2.4. Should any adjustment to the term of Interested Directors be necessary to ensure rotational terms in office, this shall be determined by the Board. It is the intent that tenure for half of the Interested Directors shall expire each year.

11.2.3. Nominations

11.2.3.1. The Chief Executive Officer shall call for nominations for Interested Directors at the time an annual General Meeting is convened.

11.2.3.2. When calling for nominations for Interested Directors, the Chief Executive Officer shall also provide details of the necessary qualification and job descriptions for the relevant positions as determined by the Board from time to time.

11.2.3.3. Nominations of candidates for election as Interested Directors shall be:

11.2.3.3.1. made in writing, signed by two Members and accompanied by the written consent of the nominee;

11.2.3.3.2. delivered to the Association not less than 14 days before the date fixed for the holding of the annual General Meeting.

11.2.3.4. The Chief Executive Officer shall place a list of all nominations, in alphabetical order, in a conspicuous place in the registered office of the Association or on the Association's website for at

least 14 days immediately preceding the annual General Meeting.

11.2.4. Election

11.2.4.1. If insufficient nominations are received to fill all available vacancies on the Board:

11.2.4.1.1. the candidates shall, subject to a declaration by the chairperson of the General Meeting, be deemed elected; and

11.2.4.1.2. further nominations may be received at the annual General Meeting at the discretion of the chairperson of the General Meeting.

11.2.4.2. If the number of nominations received is equal to the number of vacancies to be filled, the people nominated shall, subject to a declaration of the chairperson of the General Meeting, be deemed elected.

11.2.4.3. If the number of nominations received for a specific position is more than one, a secret ballot must be held for that position in such form as the chairperson of the General Meeting directs.

11.3. Election of Independent Directors

11.3.1. Qualifications for Independent Directors

The Interested Directors may appoint up to three people to be Independent Directors that possess specific skills such as commerce, marketing, finance, law or business which will complement the composition of the Board. The Independent Director does not need to be a Member or have experience in or exposure to the Association.

11.3.2. Term of office

11.3.2.1. An Independent Director will hold office for a period of two years.

11.3.2.2. An Independent Director may be re-elected but may not serve more than three consecutive terms in office.

11.3.3. Nomination and Election

Independent Directors shall be elected at the first Board Meeting following the annual General Meeting.

11.4. Vacancies of Board Members

11.4.1. Vacation of office

A person ceases to be a Board Member if he or she:

11.4.1.1. resigns from the Board by written notice to the Chief Executive Officer; or

11.4.1.2. otherwise ceases to be a Board Member by operation of section 78 of the Act.

11.4.2. Actions of the Board in the event of a casual vacancy

The Board may continue to act despite any vacancy in its membership provided there are sufficient Board Members to constitute a quorum. If there are insufficient Board Members to constitute a quorum, the Board Member may only act for the purpose of increasing the number of Board Members to a number sufficient to constitute a quorum.

11.4.3. Filling casual vacancies

The Board may appoint a person to fill a position on the Board that:

11.4.3.1. has become vacant under rule 11.4.1; or

11.4.3.2. was not filled by election at the last annual General Meeting,

such person will hold office until the next annual General Meeting or Board Meeting following the next annual General Meeting as the case may be.

11.5. Chairperson

11.5.1. Appointment of Chairperson

The position of Chairperson shall be appointed by the Board from amongst its number at the first Board Meeting following the annual General Meeting. The appointee shall hold the position of Chairperson until the first Board Meeting following the annual General Meeting. A Board Member may be re-appointed as the Chairperson.

11.5.2. Role of the Chairperson

11.5.2.1. Subject to rule 11.5.2.2, the Chairperson will be the chairperson of any General Meeting and of any Board Meeting.

11.5.2.2. If the Chairperson is absent, or is unable to preside, the chairperson of the meeting must be:

11.5.2.2.1. in the case of a General Meeting, a Member elected by the other Members present; or

11.5.2.2.2. in the case of a Board Meeting, a Board Member elected by the Board Members present.

12. BOARD MEETINGS

12.1. Frequency and convening a Board Meeting

12.1.1. The Board must meet as often as it is deemed necessary in each Financial Year which must be at least as often as is required under the Act.

12.1.2. Board Meetings may be convened by the Chief Executive Officer at the request of four Board Members or by any four Board Members.

12.2. Notice of meetings

12.2.1. Notice of each Board Meeting must be given to each Board Member no later than 7 days before the date of the meeting.

12.2.2. The notice must state the date, time and place of the meeting.

12.2.3. The only business that may be conducted at the meeting is the business for which the meeting is convened.

12.3. Proxies

Voting by proxy is not permitted at a Board Meeting.

12.4. Use of technology

12.4.1. A Board Member who is not physically present at a Board Meeting may participate in the meeting by the use of technology that allows that Board

Member and the Board Members present at the meeting to clearly and simultaneously communicate with each other.

- 12.4.2. A Board Member participating in a meeting as permitted under rule 12.4.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

12.5. Quorum at a Board Meeting

- 12.5.1. No business may be conducted at a Board Meeting unless a quorum is present.
- 12.5.2. The quorum for a Board Meeting is the presence (in person or as allowed under rule 12.3) of four Board Members.
- 12.5.3. If a quorum is not present within 30 minutes after the notified commencement time of a Board Meeting:
- 12.5.3.1. in the case of a special meeting, the meeting lapses;
 - 12.5.3.2. in any other case, the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 12.2.

12.6. Voting at a Board Meeting

- 12.6.1. On any question arising at a Board Meeting, each Board Member excluding the Chairperson and Chief Executive Officer, present at the meeting has one vote.
- 12.6.2. A motion is carried if a majority of Board Members present at the meeting vote in favour of the motion.
- 12.6.3. If votes are divided equally on a question, the chairperson of the Board Meeting has a second or casting vote.

12.7. Minutes of a Board Meeting

- 12.7.1. The Board must ensure that minutes are taken and kept of each Board Meeting.
- 12.7.2. The minutes must record the following:
- 12.7.2.1. the names of the members in attendance at the meeting;
 - 12.7.2.2. the business considered at the meeting;
 - 12.7.2.3. any resolution on which a vote is taken and the result of the vote;
 - 12.7.2.4. any material personal interest disclosed under rule 13.
- 12.7.3. The Members will only have access to the minutes of a Board Meeting if so resolved by a Special Resolution.

12.8. Resolution signed by Board Members

- 12.8.1. A resolution in writing signed by all Board Members will be as valid and effective as if it had been passed at a duly called and constituted Board Meeting. The terms of the resolution must be set out in the document and separate documents in identical terms are treated as the one document. The

resolution is passed when the last Director provides consent to the terms of the resolution.

- 12.8.2. For the purposes of rule 12.8.1, a resolution will be deemed to be approved and signed by a Board Member, if that Board Member provides consent to the resolution by email or any other visible form of electronic communication.

13. CONFLICT OF INTEREST

- 13.1. A Board Member 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.
- 13.2. Upon a material personal interest in a matter being disclosed under rule 13.1, the Board excluding the Board Member the subject of the material personal interest, must determine whether there is a conflict of interest.
- 13.3. If it is determined under clause 13.2 that there is a conflict of interest, the Board Member the subject of the material personal interest:
- 13.3.1. must not be present while the matter is being considered at the meeting; and
 - 13.3.2. must not vote on the matter.
- 13.4. This rule does not apply to a material personal interest:
- 13.4.1. that exists only because the Board Member belongs to a class of persons for whose benefit the Association is established; or
 - 13.4.2. that the Board Member has in common with all, or a substantial proportion of, the members of the Association.

14. CHIEF EXECUTIVE OFFICER

14.1. Appointment of Chief Executive Officer

The Chief Executive Officer shall be appointed by the Board for such term and on such conditions as it thinks fit.

14.2. Chief Executive Officer to act as Secretary

- 14.2.1. The Chief Executive Officer will not be a Board Member.
- 14.2.2. The Chief Executive Officer must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- 14.2.3. In performing the duty and function of the secretary of the Association, the Chief Executive Officer must:
- 14.2.3.1. maintain the register of Members in accordance with rule 16; and
 - 14.2.3.2. keep custody of the common seal (if any) of the Association and, all books, documents and securities of the Association;
 - 14.2.3.3. subject to the Act and this Constitution, provide Members with access to the register of Members, the minutes of General Meetings and other books and documents; and
 - 14.2.3.4. perform any other duty or function imposed on the Chief Executive Officer by this Constitution.

14.2.4. The Chief Executive Officer must give to the Registrar of Incorporated Associations notice of his or her appointment within 14 days after the appointment as the secretary of the Association.

14.3. Specific duties

The Chief Executive Officer shall:

14.3.1. as far as practicable attend all Board Meetings and General Meetings of the Association;

14.3.2. prepare the agenda for all Board Meetings of the Association;

14.3.3. record and prepare minutes of the proceedings of all Board Meetings and General Meetings;

14.3.4. regularly report on activities of, and issues relating to, the Association.

14.4. Broad power to manage

Subject to the Act, this Constitution, the By-Laws and any policy directive of the Board, the Chief Executive Officer has power to perform all such things as appear necessary or desirable for the proper management and administration of the Association. No resolution passed by the Members in General Meeting shall invalidate any prior act of the Chief Executive Officer or the Board which would have been valid if that resolution had not been passed.

14.5. Chief Executive Officer may employ

The Chief Executive Officer may in consultation with the Board, as appropriate, employ such personnel as are deemed necessary or appropriate from time to time and such appointments shall be for such period and on such conditions as the Board determines.

15. BY LAWS

15.1. 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 Association, the Purposes and surfriding in Victoria as it thinks necessary or desirable. Such By-Laws must be consistent with this Constitution, the SA Constitution, any By-Laws made by Surfing Australia and any policy directives of the Board.

15.2. By-Laws binding

All By-Laws made under this rule 15 shall be binding on the Association, the Board and the Members.

16. REGISTER OF MEMBERS AND BOARD MEMBERS

16.1. Chief Executive Officer to keep register

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

16.1.1. for each current Member:

16.1.1.1. the Member's full name;

16.1.1.2. the address for notice last given by the Member;

16.1.1.3. the date of becoming a Member;

16.1.1.4. the category of membership of the Member;

16.1.1.5. in respect of a Club Member, the Club's Delegate;

16.1.1.6. any other information determined by the Board;

16.1.2. for each former Member, the date of ceasing to be a Member;

16.1.3. in respect of each Board Member:

16.1.3.1. the Board Member's full name;

16.1.3.2. the address for notice last given by the Board Member;

16.1.3.3. the date of becoming a Board Member.

16.2. Inspection of register

Subject to the provisions of the Act and having regard to confidentiality considerations and privacy laws, an extract of the register, excluding the address or other contact details of any Board Member, shall be available for inspection (but not copying) by Members upon reasonable request.

16.3. Use of Register

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

16.4. Right of Surfing Australia to the Register

The Association shall provide a copy of the Register at a time and in a form acceptable to Surfing Australia, and shall provide regular updates of the Register to Surfing Australia. The Association agrees that Surfing Australia may utilise the information contained in the Register and the Register itself to further the object of Surfing Australia, subject always to reasonable confidentiality considerations and privacy laws.

17. FINANCIAL MATTERS

17.1. Not for profit organisation

17.1.1. The Association must not distribute any surplus, income or assets directly or indirectly to its Members.

17.1.2. Rule 17.1.1, does not prevent the Association from paying a Member:

17.1.2.1. reimbursement for expenses properly incurred by the Member;
or

17.1.2.2. for goods or services provided by the Member;

if this is done in good faith on terms no more favourable than if the Member was not a Member.

17.2. Source of funds

The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest, sponsorship, industry buy-in for projects and any other sources approved by the Board.

17.3. Management of funds

17.3.1. The Association must have an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.

17.3.2. The Board may approve expenditure on behalf of the Association.

- 17.3.3. The Board may authorise the Chief Executive Officer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- 17.3.4. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two Board Members or any other person authorised by the Board from time to time to be signatories for such instruments.
- 17.3.5. All funds of the Association must be deposited into the financial account of the Association no later than 5 business days after receipt.

17.4. Financial records

- 17.4.1. The Association must keep financial records that:
 - 17.4.1.1. correctly record and explain its transactions, financial position and performance; and
 - 17.4.1.2. enable financial statements to be prepared as required by the Act.
- 17.4.2. The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- 17.4.3. The Chief Executive Officer must keep in his or her custody, or under his or her control:
 - 17.4.3.1. the financial records for the current Financial Year; and
 - 17.4.3.2. any other financial records as authorised by the Board.

18. INDEMNITY

Every current and former Board Member, officer and secretary of the Association shall be indemnified by the Association to the fullest extent permitted by law against a liability incurred by that person as a Board Member, officer and secretary of the Association, including without limitation legal costs and expenses incurred in defending any action.

19. GENERAL MATTERS

19.1. Common seal

- 19.1.1. The Association may have a common seal.
- 19.1.2. If the Association has a common seal:
 - 19.1.2.1. the name of the Association must appear in legible characters on the common seal;
 - 19.1.2.2. a document may only be sealed with the common seal by the authority of the Board and the sealing must be witnessed by the signatures of two Board Members or a Board Member and the Chief Executive Office in his or her capacity as the secretary of the Association;
 - 19.1.2.3. the common seal must be kept in the custody of the Chief Executive Officer.

19.2. Notice requirements

- 19.2.1. Any notice required to be given to a member or a Board Member under this Constitution may be given:
 - 19.2.1.1. by handing the notice to the member personally; or
 - 19.2.1.2. by sending it by post to the member at the address recorded for the member on the register of members; or
 - 19.2.1.3. by email or facsimile transmission.
- 19.2.2. Any notice required to be given to the Association or the Board may be given:
 - 19.2.2.1. by handing the notice to a Board Member; or
 - 19.2.2.2. by sending the notice by post to the registered address of the Association; or
 - 19.2.2.3. by leaving the notice at the registered address of the Association; or
 - 19.2.2.4. if the Board determines that it is appropriate in the circumstances:
 - 19.2.2.4.1. by email to the email address of the Association or the Chief Executive Officer; or
 - 19.2.2.4.2. by facsimile transmission to the facsimile number of the Association.

19.3. Winding up and cancellation

- 19.3.1. The Association may be wound up voluntarily by Special Resolution.
- 19.3.2. In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any Members or former Members of the Association.
- 19.3.3. Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- 19.3.4. The body to which the surplus assets are to be given must be decided by Special Resolution.

19.4. Alteration of this Constitution

This Constitution may only be altered by a Special Resolution.

20. GRIEVANCE PROCEDURE

20.1. Application of grievance procedure

- 20.1.1. The grievance procedure set out in this rule 20 applies to disputes under this Constitution between:
 - 20.1.1.1. a Member and another Member;
 - 20.1.1.2. a Member and the Association; or
 - 20.1.1.3. a Member and the Board.

- 20.1.2. A Member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure under rule 8.3 until the disciplinary procedure has been completed.

20.2. Appointment of Grievance Officer

- 20.2.1. The Grievance Officer shall be appointed by the Board and may not be a Board Member.
- 20.2.2. The identity of the Grievance Officer will be communicated to all Members in a conspicuous place in the registered office of the Association and on the Association's website.

20.3. Notification of grievance

If a Member has a grievance, the Member shall notify the Grievance Officer in writing. The notice must be addressed clearly to the Grievance Officer and marked "Private & Confidential".

20.4. Action by Grievance Officer

- 20.4.1. Where a grievance has been received by the Grievance Officer, he or she shall, as soon as practicable, meet with, or discuss the grievance with the aggrieved Member.
- 20.4.2. Where the Grievance Officer is unable to facilitate the resolution of the grievance within 14 days of receiving notification of the grievance or considers the grievance of a very serious nature, he or she must immediately report the grievance to the Chief Executive Officer (if the Chief Executive Officer is not the Grievance Officer) and the Board for action.
- 20.4.3. Upon the grievance being referred to the Board under rule 20.4.2, the Board must work with the parties to the grievance to facilitate a resolution of the grievance within 14 days of receiving notification of the grievance.
- 20.4.4. Where the Board is unable to facilitate the resolution of the grievance within 14 days of receiving notification of the grievance, the parties to the dispute must:
- 20.4.4.1. agree to or request the appointment of a mediator; and
 - 20.4.4.2. attempt in good faith to settle the dispute by mediation.
- 20.4.5. The mediator must be:
- 20.4.5.1. a person chosen by agreement between the parties; or
 - 20.4.5.2. in the absence of agreement:
 - 20.4.5.2.1. if the dispute is between a Member and another Member, a person who does not have a personal interest in the dispute appointed by the Board; or
 - 20.4.5.2.2. if the dispute is between a Member and the Board or the Association, a person appointed or employed by the Dispute Settlement Centre of Victoria.
- 20.4.6. The mediator, in conducting the mediation, must:

- 20.4.6.1. give each party every opportunity to be heard;
 - 20.4.6.2. allow due consideration by all parties of any written statement submitted by any party; and
 - 20.4.6.3. ensure that natural justice is accorded to the parties throughout the mediation process.
- 20.4.7. The mediator must not determine the grievance.
- 20.4.8. If the mediation process does not resolve the grievance, the parties may seek to resolve the grievance in accordance with the Act or otherwise at law.
- 20.4.9. All grievances received by the Grievance Officer, and all information surrounding the circumstances of the grievance which is discovered by the Grievance Officer on investigation shall be confidential and may only be communicated to the Board, the Chief Executive Officer and the mediator.