



Constitution of Southern Umpires Association Inc. July 2022

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SOUTHERN UMPIRES ASSOCIATION INC.
A0005281C
An Incorporated Association Under the Associations Incorporation Act (1981)
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1.0 PRELIMINARY

1.1 Name of the Association

The name of the Association shall be "Southern Umpires Association Inc."

1.2 Definitions and Interpretation

In this Constitution, unless inconsistent with the context of the subject matter:

(a) **Act** means the Associations Incorporation Act (1981);

Association means the Southern Umpires Association Inc.;

Annual Report of the Association means the document presented at the Annual General Meeting, as required by the Act, with contents as detailed in the Operations Manual;

Board means the Board of Management of the Association and also refers to the Board of Directors. For the purposes of the Association the Board is also referred to as the Office of Chairperson;

Business Day means a day (excluding a Saturday, Sunday or public holiday in Melbourne, Victoria) on which trading banks are open for business in Melbourne, Victoria;

Chairperson means the person elected by the Members to act as Chairperson of the Association from time to time. The Chairperson for the purposes of the Association may also be referred to as the Chief Executive Officer and/or President;

Class means a category of Members;

Deputy Chairperson means the person elected by the Members to act as Deputy Chairperson of the Association from time to time. The Deputy Chairperson for the purposes of the Association may also be referred to as the Chief Operating Officer as defined in the Operations Manual;

Director means a member who is part of the Board of Management of the Southern Umpires Association Inc.;

Electronic Address means email, website, SMS or any other electronic form of notification;

Electronic Means refers to any method of communication that is facilitated by an electronic address;

Financial Year means the year ending 31 October;

Football Match means a football match under the control of any football league for which the Association provides umpires;

General Meeting means the general meeting of members convened in accordance with this Constitution;

Governing Body means the entity responsible for employing and managing the Umpiring Department and matters related to day to day umpiring operations;

Honorary Member means a person who has been accorded the privileges of membership under the Association's admission guidelines;

Junior Member means a person under the age of 18 who has been accorded the privileges of membership under the Association's admission guidelines;

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1.2 Definitions and Interpretation (Cont'd)

Licensed Premises means such premises as are owned or managed by the Association from time to time and are licensed under the Liquor Control Reform Act;

Life Member means a Member who has been afforded Life Membership;

Liquor Control Reform Act means the *Liquor Control Reform Act 1998* (Vic) as amended from time to time;

Liquor License Register means the register kept as required by section 4 of the *Liquor Control Reform Act 1998* (Vic);

Member means a person whose name is entered in the Members' Register as a Member of the Association but does not include guest members of the public;

Members Register means the register of Members kept as required by the Act;

Office means the registered office for the time being of the Association;

Operations Manual refers to a publication produced by the Association containing the policies and procedures for the management of routine affairs in line with the Constitution;

Ordinary Member means a member who has been accorded the privileges of membership under the Association's admission guidelines;

Regulations mean the regulations under the Act;

Seal means any common seal of the Association;

Social Member means a person of at least 18 years of age who has been accorded the privileges of membership under the Association's admission guidelines;

Special General Meeting means a meeting of the members convened for the purpose of conducting Special Business;

Special Business means those matters that are dealt with by way of Special Resolution according to the Act;

Special Resolution means a matter that is resolved at an AGM or Special General Meeting and requires a 75% majority of Voting Members, either in person or through proxy, in favour to be carried;

Voting Member means a member who has been accorded voting rights as described in the rules;

- (b) A Member is to be taken to be present at a General Meeting if the Member is present in person or by proxy or by attorney.
- (c) Where a provision of this Constitution establishes an Office of Chairperson, the Chairperson may be referred to as chair, chairman, or chairwoman, as the case requires.

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1.2 Definitions and Interpretation (Cont'd)

- (d) A reference in a rule in general terms to a person holding or occupying a particular office or position includes a reference to any person who occupies or performs the duties of that office or position for the time being.
- (e) Unless the contrary intention appears, in this Constitution:
 - (1) words importing the singular include the plural and vice versa;
 - (2) words importing a gender include either gender;
 - (3) words used to denote persons generally or importing a natural person include any Association, corporation, body corporate, body politic, partnership, joint venture, association or other body (whether or not the body is incorporated);
 - (4) a reference to a person includes that person's successors and legal personal representatives;
 - (5) reference to a statute, regulation, proclamation, ordinance or by-law includes all statutes, regulations, proclamations, ordinances or by-laws amending, consolidating or replacing it, whether passed by the same or another government agency with legal power to do so, and a reference to a statute includes all regulations, proclamations, ordinances and by-laws issued under the statute; and
 - (6) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings.
- (f) In this Constitution references to actions required to be in writing includes electronic communication.
- (g) In this Constitution headings and boldings are for convenience only and do not affect its interpretation.

1.3 Application of Relevant Legislation

- (a) This Constitution is to be interpreted subject to the Act. However the rules that apply as replaceable rules under the Act do not apply to this Association.
- (b) In this Constitution the provisions and regulations of the Liquor Control Reform Act apply with overriding force and effect save and except as legally modified in this Constitution.
- (c) Unless the contrary intention appears, an expression in a rule that deals with a matter dealt with by a provision of the Act, the Liquor Control Reform Act shall have the same meaning as in that provision of the Act.
- (d) Subject to rule 1.3(c) unless the contrary intention appears, an expression in a rule that is defined for the purposes of the Act has the same meaning as in the Act.

Words or expressions contained in these Rules should be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 as in force from time to time.

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1.4 Exercise of Powers

- (a) The Association may, in any manner permitted by the Act:
- (7) exercise any power;
 - (8) take any action; or
 - (9) engage in any conduct or procedure,
- which under the Act an Association may exercise, take or engage in if authorized by its Constitution.
- (b) Where this Constitution provides that a person or body may do a particular act or thing and the word "may" is used, the act or thing may be done at the discretion of the person or body.
- (c) Where this Constitution confers a power to do a particular act or thing, the power is, unless the contrary intention appears, to be taken as including a power exercisable in the like manner and subject to the like conditions (if any) to repeal, rescind, revoke, amend or vary that act or thing.
- (d) Where this Constitution confers a power to do a particular act or thing with respect to particular matters, the power is, unless the contrary intention appears, to be taken to include a power to do that act or thing with respect to some only of those matters or with respect to a particular class or particular classes of those matters and to make different provision with respect to different matters or different classes of matters.
- (e) Where this Constitution confers a power to make appointments to any office or position, the power is, unless the contrary intention appears, to be taken to include a power:
- (1) to appoint a person to act in the office or position until a person is appointed to the office or position;
 - (2) subject to any contract between the Association and the relevant person, to remove or suspend any person appointed, with or without cause; and proceed according to the Discipline Procedures outlined in the Operations Manual and the Rules of the Association.
 - (3) to appoint another person temporarily in the place of any person so removed or suspended or in place of any sick or absent holder of such office or position.
- (f) Where this Constitution confers a power or imposes a duty then, unless the contrary intention appears, the power may be exercised and the duty must be performed from time to time as the occasion requires.
- (g) Where this Constitution confers a power or imposes a duty on the holder of an office as such then, unless the contrary intention appears, the power may be exercised and the duty must be performed by the holder for the time being of the office.
- (h) Where this Constitution confers power on a person or body to delegate a function or power:
- (1) the delegation may be concurrent with, or to the exclusion of, the performance or exercise of that function or power by the person or body;

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1.4 Exercise of Powers (Cont'd)

- (2) the delegation may be either general or limited in any manner provided in the terms of the delegation;
- (3) the delegation need not be to a specified person but may be to any person from time to time holding, occupying or performing the duties of, a specified office or position;
- (4) the delegation may include the power to delegate;
- (5) where the performance or exercise of that function or power is dependent upon the opinion, belief or state of mind of that person or body in relation to a matter, that function or power may be performed or exercised by the delegate upon the opinion, belief or state of mind of the delegate in relation to that matter;
- (6) the function or power so delegated, when performed or exercised by the delegate, is to be taken to have been performed or exercised by the person or body; and
- (7) the function or power so delegated shall be recorded in a register maintained by the Office of Chairperson.

1.5 Colours of the Association

- (a) The colours of the Association shall be yellow, blue and white.
- (b) The uniform worn, both on and off field, will be decided upon by the Board of Directors as required. Consultation with voting members will be undertaken from time to time.

1.6 Public Officer

In these Rules, a reference to the Public Officer refers to a Board Member appointed by the Board as required by the Act, in accordance with the procedures as outlined in the Operations Manual.

2.0 ALTERATION OF THE RULES

These Rules and the Statement of Purposes of the Association must not be altered except in accordance with the Act.

2.1 Rules to Be Made Available To Members

The Association must make a copy of its rules available for inspection at any reasonable time by a member at the request of that member.

3.0 RIGHTS AND LIABILITIES OF MEMBERS

- (a) Members shall not, under any circumstances, be required to contribute any funds to the Association's property.
- (b) Except as otherwise provided by this Act or the rules of an incorporated association, a member of the Board, the Public Officer or a member of the incorporated association shall not, by reason only of being such a member or officer, be liable to contribute towards the payment of the debts and liabilities of the incorporated association or the costs, charges and expenses of the winding up of the incorporated association.

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- (c) Except where otherwise expressly provided by this Act or by its rules, membership of an incorporated association shall not be deemed to confer upon members any right, title or interest, whether legal or equitable, in the property of the incorporated association.

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4.0 MEMBERSHIP

4.1 Eligibility

A natural person who has made application and is approved for membership as provided in these rules is eligible to be a Member of the Association.

4.2 Application

An application of a person for membership of the Association must

- (a) be made in writing in the form set out in the Operations Manual: Policies and Procedures for Membership and
- (b) be lodged with the nominated officer of the Association.

4.3 Admission

- (a) The Board may admit as Members of the Association such persons, on such conditions and at such times, as provided in the policies and procedures stipulated in the Operations Manual, as the Board determine or at the discretion of the Chairperson or Deputy Chairperson and the Association's voting members where appropriate from time to time.
- (b) In the event of admission as a member, a written agreement to be bound by the Rules of the Association for the time being in force and shall be in such a form that may be prescribed by the Board from time to time and published in the Operations Manual, must be signed by the member and a representative of the Association.
- (c) No person shall be approved for Membership or eligible to retain Membership whilst such person holds a position of responsibility or employment with any football club that is affiliated with any football league to which umpires of the Association are appointed to officiate.
- (d) Upon Application for Membership being accepted by the Board, the nominated officer shall enter the Applicant's name in the Register of Members kept by the Association and upon the name being so entered the Applicant becomes a Member of the Association and is entitled to exercise the rights of membership.
- (e) A right, privilege or obligation of a person by reason of his or her Membership of the Association: -
 - (1) is not capable of being transferred or transmitted to another person; and
 - (2) terminates upon the cessation of his or her Membership, whether by death, resignation or otherwise.

4.4 Period of Membership

- (a) Other than as determined and specified by the Board, each Membership shall be valid from the date the Membership is issued until the following Annual General Meeting of the Association or until such time that the membership is ceased under rule 4.6 of this Constitution.
- (b) Membership must be renewed annually, except for those members whose admission is determined by appointment of the Board. The Member shall supply such further written application, in such form as the Board may require from time to time, by a date appointed by the Board as published in the Operations Manual.

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4.5 Power to Decline Admission of Members

The Board may, in their absolute discretion but having regard to the Equal Employment Opportunity provisions as outlined in the Operations Manual, decline to admit any person as a Member of the Association. If the Board rejects an application it must, as soon as practicable, notify the applicant in writing that the application has been rejected.

4.6 Power to Suspend Admission of Members

The Board may suspend the admission of Members at such times and for such periods under such circumstances as determined in the Operations Manual: Policies and Procedures-Disciplinary Action.

4.7 Cessation of Membership

- (a) A Member ceases to be a Member:
- (1) if the Member resigns from membership upon giving notice in writing to the Association;
 - (2) if the Member dies;
 - (3) if the Member becomes of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health;
 - (4) if the Member is expelled by the Board under rule 7.0; or
 - (5) in any other circumstances prescribed in the terms of membership applicable to the Member or in any undertaking given by the Member upon his or her admission to membership.
- (b) After the expiry of the period referred to in sub rule 4.4 (a) —
- (1) the member ceases to be a member; and
 - (2) the nominated officer must record in the register of members the date on which the member ceased to be a member.

4.8 Classes of Membership

- (a) The Board may establish classes of Members and prescribe the qualifications, rights, privileges and obligations of Members of those classes.
- (b) Where the Board have established classes of Members under rule 4.8(a), the Association may, by resolution, reclassify or convert Members from one class to another provided that such reclassification does not affect that member's entitlement.
- (c) Notwithstanding anything else in this Constitution, no person shall be entitled to be registered more than once as a Member of the Association.

4.9 Financial Members

- (a) Financial Members of the Association are such persons who make a successful application and have paid the applicable entrance fee as set by the Board in accordance with Rule 5.0.

4.10 Ordinary Members

- (a) Ordinary Members of the Association are such persons who make a successful application and accept the requirements and conditions to be an active contracted umpire as determined by the Governing Body.

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- (b) An Ordinary Member has elected not to pay the applicable entrance fee as set by the Board in accordance with Rule 5.0.
- (c) Ordinary membership shall not confer the right to vote at meetings or elections.
- (d) Subject to rule 4.10(c), Ordinary Members shall have such rights and privileges as the Board prescribes from time to time.

4.11 Social Members

- (a) The Board may admit as a Social Member of the Association such persons of at least 18 years of age as the Board sees fit.
- (b) A Social Member is a Member of the Association only for the purposes of using the Licensed Premises of the Association and has no other rights of membership other than use of the Licensed Premises.
- (c) Social membership shall not confer the right to attend meetings or vote at meetings or elections.
- (d) A Social Member of the Association must use the Licensed Premises in accordance with the terms and conditions that the Board may impose on the use of the Licensed Premises from time to time.
- (e) The Board may require a person to execute such form of undertaking and pay such annual membership subscription (if any) as the Board may stipulate as a condition of admitting that person as a Social Member of the Association.

4.12 Honorary Members

- (a) The Board, any member of an approved sub-committee, members and paid staff (other than where such a person is an Ordinary Member) of the Association may, by resolution of the Board, be deemed to be Honorary Members of the Association while they are serving the Association.
- (b) Honorary membership shall not confer the right to vote at meetings or elections.
- (c) The parent of a Junior Member is afforded Honorary Membership.

4.13 Life Membership

- (a) Any Director or member who has completed fifteen years' service with the Association shall be eligible to be elected to Honorary Life Membership.
- (b) The Board may otherwise call each year at the Annual General Meeting for the election as Life Members (in addition to Life Members elected pursuant to rule 4.13(a), such persons, who shall have served at least five (5) years with the Association, as may be considered to be entitled to Life Membership by reason of special services rendered to the Association.

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4.13 Life Membership (Cont'd)

- (c) Members, by way of a nominator and seconder, may convey in writing to outline the achievements and/or special services rendered and principal reasons for acceptance as a Life Member, to the Office of Chairperson, the name of a suitable candidate, not less than fourteen (14) days prior to the Annual General Meeting.
- (d) The Board shall then select a maximum of two such nominations pursuant to rule 4.13(c) for election by secret ballot, at the Annual General Meeting.
- (e) Life Membership(s), excluding those referred to in rule 4.13 (a), shall only be awarded if carried by a three-fourths majority vote of those present in person or by proxy or by attorney.

4.14 Variation of Class Rights

Unless otherwise provided by the terms of membership of a class of Members:

- (a) All or any of the rights or privileges attached to the class may be varied, whether or not the Association is being wound up, only with the consent in writing of three-quarters of the Members of that class, or with the sanction of a special resolution passed at a separate meeting of the Members of that class;
- (b) The provisions of this Constitution relating to General Meetings apply, so far as they can and with such changes as are necessary, to each separate meeting of the Members of that class; and
- (c) The rights conferred upon the Members of that class are to be taken as not having been varied by the admission of further Members of that class or of a class having rights or privileges ranking equally with them.

4.15 Equitable Claims and Nominees

No person shall hold any membership as a nominee or as trustee for another person or persons, and the Association is not:

- (a) Compelled in any way to recognise a person as holding a membership upon any trust, even if the Association has notice of that trust; or
- (b) Compelled in any way to recognise, or bound by, any equitable, contingent, future or partial claim to or interest in a membership on the part of any other person except an absolute right of ownership in the registered Member, even if the Association has notice of that claim or interest.

4.16 Voting Members

- (a) The only persons entitled to vote at meetings or elections are Financial Members, Life Members and Honorary Members who are Directors of the Association.
- (b) Social Members are not entitled to attend or vote at meetings or elections.
- (c) Ordinary Members are not entitled to vote at meetings or elections.

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4.16 Voting Members (Cont'd)

- (d) Honorary Members, other than those who are Directors, are not entitled to vote at meetings or elections.
- (e) Authorised Gaming Visitors are not entitled to attend or vote at meetings or elections.

5.0 ENTRANCE FEE, ANNUAL SUBSCRIPTION

- (a) The Association reserves the right to apply an annual membership fee to be a Financial Member of the Association, the amount of the fee will be determined by the Board.

6.0 REGISTER OF MEMBERS

- (a) The nominated officer, as stipulated in the Operations Manual, shall keep and maintain a Register of Members, in which shall be entered the full name, address and date of entry of the notification of each Member and the Register shall be available for inspection by Members at the address the Association with the nominated officer of the Association.
- (b) The Register is available for inspection free of charge by any member, excluding Social Members, upon request at any reasonable time.

7.0 DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS

These procedures pertain to the conduct of an internal complaint by a member of the Association about another member:

- (a) Where it is alleged that the member may have been in breach of his or her duties and behaviours as required by these Rules and the policies and procedures outlined in the Operations Manual; and
- (b) Allow for the matter to be dealt with in either an informal or formal manner in accordance with these Rules and the policies and procedures published in the Operations Manual: Policies and Procedures- Discipline Procedures as determined from time to time.

7.1 Making a Complaint

Any complaint by any Member as to the conduct of a fellow Member is to be directed to the Chairperson or the Deputy Chairperson. Such complaint should, if initially delivered orally, be confirmed in writing.

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7.2 Investigation Officer

- (a) There shall be established the position of Investigation Officer. The appointment of a person to this position is entirely within the discretion of the Board and the appointment of that person may be on a permanent basis for the whole of any given year or on an ad hoc basis for the purpose of each and every complaint. The person so appointed to this position shall preferably be a non-officiating Member of the Association but nothing shall invalidate the appointment of an officiating Member to this position, should no other persons be available or prepared to undertake the duties of the position.

7.3 Dealing with the Complaint

- (a) Where the Chairperson or Deputy Chairperson: -
 - (1) Receives a complaint that a breach of the Rules has been allegedly committed; or
 - (2) Receives a complaint that a breach of the duties of a Member has been allegedly committed; or
 - (3) Receives adverse comment generally by a Member about another Member;Then they, at their discretion may, if the person:
 - (i) deems the complaint to be related to an umpiring operational matter that falls under the control of the Umpiring Department, refer the matter to the Governing Body; or
 - (ii) deems the complaint to be of a minor nature, refer the matter to the Board for an informal investigation and resolution; or
 - (iii) considers the complaint or comment to be warranting of investigation and/or penalty; or where the Complainant seeks that an investigation be conducted; or where the Accused feels aggrieved at the outcome of the informal resolution, then the Person receiving the complaint shall refer the matter to the Investigation Officer, providing to the Investigation Officer all written material in relation to the complaint.
- (b) The Investigation Officer shall investigate the complaint as they think fit and as soon as practicable provide his or her findings and recommendations to the Board.

7.4 Hearing Committee

- (a) In the event of a complaint requiring a formal determination, the Board shall appoint a Hearing Committee that shall consist of any three Members of the Board of Directors and, unless exceptional circumstances prevail, shall not consist of any people who either have involvement in or alleged personal knowledge of the alleged breach to be decided upon. Unless exceptional circumstances prevail, the Hearing Committee should have as its chairperson the Chairperson of the Board of Directors or the Deputy Chairperson. Questions to be decided by the Hearing Committee shall be decided by two-thirds majority but, if for any reason, there is an equality of votes, the Senior Member present shall have the deciding vote.

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7.4 Hearing Committee (Cont'd)

- (b) In the event that the Investigation Officer recommends that no hearing be conducted into the complaint, the Complainant may seek that the Chairperson or Deputy Chairperson, notwithstanding the recommendations of the Investigation Officer, refer the complaint to the Hearing Committee for hearing. Such request must be in writing with an explanation as to why the hearing should still proceed, whereupon the Chairperson or Deputy Chairperson shall convene a meeting of the Hearing Committee for this purpose.
- (c) If the Investigation Officer recommends to the Person receiving the complaint that a hearing should be convened, they shall convene a hearing of the Hearing Committee, who shall hear the matter as soon as reasonably practicable in accordance with the policies and procedures outlined in the Operations Manual: Policies and Procedures- Discipline Procedures as determined from time to time, subject always to the requirements to afford to the parties appearing fairness of procedure, with the attainment of truth and the need to have the complaint decided upon as promptly and expeditiously as possible, being the primary purposes of the hearing.
- (d) Subject to these Rules and those policies and procedures outlined in the Operations Manual, if the Hearing Committee, is of the opinion that a member has:
 - (1) refused or neglected to comply with these Rules, terms of membership, or any undertaking given by the Member upon his or her admission to membership; or
 - (2) been guilty of conduct unbecoming towards the Association, an Association member, member of the public or member of an affiliated association; or
 - (3) behaved in a manner prejudicial to the interests of the Association,the Hearing Committee may by resolution—
 - (1) suspend that member from membership of the Association for a specified period; or
 - (2) expel that member from the Association, including revoking Life Membership; or
 - (3) place such other conditions as it sees fit upon the membership of the Member in the Association.
- (e) Save always that, before exercising the powers referred to in the Operations Manual, the Hearing Committee, after having found the complaint proved, shall afford the Member so complained of an opportunity to be heard on the question of disposition.
- (f) A resolution of the Hearing Committee under sub rule 7.4 (d) does not take effect unless—
 - (1) after a meeting of the Hearing Committee, held in accordance with the procedures outlined in the Operations Manual and sub rule 7.4 (c), the Board confirms the resolution ; and

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7.4 Hearing Committee (Cont'd)

- (2) if the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.
- (g) A meeting of the Board to confirm or revoke a resolution passed under sub rule 7.4(d) must be held not earlier than three (3) days, and not later than 28 days, after notice has been given to the member in accordance with the provisions of the Operations Manual: Discipline.
- (h) For the purposes of giving notice in accordance with sub rule 7.4 (f), the Office of the Chairperson must, as soon as practicable, cause to be given to the member a written notice—
 - (1) setting out the resolution of the Board and the grounds on which it is based; and
 - (2) stating that the member, or his or her representative, may address the Hearing Committee at a meeting to be held not earlier than three (3) days and not later than 28 days after the notice has been given to that member; and
 - (3) stating the date, place and time of that meeting; and
 - (4) informing the member that they may do one or both of the following—
 - (i) attend that meeting;
 - (ii) give to the Hearing Committee, before the date of that meeting, a written statement seeking the revocation of the resolution; and
 - (5) informing the member that, if at that meeting, the Hearing Committee confirms the resolution, they may, not later than 48 hours after that meeting, give the Office of Chairperson a notice to the effect that they wish to appeal to the Association in General Meeting against the resolution.
- (i) At a meeting of the Hearing Committee to confirm or revoke a resolution passed under sub rule 7.4 (d), the Committee must—
 - (1) give the member, or his or her representative, an opportunity to be heard; and
 - (2) give due consideration to any written statement submitted by the member; and
 - (3) determine by resolution whether to confirm or to revoke the resolution.
- (j) If at the meeting of the Hearing Committee, the Committee confirms the resolution, the Member may, not later than 48 hours after that meeting, give the Office of Chairperson a notice to the effect that they wish to appeal to the Association in general meeting against the resolution.
- (k) If the Office of Chairperson receives a notice under sub rule (j), they must notify the Board and the Board must convene a general meeting of the Association to be held within 21 days after the date on which the Office of Chairperson received the notice.

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7.4 Hearing Committee (Cont'd)

- (l) At a General Meeting of the Association convened under sub rule 7.4(k)—
 - (1) no business other than the question of the appeal may be conducted; and
 - (2) the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - (3) the member, or his or her representative, must be given an opportunity to be heard; and
 - (4) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (m) A resolution is confirmed if, at the General Meeting, not less than two-thirds of the members vote in person in favour of the resolution. In any other case, the resolution is revoked.

8.0 GRIEVANCE PROCEDURES

- (a) The grievance procedures set out in this rule applies to disputes involving discrimination, workplace bullying and violence and/or harassment between—
 - (1) a member and another member; or
 - (2) a member and the Association
- (b) These grievance procedures allow for a complainant to have the matter dealt with in either an informal or formal manner in accordance with these Rules and the policies and procedures published in the Operations Manual: Policies and Procedures- Grievance Resolution as determined from time to time.

8.1 Formal Procedures

- (a) Under formal procedures the parties to the dispute must meet and discuss the matter in dispute, according to the policies and procedures determined from time to time in line with these Rules and published in the Operations Manual: Policies and Procedures- Grievance Resolution. The Grievance procedure must allow for natural justice to be applied.
- (b) A member may appoint any person to act on behalf of the member in the grievance procedure.

8.2 Appointing a Mediator

- (a) 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, who shall be appointed according to the policies and procedures determined from time to time in line with these rules and published in the Operations Manual: Policies and Procedures- Grievance Resolution.

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8.2 Appointing a Mediator (Cont'd)

- (b) The mediator must be—
 - (1) a person chosen by agreement between the parties; or
 - (2) in the absence of agreement—
 - (i) in the case of a dispute between a member and another member, a person appointed by the Board of the Association; or
 - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (c) The mediator must not determine the dispute.

8.3 Unresolved Disputes

If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the policies and procedures outlined in the Operations Manual, the Act or otherwise at law.

9.0 MEETINGS

For the purposes of conducting the business of the Association there shall be three kinds of meetings:

- (1) General Meetings
- (2) Annual General Meetings
- (3) Special General Meetings

9.1 General Meetings

These meetings are to be held from time to time for the purposes of informing the members on matters related to the administrative, financial and legal governance of the Association and dealing with any business arising from these matters according to these Rules.

9.2 Calling General Meetings

- (a) The Board may, whenever they think fit, call and arrange to hold a General Meeting, provided also that General Meetings shall be held on not less than two occasions annually and shall commence and conclude on such dates as the Board determines. The Annual General Meeting shall serve as one of the occasions upon which a General Meeting shall be deemed to have been held.
- (b) The Board may change the venue for, postpone or cancel a General Meeting unless the meeting is called and arranged to be held by Voting Members or the court under the Act.

9.3 Notice of General Meetings

- (a) The nominated officer of the Association shall, at least seven (7) days before the date fixed for holding a General Meeting of the Association give notice in the manner authorised by rule 15.1 to each person who is a Voting Member;
- (b) A notice of a General Meeting must specify the date, time and place of the meeting and, except as provided in rule 9.3(c), state the general nature of the business to be transacted at the meeting.

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9.3 Notice of General Meetings (Cont'd)

- (c) Unless the Act provides otherwise:
 - (1) no business may be transacted at a General Meeting unless the general nature of the business is stated in the notice calling the meeting; and
 - (2) except with the approval of the Chairperson, no person may move any amendment to a proposed resolution the terms of which are set out in the notice calling the meeting or to a document which relates to such a resolution and a copy of which has been made available to Members to inspect or obtain.
- (d) A Member desiring to bring business before a General Meeting may give notice of business in writing to the nominated officer who shall include that business in the Notice calling the next General Meeting after the receipt of the notice.
- (e) A person may waive notice of any General Meeting by notice in writing to the Association.
- (f) The non-receipt of notice of a General Meeting or proxy form by, or a failure to give notice of a General Meeting or a proxy form to, any person entitled to receive notice of a General Meeting under this rule 9.3(a) does not invalidate any act, matter or thing done or resolution passed at the General Meeting if:
 - (1) the non-receipt or failure occurred by accident or error; or
 - (2) before or after the meeting, the person:
 - (i) has waived or waives notice of that meeting under rule 9.3(e); or
 - (ii) has notified or notifies the Association of the person's agreement to that act, matter, thing or resolution by notice in writing to the Association.
- (g) A person's attendance at a General Meeting:
 - (1) waives any objection that person may have to a failure to give notice, or the giving of a defective notice, of the meeting unless the person at the beginning of the meeting objects to the holding of the meeting; and
 - (2) waives any objection that person may have to the consideration of a particular matter at the meeting which is not within the business referred to in the notice of the meeting, unless the person objects to considering the matter when it is presented.

9.4 Annual General Meetings

- (a) The Board must, in accordance with the time limits prescribed by the Act, convene an Annual General Meeting (AGM) of the Association. Notwithstanding the generality of the foregoing, the Association will usually convene an AGM of its members on such a day in the month of November each year as the Board determines.

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9.4 Annual General Meetings (Cont'd)

- (b) Notwithstanding anything else in this Constitution, in the event that a General Meeting is called (by any means) and held after an Annual General Meeting of the Association but before the expiry of the period within which the Annual General Meeting is required to be held under the Act, the Members eligible to vote at the first-mentioned Annual General Meeting of the Association shall be eligible to vote for the purposes of any resolution considered by the General Meeting so held.
- (c) The Ordinary Business of the Annual General Meeting shall be—
 - (1) to confirm the minutes of the previous Annual General Meeting; and
 - (2) to receive and consider the statement submitted by the Association in accordance with Section 30(3) of the Act.
 - (3) to receive from the Board the Annual Report; and
 - (4) to elect officers of the Association and the ordinary members of the Board according to these Rules; and
- (d) The Annual General Meeting may conduct any Special Business of which notice has been given in accordance with these Rules.
- (e) For the purposes of these rules, an Annual General Meeting is considered to be a General Meeting.

9.5 Special General Meetings

- (a) Special General Meetings of the Association may be convened by the Board whenever it thinks fit, or by a majority vote of Voting Members present in person, by proxy or by Attorney, at a General Meeting.
- (b) If, but for this sub rule, more than 15 months would elapse between Annual General Meetings, the Board must convene a Special General Meeting before the expiration of that period.
- (c) The Board must, on the request in writing of voting members representing no less than five (5) per cent of the total number of voting members, convene a Special General Meeting of the Association.
- (d) The request for a Special General Meeting must—
 - (1) state the objectives of the meeting; and
 - (2) be signed by the voting members requesting the meeting; and
 - (3) be sent to the address of the Association.
- (e) 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 Association, the members making the request, or any of them, may convene a Special General Meeting to be held not later than three (3) months after that date.
- (f) If a Special General Meeting is convened by voting members in accordance with this rule, 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 the Association to the persons incurring the expenses.

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9.5 Special General Meetings (Cont'd)

- (g) Any member who has waived their right to received notices of General Meeting under rule 9.3(e) shall not receive a notice under this rule.

9.6 Quorum at General Meetings

- (a) No item of business may be transacted at any Meeting, except the election of a Chairperson and the adjournment of the Meeting, unless a quorum of Voting Members is present when the meeting proceeds to that item.
- (b) Twenty (20) percent of the Voting Members of the Association must be present in person, by proxy or by attorney at a Meeting to constitute a quorum.
- (c) If a quorum is not present within 30 minutes after the time appointed for a Meeting:
 - (1) where the meeting was convened upon the requisition of Voting Members, the meeting must be dissolved; or
 - (2) in any other case:
 - (i) the meeting stands adjourned to such day, and at such time and place, as the Board determines or, if no determination is made by the Board, to the same day in the next week at the same time and place; and
 - (ii) if, at the adjourned meeting, a quorum is not present within thirty minutes after the time appointed for the meeting, the members present (being not less than thirty), shall form a quorum

9.7 Chairperson of General Meetings

- (a) The Chairperson of Directors must (if present within 15 minutes after the time appointed for the meeting and willing to act) preside as Chairperson at each Meeting.
- (b) If at a Meeting:
 - (1) there is no Chairperson of Directors; or
 - (2) the Chairperson of Directors is not present within 15 minutes after the time appointed for the meeting; or
 - (3) the Chairperson of Directors is present within that time but is not willing to act as Chairperson of the meeting,the Voting Members present must elect as Chairperson of the meeting:
 - (i) another Director who is present and willing to act; or
 - (ii) if no other Director willing to act is present at the meeting, a Voting Member who is present and willing to act.

9.8 Conduct of General Meetings

- (a) Any question arising at a Meeting relating to the order of business, procedure or conduct of the meeting must be referred to the Chairperson of the meeting, for decision according to the standing orders as determined in the Operations Manual, whose decision is final.

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9.8 Conduct of General Meetings (Cont'd)

- (b) The Chairperson of a Meeting may, and must if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) Where a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- (d) Except as provided by rule 9.8(c), it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- (e) Where a meeting is adjourned, the Board may change the venue of, postpone or cancel the adjourned meeting unless the meeting was called and arranged to be held by Voting Members or the court under the Act.

9.9 Admission to General Meetings

- (a) The Chairperson of a Meeting may take any action they consider appropriate for the safety of persons attending the meeting and the orderly conduct of the meeting and may refuse admission to, or require to leave and remain out of, the meeting any person:
 - (1) using a mobile telephone, pictorial-recording or sound-recording device;
 - (2) in possession of a placard or banner;
 - (3) in possession of an article considered by the Chairperson to be dangerous, offensive or liable to cause disruption;
 - (4) who refuses to produce or permit examination of any article, or the contents of any article, in the person's possession;
 - (5) who behaves or threatens to behave in a dangerous, offensive or disruptive way; or
 - (6) who is not entitled to receive notice of the meeting. The Chairperson may delegate the powers conferred by this rule to any person they think fit.
- (b) A person, whether a Member or not, requested by the Board or the Chairperson to attend a Meeting is entitled to be present and, at the request of the Chairperson, to speak at the meeting.
- (c) If the Chairperson of a Meeting considers that there is not enough room for the Members who wish to attend the meeting, they may arrange for any person whom they consider cannot be seated in the main meeting room to observe or attend the Meeting in a separate room. Even if the Members present in the separate room are not able to participate in the conduct of the meeting, the meeting will nevertheless be treated as validly held in the main room.

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9.9 Admission to General Meetings (Cont'd)

- (d) If a separate meeting place is linked to the main place of a Meeting by an instantaneous audio-visual communication device which, by itself or in conjunction with other arrangements:
 - (1) gives the general body of Members in the separate meeting place a reasonable opportunity to participate in proceedings in the main place;
 - (2) enables the Chairperson to be aware of proceedings in the other place; and
 - (3) enables the Voting Members in the separate meeting place to vote on a show of hands or on a poll, a Member present at the separate meeting place is taken to be present at the Meeting and entitled to exercise all rights as if they were present at the main place.
- (e) Nothing in this rule is to be taken to limit the powers conferred on the Chairperson by law.

9.10 Decisions at General Meetings

- (a) Except in the case of any resolution which as a matter of the Act requires decided by a majority of votes cast by the Voting Members present at the meeting and any such decision is for all purposes a decision of the Members.
- (b) In the case of an equality of votes upon any proposed resolution the Chairperson of the meeting, in addition to his or her deliberative vote, has a casting vote.
- (c) A resolution, other than a Special Resolution, put to the vote of a Meeting must be decided on a show of hands unless a poll is demanded before the vote is taken or before or immediately after the declaration of the result of the show of hands:
 - (1) by the Chairperson of the meeting;
 - (2) by a simple majority of Voting Members present, by proxy or by attorney and having the right to vote on the resolution; or
 - (3) by a Voting Member or Voting Members present, by proxy or by attorney at the meeting and representing at least 5% of the total voting rights of all the Voting Members having the right to vote on the resolution on a poll.
- (d) A demand for a poll does not prevent the continuance of a General Meeting for the transaction of any business other than the question on which the poll has been demanded.
- (e) Unless a poll is duly demanded, a declaration by the Chairperson of a Meeting that a resolution has on a show of hands been carried or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Association, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

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9.10 Decisions at General Meetings (Cont'd)

- (f) If a poll is duly demanded at a Meeting, it will be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairperson of the meeting directs, and the result of the poll will be the resolution of the meeting at which the poll was demanded.
- (g) A poll demanded at a General Meeting on the election of a Chairperson of the meeting or on a question of adjournment must be taken immediately.
- (h) The demand for a poll may be withdrawn.

9.11 Entitlement to Attend Meetings and Voting Rights

- (a) All Members are entitled to attend meetings of the Association, other than Social Members, but only Voting Members are entitled to vote.
- (b) Subject to this Constitution and to any rights or restrictions attached to any class of membership, at a General Meeting every Voting Member present in person or by proxy or attorney has one (1) vote.
- (c) A proxy or attorney is entitled to a separate vote for each Voting Member the person represents, in addition to any vote the person may have as a Voting Member in his or her own right.
- (c) An objection to the qualification of a person to vote at a General Meeting:
 - (1) must be raised before or at the meeting at which the vote objected to is given or tendered; and
 - (2) must be referred to the Chairperson of the meeting, whose decision is final.
- (d) A vote not disallowed by the Chairperson of a meeting under rule 9.11(c) is valid for all purposes.

9.12 Representation at General Meetings

- (a) Subject to this Constitution, each Voting Member entitled to vote at a meeting of Members may vote:
 - (1) in person;
 - (2) by proxy; or
 - (3) by attorney.
- (b) Each Voting Member shall be entitled to appoint another member as a proxy if notice be given to the Office of Chairperson no later than twenty-four (24) hours before the designated time of the original meeting.
- (c) An attorney may, but need not, be a Member of the Association.
- (d) A proxy or attorney may be appointed for all General Meetings, or for any number of General Meetings, or for a particular General Meeting.
- (e) Unless otherwise provided in the instrument, an instrument appointing a proxy or attorney will be taken to confer authority:
 - (1) to agree to a meeting being convened by shorter notice than is required by the Act or by this Constitution;

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9.12 Representation at General Meetings (Cont'd)

- (2) to speak to any proposed resolution on which the proxy, attorney or representative may vote;
- (3) to demand or join in demanding a poll on any resolution on which the proxy or attorney may vote;
- (4) even though the instrument may refer to specific resolutions and may direct the proxy or attorney how to vote on those resolutions:
 - (i) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;
 - (ii) to vote on any procedural motion, including any motion to elect the Chairperson, to vacate the chair or to adjourn the meeting; and
 - (iii) to act generally at the meeting; and
- (5) even though the instrument may refer to a specific meeting to be held at a specified time or venue, where the meeting is rescheduled or adjourned to another time or changed to another venue, to attend and vote at the re-scheduled or adjourned meeting or at the new venue.
- (f) An instrument appointing a proxy or attorney may direct the manner in which the proxy or attorney is to vote in respect of a particular resolution and, where an instrument so provides, the proxy or attorney is not entitled to vote on the proposed resolution except as directed in the instrument.
- (g) The Chairperson cannot be appointed as a proxy by default of any member who does not attend the meeting and fails to nominate a proxy.
- (h) Subject to rule 9.12 (b), an instrument appointing a proxy or attorney must:
 - (i) be in a form approved by the Board
 - (ii) be published in the Operations Manual
 - (iii) be signed by the appointer or the appointer's attorney
- (i) A proxy or attorney may not vote at a General Meeting or adjourned meeting or on a poll unless the instrument appointing the proxy or attorney, and the authority under which the instrument is signed or a certified copy of the authority, are received at the places or fax numbers and before the times specified for that purpose in the notice calling the meeting.
- (j) The place may be the Association's registered office or other place specified in the notice and a fax number may be the fax number at the Association's registered office or the fax number specified in the notice.
- (k) The time may be a time before the time set for holding the meeting or adjourned meeting.

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9.12 Representation at General Meetings (Cont'd)

- (l) The Directors may waive all or any of the requirements of rules 9.12(h) (i) and (j) and in particular may, upon the production of such other evidence as the Directors require to prove the validity of the appointment of a proxy or attorney, except:
 - (1) an oral appointment of a proxy or attorney;
 - (2) an appointment of a proxy or attorney which is not signed or executed in the manner required by rule 9.12(h); and
 - (3) the deposit, tabling or production of a copy (including a copy sent by facsimile) of an instrument appointing a proxy or attorney or of the power of attorney or other authority under which the instrument is signed.
- (m) A vote given in accordance with the terms of an instrument appointing a proxy or attorney is valid despite the revocation of the instrument or of the authority under which the instrument was executed, if no notice in writing of the revocation has been received by the Association by the time and at one of the places at which the instrument appointing the proxy or attorney is required to be received under rule 9.12(j).
- (n) The appointment of a proxy or attorney is not revoked by the appointer attending and taking part in the General Meeting but, if the appointer votes on any resolution, the proxy or attorney is not entitled to vote, and must not vote, as the appointer's proxy.
- (o) In the event that a non-attending Member fails to appoint a proxy, that Member's vote shall not be conferred upon any other Member.

10.0 BOARD OF MANAGEMENT

- (a) The affairs of the Association shall be managed by the Board of Management.
- (b) The Board shall, subject to the provisions of 10.3 (a), comprise the following Directors:
 - 1. The Chairperson
 - 2. Deputy Chairperson
 - 3. Finance Manager
 - 4. Board Director
 - 5. Board Director
 - 6. Board Director
 - 7. Board Director
- (c) The roles and responsibilities of Board Directors shall be determined by the Board from time to time as required and recorded, along with appropriate Position Descriptions, in the Operations Manual.
- (d) The Board must meet at least six times in each year at such place and such times as the Board may determine.

10.1 Eligibility and Election of Directors and Chairperson

- (a) The Chairperson or Deputy Chairperson is required to be a Life Member or a Financial Member of the Association.

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10.1 Eligibility and Election of Directors and Chairperson (Cont'd)

- (b) A Director is required to be a Life Member, Honorary Member or a Financial Member of the Association.
- (c) A person is eligible for election to the office of a Director, Chairperson or Deputy or Chairperson at a General Meeting only if:
 - (1) the person is in office as a Director immediately before that meeting;
 - (2) the person has been nominated by the Directors for election at that meeting;
or
 - (3) three Members (including the person) intending to nominate the person for election at that meeting have, at least seven (7) days before the Directors have been duly requested by Members under the Act to call, but no more than fifteen (15) business days before the meeting, given the Association a notice signed by the Members nominating the person for election.
- (d) All members of the Board (with the exception of the Finance Manager who is appointed by the elected Board members), shall be elected every two years at the Annual General Meeting, or at subsequent Meetings as vacancies caused by death, resignation, expulsion or lack of nomination(s) occur, except to the Office of Chairperson, which shall be filled by the Deputy Chairperson or Office Bearers of the Association is set out in Rule 10.0 (b).
- (e) To ensure continuity, elections for one half of the Board positions shall be held in the even years, while elections for the other half of the Board positions shall be held in the odd years. The election of Chairperson and Deputy Chairperson shall be elected in alternate years and the order of the remaining positions will be determined by the Board and recorded in the Operations Manual.
- (f) Notwithstanding Rule 10.1 (d):
 - (1) the tenure of a Director cannot exceed nine years unless:
 - (i) the Director was appointed other than at an Annual General Meeting in which case the tenure will cease nine years from the Annual General Meeting following the Director's appointment; or
 - (ii) there exists a Director who at the time of the introduction of this rule has already exceeded a tenure of nine years, in which case the Director will be entitled to be elected for one further term of three years from the next Annual General Meeting at which the Director would otherwise have been due for re-election;
 - (2) the tenure of the Chairperson cannot exceed six years from the date they were appointed to that position save if the Chairperson was appointed other than at an Annual General Meeting in which case the tenure will cease six years from the Annual General Meeting following the Chairperson's appointment provided a Director can subsequently be appointed as Chairperson of the Association in which case the tenure of that person shall be the aggregate of the tenure served in each capacity under Rule 10.1(f)(i) and (ii).

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10.1 Eligibility and Election of Directors and Chairperson (Cont'd)

- (g) The election of the Chairperson and Deputy Chairperson will take place separately from the election of the other Directors.
- (h) Notwithstanding anything else in this Constitution, no person is eligible to be nominated for, or fill more than one office at any General Meeting.
- (i) Nominations may be withdrawn in writing at any time prior to the date of the meeting.
- (j) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the Annual General Meeting.
- (k) 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.
- (l) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- (m) The ballot for the election of officers and ordinary members of the Board must be conducted at the Annual General Meeting in such manner as the Board may direct and is recorded in the Operations Manual.
- (n) The Directors shall appoint a Returning Officer to conduct the election of Chairperson and Directors.
- (o) Voting on the election of Directors and Chairperson shall be by secret ballot and on a "first past the post" basis.
- (p) Unless a Member votes for at least as many candidates as there are vacancies to be filled, that Member's vote shall be disregarded by the Returning Officer.
- (q) Subject to the Act, if there are more persons seeking election as a Director of the Association than the number of vacancies on the Board of Directors of the Association or if more than one person is seeking election as the Chairperson or Deputy Chairperson, then each candidate is entitled to have the Association distribute to Members, at the Association's expense, a statement not exceeding 300 words, about the candidate in relation to their election, provided that the candidate provides the Association with the statement at least fourteen (14) days prior to the General Meeting at which the election of Directors or Chairperson occurs.

10.2 Powers and Duties of the Board

- (a) The Board—
 - (1) shall control and manage the business and affairs of the Association; and

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10.2 Powers and Duties of the Board (Cont'd)

- (2) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and
- (3) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association
- (4) shall, from applications received in writing responding to criteria determined by the Board and recorded in the Operations Manual according to these Rules as required from time to time, as determined and recorded in the Operations Manual, appoint persons to occupy the following positions:

- (i) Finance Manager

- (5) shall have the power to appoint such Sub-Committees as the Board sees fit, not necessarily out of their own number, with such powers and duties as the Board shall determine. Any Sub-Committee so appointed (save and except for the Hearing Committee) shall be under absolute control of the Board and the appointment of any Member to such sub-Committee may be cancelled or revoked by the Board at any time. When appointing Sub-Committees, the Board shall nominate one of the Sub-Committee Members to be Chairperson of the Sub-Committee. Without limiting the generality of the foregoing, the Board shall appoint the following Sub-Committees and concomitant members:-

- (i) Social Committee

- (ii) Hearing Committee

Of which, the composition, number of members, role and job specifications of the Committee and each member shall be determined by the Board from time to time, as required, according to these Rules and outlined in the Operations Manual.

- (b) For the avoidance of doubt, the Directors shall be responsible for:
 - (1) managing the Association for the purposes of the Liquor Control Reform Act; and
 - (2) nominating a natural person who satisfies the criteria set out in the Liquor Control Reform Act to act as licensee on behalf of the Association.

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10.3 Appointment and Removal of Directors and Chairperson

- (a) There must be:
 - (1) not less than six Directors; and
 - (2) subject to rule 10.3(d), not more than twelve Directors including the Chairperson.
- (b) The Board shall consist of those members elected at an Annual General Meeting, those persons appointed to administrative positions within the Association who shall also act as Directors as required by these Rules from time to time, and those persons appointed by the Board according to Rule 10.1 (a)
- (c) A current Financial or Life Member of the Association is able to be a Director or Chairperson.
- (d) The Association may by resolution:
 - (1) increase or reduce the minimum or maximum number of Directors; and
 - (2) remove a Director or Chairperson;
- (e) The Directors may appoint any natural person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but the total number of Directors must not at any time exceed the maximum number allowed under the Constitution. A Director so appointed holds office only until the next General Meeting following his or her appointment.
- (e) Subject to Rules 10.3(a) and 10.3 (d), the Directors may in their discretion fix the maximum number of Directors from time to time.
- (f) Directors must be elected for a term of not less than 12 months by Voting Members.
- (g) For the purpose of rule 10.3 all reference to "Director" or "Directors" includes the Chairperson.

10.4 Vacation of Office

- (a) In addition to the circumstances prescribed by the Act, the office of a Director becomes vacant if the Director:
 - (1) becomes of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health;
 - (2) becomes bankrupt or insolvent or makes any arrangement or composition with his or her creditors generally;
 - (3) is convicted of an offence and the Director does not within one month after that conviction resolve to confirm the Director's appointment or election (as the case may be) to the office of Director;
 - (4) becomes permanently incapacitated from performing his or her duties;

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10.4 Vacation of Office (Cont'd)

- (5) fails to attend meetings of the Directors for more than three consecutive months without leave of absence from the Directors and a majority of the other Directors have resolved that his or her office is vacated;
- (6) refuses to act; or
- (7) resigns by notice in writing to the Association.

10.5 Disclosing Directors' Interests

- (a) In addition to any disclosures required under the Act, the Directors may make rules requiring disclosure of interests that a Director, and any person deemed by the Directors to be related to the Director, may have in any matter that relates to the affairs of the Association or a related body corporate or in any other matter. The extent to which, and the conditions on which, disclosure is required will be determined by the Directors, and recorded in the Operations Manual. Any rules made under this paragraph will bind all Directors.
- (b) No act, transaction, agreement, instrument, resolution or other thing is invalid or voidable only because a person fails to comply with any requirement for disclosure under the Act or with any rules made under paragraph (a).
- (c) The minute taker of the Association must record every declaration under this rule in the minutes of the meeting at which it was made.

10.6 Proceedings of Directors

- (a) The Directors may meet together for the despatch of business and adjourn and otherwise regulate their meetings as they think fit.
- (b) The contemporaneous linking together by telephone or other electronic means (excepting the Internet) of a number of the Directors sufficient to constitute a quorum, constitutes a meeting of the Directors and all the provisions in this Constitution relating to meetings of the Directors apply, so far as they can and with such changes as are necessary, to meetings of the Directors by telephone or other electronic means.
- (c) A Director participating in a meeting by telephone or other electronic allowed under the Act means is to be taken to be present in person at the meeting.
- (d) A meeting by telephone or other electronic means allowed under the Act is to be taken to be held at the place determined by the Chairperson of the meeting provided that at least three of the Directors involved were at that place for the duration of the meeting.

10.7 Convening of Meetings of Directors

- (a) The Chairperson or three Directors may, whenever they think fit, convene a meeting of the Directors.
- (b) A nominee must, on the requisition of the Chairperson or three Directors, convene a meeting of the Directors.

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10.8 Notice of Meetings of Directors

- (a) Subject to this Constitution, notice of a meeting of Directors must be given to each person who is, at the time of giving the notice, a Director, other than a Director on leave of absence approved by the Directors.
- (b) A notice of a meeting of Directors:
 - (1) must specify the time and place of the meeting;
 - (2) need not state the nature of the business to be transacted at the meeting;
 - (3) may be given immediately before the meeting; and
 - (4) may be given in person or by post, or by telephone, fax or other electronic means.
- (c) A Director may waive notice of any meeting of Directors by notifying the Association to that effect in person or by post, or by telephone, fax or other electronic means.
- (d) The non-receipt of notice of a meeting of Directors by, or a failure to give notice of a meeting of Directors to, a Director does not invalidate any act, matter or thing done or resolution passed at the meeting if:
 - (1) the non-receipt or failure occurred by accident or error;
 - (2) before or after the meeting, the Director or an alternate Director appointed by the Director:
 - (i) has waived or waives notice of that meeting under rule 10.8(c); or
 - (ii) has notified or notifies the Association of his or her agreement to that act, matter, thing or resolution personally or by post or by telephone, fax or other electronic means; or
 - (3) the Director attended the meeting.

10.9 Quorum at Meetings of Directors

- (a) No business may be transacted at a meeting of Directors unless a quorum of Directors is present at the time the business is dealt with.
- (b) Unless otherwise determined by the Directors, a quorum consists of five (5) Directors.
- (c) If there is a vacancy in the office of a Director then, subject to rule 10.9(d), the remaining Director or Directors may act.
- (d) If the number of Directors in office at any time is not sufficient to constitute a quorum at a meeting of Directors or is less than the minimum number of Directors fixed under this Constitution, the remaining Director or Directors must act as soon as possible:
 - (1) to increase the number of Directors to a number sufficient to constitute a quorum and to satisfy the minimum number of Directors required under this Constitution; or
 - (2) to convene a General Meeting of the Association for that purpose, and, until that has happened, must only act if and to the extent that there is an emergency requiring them to act.

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10.10 Chairperson of Directors

- (a) The Chairperson shall be the Chairperson of Directors.
- (b) The Chairperson of Directors (or the Deputy Chairperson in their absence) must (if present within 10 minutes after the time appointed for the holding of the meeting and willing to act) preside as Chairperson at each meeting of Directors.
- (c) If at a meeting of Directors:
 - (1) there is no Chairperson or Deputy Chairperson of Directors;
 - (2) the Chairperson or Deputy Chairperson of Directors is not present within 10 minutes after the time appointed for the holding of the meeting; or
 - (3) the Chairperson or Deputy Chairperson of Directors is present within that time but is not willing to act as Chairperson of the meeting; the Directors present must elect one of themselves to be Chairperson of the meeting.

10.11 Decisions of Directors

- (a) A meeting of Directors at which a quorum is present is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Directors under this Constitution.
- (b) Questions arising at a meeting of Directors are to be decided by a majority of votes cast by the Directors present and any such decision is for all purposes a determination of the Directors.
- (c) In the case of an equality of votes upon any proposed resolution the Chairperson of the meeting will have a second or casting vote.

10.12 Circular Resolutions

A written resolution signed or consented to by all the Directors (being Directors who would at a meeting duly called constitute a quorum, but excluding any Director on leave of absence approved by the Directors or who, at a meeting of Directors, would be prohibited by the Act from voting on the resolution) is as valid as if it had been passed at a meeting of Directors duly called. A Director may consent to a resolution by:

- (a) Signing the document containing the resolution (or a copy of that document);
- (b) Giving to the Association at its registered office a written notice (including by facsimile or other electronic transmission) addressed to the Association or to the Chairperson or Deputy Chairperson signifying assent to the resolution and either setting out its terms or otherwise clearly identifying them; or
- (c) Telephoning the Chairperson or Deputy Chairperson and signifying assent to the resolution and clearly identifying its terms.

10.13 Committees of Directors

- (a) The Directors may delegate any of their powers to a committee or committees consisting of such number of Directors as they think fit.
- (b) A committee to which any powers have been so delegated must exercise the powers delegated in accordance with any directions of the Directors.

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10.13 Committees of Directors (Cont'd)

- (c) The provisions of this Constitution applying to meetings and resolutions of Directors apply, so far as they can and with such changes as are necessary, to meetings and resolutions of a committee of Directors.
- (d) The Chairperson shall be treated as a Member ex officio of each committee established under this rule.

10.14 Audit Committee

- (a) The Association may maintain an Audit Committee consisting of at least three (3) persons, one of whom must be a Director of the Association other than the Finance Manager.
- (b) If an Audit Committee is maintained pursuant to rule 10.14(a), any Director of the Association sitting on the audit committee must be afforded the opportunity to address any General Meeting of the Association.

10.15 Delegation to Individual Directors

- (a) The Directors may delegate any of their powers to one Director.
- (b) A Director to whom any powers have been so delegated must exercise the powers delegated in accordance with any directions of the Directors.

10.16 Validity of Acts

An act done by a person acting as a Director or by a meeting of Directors or a committee of Directors attended by a person acting as a Director is not invalidated by reason only of:

- (a) a defect in the appointment of the person as a Director;
- (b) the person being disqualified to be a Director or having vacated office; or
- (c) the person not being entitled to vote, if that circumstance was not known by the person or the Directors or committee (as the case may be) when the act was done.

11.0 MINUTES AND RECORDS

11.1 Minutes of Meetings

The Directors must ensure minutes of proceedings and resolutions of general meetings and of meetings of the directors (including committees of the Directors) are recorded in books kept for that purpose, as soon as practicable after the relevant meeting is held.

11.2 Minutes of Resolutions Passed Without a Meeting

The Directors must ensure that minutes of resolutions passed by Directors (and committees of Directors) without a meeting are recorded in files kept for the purpose within one week after the resolution is passed.

11.3 Signing of Minutes

- (a) The minutes of a meeting must be signed within a reasonable time by the Chairperson of the meeting or by the Chairperson of the next meeting.
- (b) The minutes of the passing of a resolution without a meeting must be signed by a Director within a reasonable time after the resolution is passed.

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11.4 Minutes as Evidence

A minute that is recorded and signed under rules 11.1 and 11.2 is evidence of the proceeding or resolution to which it relates unless the contrary is proved.

11.5 Financial Records

- (a) The Directors must cause the Association to keep written financial records that:
 - (1) correctly record and explain its transactions (including transactions undertaken as trustee or nominee);
 - (2) accurately record its financial performance and financial position; and
 - (3) enable financial statements to be prepared in accordance with generally accepted accounting principles.
- (b) The Association must allow a Director and the auditor to inspect those records at all reasonable times.

11.6 Inspection of Records

- (a) The Board must ensure the Minute Books for General Meetings are open for inspection by Members free of charge.
- (b) Subject to rule 11.6 (a), the Board may determine to what extent, and at what time and places and under what conditions, the minute books, financial records and other documents of the Association or any of them will be open to the inspection of Members (other than Directors).
- (c) A Member (other than a Director) does not have the right to inspect any books, records or documents of the Association except as provided by law or authorised by the Directors.

12.0 CHIEF EXECUTIVE OFFICER

- (a) Notwithstanding anything else in this Constitution, the Directors may appoint a person who is the Chief Executive Officer (CEO) of the Association to be a Director of the Association either for a fixed term or without any limitation as to the period for which he is to hold the office and may from time to time (subject to the provision of any contract between the Chief Executive Officer and the Association) remove or dismiss them from the office of Director.
- (b) The person so appointed shall, while upholding the office of Director, have in all respects the status and authority of a Director of the Association under this Constitution as though they had been duly elected as a Director at a General Meeting of the Association.
- (c) The person so appointed shall not, while holding the appointment be subject to retirement by rotation but shall (subject to the provisions of any contract between the Chief Executive Officer and the Association) be subject to the same provisions as to resignation, disqualification and removal as the other Directors of the Association.

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13.0 INDEMNITY AND INSURANCE

- (a) This rule applies:
 - (1) to each person who is or has been a Director, Secretary, Administrator or Executive Officer of the Association; and
 - (2) to such other officers or former officers of the Association or of its related bodies corporate as the Directors in each case determine.
- (b) The Association will indemnify on a full indemnity basis and to the full extent permitted by law, each person to whom this rule applies for all losses or liabilities incurred by the person as an officer of the Association or of a related body corporate (other than where such loss or liability is incurred through dishonesty on the part of that person).

14.0 EXECUTION OF DOCUMENTS

14.1 Manner of Execution

The Association may execute a document if it is signed by:

- (a) two Directors; or
- (b) a Director; and
 - (1) a Chairperson; or
 - (2) the Deputy Chairperson.

14.2 Common Seal

The Association may have a common seal. If the Association has a common seal, rules 14.3 to 14.5 will apply.

14.3 Safe Custody of Seal

The Office of Chairperson must provide for the safe custody of the seal.

14.4 Use of Seal

- (a) The seal must be used only on the authority of the Board
- (b) Until the Board otherwise determine, every document to which the seal is fixed must be signed by:
 - (1) the Chairperson and Deputy Chairperson; or
 - (2) one of the Chairperson, Deputy Chairperson and Finance Manager, and any other Director

14.5 Seal Register

- (a) The Association may keep a seal register. If the Association does keep a seal register the Association must enter in the register particulars of any document on which the seal is fixed (other than a certificate for securities of the Association), giving in each case:
 - (1) the date of the document,
 - (2) the names of the parties to the document,
 - (3) a short description of the document; and
 - (4) the names of the persons signing the document under rule 14.1 and 14.4(b)

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14.5 Seal Register (Cont'd)

- (b) The register must be produced at meetings of Directors for confirmation of the use of the seal since confirmation was last given under this rule.
- (c) Failure to comply with rule 14.1 and 14.4(b) does not invalidate any document to which the seal is properly fixed.

15.0 NOTICES

15.1 Notices by the Association to Members

- (a) A notice may be given by the Association to a Member:
 - (1) by serving it personally at, or by sending it by post in a prepaid envelope to, the Member's address as shown in the register of Members, or by sending it to the fax number or electronic address, or such other address the Member has supplied to the Association for the giving of notices and requested such method of notice; or
 - (2) if the Member does not have a registered address and has not supplied another address to the Association for the giving of notices, by exhibiting it at the registered office of the Association.
- (b) The fact that a person has supplied a fax number or electronic address for the giving of notices does not require the Association to give any notice to that person by fax or electronic means.
- (c) A signature to any notice given by the Association to a Member under this rule may be in writing or a facsimile printed or affixed by some mechanical or other means.
- (d) A certificate signed by a Director of the Association to the effect that a notice has been given in accordance with this Constitution is conclusive evidence of that fact.

15.2 Notices by the Association to Directors

Subject to this Constitution, a notice may be given by the Association to any Director or alternate Director either by serving it personally at, or by sending it by post in a prepaid envelope to, the Director's or alternate Director's usual residential or business address, or by sending it to the fax number or electronic address, or such other address as the Director or alternate Director has supplied to the Association for the giving of notices.

15.3 Notices by Members or Directors to the Association

- (a) Subject to this Constitution, a notice may be given by a Member, Director or alternate Director to the Association by serving it on the Association at, or by sending it by post in a prepaid envelope to, the registered office of the Association or by sending it to the principal fax number or principal electronic address of the Association at its registered office.
- (b) A signature to any notice given by the Association to a Member under this rule may be in writing or a facsimile printed or affixed by some mechanical or other means.

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15.4 Time of Service

- (a) Where a notice is sent by post, service of the notice is to be taken to be effected if a prepaid envelope containing the notice is properly addressed and placed in the post and to have been effected:
 - (1) in the case of a notice of a General Meeting, on the day after the date of its posting; or
 - (2) in any other case, at the time at which the letter would be delivered in the ordinary course of post.
- (b) Where a notice is sent by fax or electronic means service of the notice is to be taken to be effected on the day of the date it is sent.
- (c) Where the Association gives a notice under rule 14.1(a)(2) by exhibiting it at the registered office of the Association, service of the notice is to be taken to be effected when the notice was first so exhibited.

15.5 Other Communications and Documents

Rules 15.1 to 15.3 (inclusive) apply, so far as they can and with such changes as are necessary, to the service of any communication or document.

15.6 Notices in Writing

A reference in this Constitution to a notice in writing includes a notice given by fax or electronic means.

16.0 GENERAL

16.1 Submission to Jurisdiction

Each Member submits to the non-exclusive jurisdiction of the Supreme Court of Victoria.

16.2 Prohibition and Enforceability

- (a) Any provision of, or the application of any provision of, this Constitution which is prohibited in any place is, in that place, ineffective only to the extent of that prohibition.
- (b) Any provision of, or the application of any provision of, this Constitution which is void, illegal or unenforceable in any place does not affect the validity, legality or enforceability of that provision in any other place or of the remaining provisions in that or any other place.

16.3 Financial year

The financial year of the Association shall end on the 31st day of October each year or on such other date as determined by the Directors.

16.4 Custody of Books

- (a) Except as otherwise provided in these Rules the Office of Chairperson shall keep in custody or under control all books, documents and securities of the Association.
- (b) The accounts and books maintained by the Finance Manager showing the financial affairs of the Association with full details of all receipts and expenditure connected with this Association shall be available for inspection by Members.
- (c) A member may make a copy of any accounts, books, securities and any other relevant documents of the Association.

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16.5 Funds

- (a) The Finance Manager of the Association must—
 - (1) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
 - (2) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- (b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by:
 - (1) the Chairperson and Deputy Chairperson; or
 - (2) one of the Chairperson, Deputy Chairperson and Finance Manager, and any other Director
- (c) The funds of the Association shall be derived from umpiring services donations and such other sources as the Board determines from time to time and is recorded in the Operations Manual.

16.6 Auditor

- (a) The Association will adopt the audit requirements in any given year in accordance with Consumer Affairs Victoria, in relation to the tier that the Association is categorised under in that given year.
- (b) An auditor shall not be disqualified from holding such office by reason of them being a Member of the Association according to the provisions of the Act.
- (c) Their report shall be submitted for adoption to the next Annual General Meeting.

17.0 DISTRIBUTION OF PROFITS

17.1

All profits (if any) and other income of the Association shall be applied solely in promoting the Association (including being invested for the benefit of the Association) and no dividend, gif, division or bonus in money or other equivalent by way of profit or otherwise shall be paid or made by the Association to or among any of the Members except to engage and employ members, trainers, coaches, managers and all other persons considered necessary for carrying on the activities of the Association.

17.2

In the event of wind-up of the Southern Umpires Association, the net assets of the organisation will not be distributed to members but will be distributed to:

- (1) a fund with objectives similar to those of the Association or Associations; (i.e. another umpire association) or
- (2) a fund which has a philanthropic or benevolent purpose; or
- (3) a community or charitable organisation

As determined by the Members present at the final meeting of the Association

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18.0 PLEBISCITE TO APPROVE MERGER

18.1 Definitions

In this Rule 18:

approving resolution, in relation to a merger proposal, means a resolution to approve a merger; and

merger proposal means any proposed contract, arrangement or understanding the purpose or effect of which is to merge the Association, or the team or teams of umpires are maintained, provided, supported or controlled by the Association with any other Association, team or entity (except any social Association maintained for supporters of the Association).

18.2 Approval Requirements

- (a) Prior to any merger proposal being affected by the Association, the Directors must convene a General Meeting of the Association and ensure that the merger proposal is voted on.
- (b) An approving resolution that has been voted on is taken to have been passed if the proportion that the number of votes in favour of the resolution bears to the total number of votes on the resolution is greater than 60%, and otherwise is taken to have been rejected.

19.0 LIQUOR

19.1 Liquor Licence

If the Association holds a licence to sell liquor under the Liquor Control Reform Act:

- (a) No liquor shall be sold or supplied to any person except on the days during the hours and in the manner prescribed or permitted by the provisions of the Liquor Control Reform Act.
- (b) No visitors to the Licensed Premises may be supplied with liquor unless the visitor is a guest in the company of a Member or Junior Member.
- (c) The number of Members and visitors at the Licensed Premises at any time shall not exceed the number permitted by the terms of any licence granted to the Association under the Liquor Control Reform Act.

19.2 Members Register

- (a) A Members Register must be maintained by a person nominated by the Board of the Association and in accordance with the Liquor Control Reform Act.
- (b) The Members Register must contain:
 - (1) the name and address of each Member; and
 - (2) the date on which the Member's name was first entered into the Members Register.

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19.3 Liquor Licence Register

- (a) A Liquor Licence Register must be maintained in accordance with the Liquor Control Reform Act.
- (b) The Liquor Licence Register must contain:
 - (1) the name and residential address of each Member admitting a guest;
 - (2) the name and residential address of the guest; and
 - (3) the date on which the guest was admitted to the Licensed Premises.

19.4 No commissions from the Sale of Liquor

No payment may be made to any Chairperson, Director or other officer or employee of the Association which is a commission or allowance relating to the sale or disposal of liquor by the Association.

19.5 Inspection of the Members Register, Liquor Licensing Register

The Members Register and Liquor Licensing Register must be kept open for inspection by any persons authorised to do so under the Liquor Control Reform Act.

20.0 OPERATIONS MANUAL

The Operations Manual is the document used for the operation and running of the Association on a day to day basis. The content of the manual outlines the policies and procedures for the running of the Association in line with the Constitution.

20.1 Operations Policies

All policies in relation to the running, conduct and guidelines of the Association are outlined under the Operation Manual – Policies.

20.2 Operations Procedures

All procedures in relation to the running, conduct and guidelines of the Association are outlined under the Operations Manual – Procedures.

20.3 Maintaining the Operations Manual

The Board is responsible for updating, and maintaining the Operations Manual documents in line with operational changes and legislative requirements. The Members of the Board who are responsible for updating and maintaining these documents are outlined in the Board position descriptions.

Changes to the Operations Manual are passed at Board level as required. These are to be presented to the Members at the earliest convenience.

21.0 STATEMENT OF PURPOSES

- (a) The purposes of the Association are:-
 1. To foster the good fellowship and further the education and interest of Field, Goal and Boundary Umpires of Australian Rules Football for the Football Leagues and Junior Football Leagues in and around the Mornington Peninsula and surrounding areas;
 2. To promote the ideals of true sportsmanship;

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3. To provide Field, Goal and Boundary Umpires of Australian Rules Football for Football Leagues and Junior Football Leagues in and around the Mornington Peninsula and surrounding areas and assist the development of umpires who aspire to umpire at higher levels;
 4. To maintain the professional standards of umpiring in Australian Rules Football for the benefit of Football League Clubs, the general public and the Members of the Association.
- (b) Solely for the purpose set out in paragraph 1 here above, the Association shall have power:-
1. To take over the funds and other assets and liabilities of the unincorporated Association known as "Southern Umpires Association".
 2. To indemnify any person for any loss or damage incurred as a result of having on behalf of the unincorporated Association become liable to pay any amount by way of damages or otherwise;
 3. To subscribe to, become a member of and co-operate with any other Association, Club or organization, whether incorporated or not, whose objectives are altogether or in part similar to those of the Association, provided that the Association shall not subscribe to or support with its funds any club, Association or organization which will not profit the distribution of its income and property members to an extent at least as great as that imposed on the Association under or by virtue of the Rules;
 4. To buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the Members of the Association and for persons frequenting the Association's premises;
 5. To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of or capable of being conveniently used in the connection with any of the objects of the Association, provided that in case the Association shall take or hold any property which may be subject to any trust, the Association shall only deal with same in such manner as is required by law, having regard to such trusts;
 6. To enter into arrangements with any Government or Local Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association;
 7. To obtain from any such Government or Local Authority any rights, privileges and concessions which the Association may think desirable to obtain and to carry out, exercise and comply with any such arrangements, rights privileges and concessions.
 8. To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purpose of the Association;

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9. To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may be seen to be calculated directly or indirectly to advance the Association's interest, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development working, management,
10. To invest and deal with the money of the Association not immediately required in such manner as may, from time to time, be thought fit.
11. To take or otherwise acquire, and hold shares, debentures and other securities of any company or Body Corporate;
12. To lend and advance money and give credit to any person or Body Corporate;
13. To guarantee and give guarantees or indemnities for the payment of money or the performance of contract or obligations by any person or Body Corporate;
14. To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance, account or overdraft of other persons to represent or secure any monies or further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock, perpetual or otherwise, on mortgage, charge, lien or other security, upon the whole or any part of the Incorporated Association's property of assets, present or future, to purchase, redeem or pay off any such securities;
15. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
16. To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with any part of the property and rights of the Association;
17. To take or hold mortgages, liens or charges to secure part of the purchase price or any unpaid balance of the purchase price of any part of the Association's property of whatsoever kind and sold by the Association and any money due to the Association from purchasers and others;
18. To take any gift of property, whether subject to any special trusts or not, for any one or more of the objects of the Association, subject always to the proviso contained in paragraph e. hereof.
19. To take such steps by personal or written appeals, public Meetings or otherwise, as may, from time to time, be deemed expedient for the purpose of procuring contributions to the funds of the Association in the shape of donations, annual subscriptions or otherwise;

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20. To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;
21. To amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association and which shall prohibit distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under or by virtue of the Rules;
22. To purchase or otherwise acquire and undertake all or any of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate;
23. To transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorised to amalgamate;
24. To make donations for patriotic, charitable or community purposes;
25. To do such other things as are incidental or conducive to the attainment of the objects or the exercise of the powers of the Association.