

# CONSTITUTION OF VICTORIAN RACING PIGEON BODY INCORPORATED.

## TABLE OF CONTENTS.

<b>PART 1- PRELIMINARY.</b> .....	<b>3</b>
1. NAME.....	3
2. PURPOSE OF THE VRPB. ....	3
3. INTERPRETATION AND DEFINITIONS. ....	3
<b>PART 2—POWERS OF THE VRPB</b> .....	<b>5</b>
4. POWERS OF THE VRPB. ....	5
5. NOT FOR PROFIT ORGANISATION. ....	5
<b>PART 3 – MEMBER, DISCIPLINARY PROCEDURES AND GRIEVANCES.</b> .....	<b>6</b>
6. MEMBERSHIP OF THE VRPB. ....	6
6.1. <i>Categories of Members.</i> .....	6
6.2. <i>Application for Membership.</i> .....	6
6.3. <i>Conditions of Membership.</i> .....	6
6.4. <i>Renewal of Membership.</i> .....	7
6.5. <i>Effect of Membership.</i> .....	7
6.6. <i>Nomination of a Representative.</i> .....	7
6.7. <i>Subscription Fees.</i> .....	7
6.8. <i>Registration Day.</i> .....	7
6.9. <i>Register.</i> .....	7
7. RESIGNATION OF MEMBERS.....	8
7.1. <i>Notice of Resignation.</i> .....	8
7.2. <i>Expiration of Notice Period.</i> .....	8
8. EXPULSION, SUSPENSION OR FINING OF MEMBERS.....	8
8.1. <i>Boards Resolution.</i> .....	8
8.2. <i>Notice of Alleged Breach.</i> .....	9
8.3. <i>Determination of Board.</i> .....	9
8.4. <i>No Appeal.</i> .....	9
<b>PART 4 – GENERAL MEETING OF THE VRPB.</b> .....	<b>10</b>
9. ANNUAL GENERAL MEETING. ....	10
9.1. <i>Business.</i> .....	10
9.2. <i>Additional Meeting.</i> .....	10
10. GENERAL MEETING. ....	10
10.1. <i>General meeting may be held.</i> .....	10
10.2. <i>Requests for General Meeting.</i> .....	10
11. NOTICE OF MEETINGS. ....	11
11.1. <i>Notice to be given for General Meetings.</i> .....	11
11.2. <i>Proxies.</i> .....	11
11.3. <i>Business of Annual General Meeting.</i> .....	12
12. PROCEEDINGS AT MEETINGS.....	12
12.1. <i>Quorum.</i> .....	12

12.2.	<i>President to Chair.</i>	13
12.3.	<i>Chairperson May Adjourn meeting.</i>	13
12.4.	<i>Use of technology.</i>	13
13.	VOTING AT GENERAL MEETING.	14
13.1.	<i>Voting Procedure.</i>	14
13.2.	<i>Poll at General Meeting.</i>	14
13.3.	<i>Postal Voting.</i>	14
14.	MINUTES OF GENERAL MEETING.	15
15.	ANNUAL GENERAL MEETING.	15
<b>PART 5 - BOARD.</b>		<b>16</b>
16.	POWERS OF THE BOARD.	16
16.1.	<i>Composition of Board.</i>	16
16.2.	<i>Term of Elected Board Members.</i>	16
16.3.	<i>General Duties.</i>	16
16.4.	<i>Casual Vacancy.</i>	17
16.5.	<i>Officers of VRPB.</i>	17
17.	ELECTION OF ELECTED BOARD.	17
18.	VACANCY ON THE BOARD.	18
18.1.	<i>Grounds for Termination of a Board member.</i>	18
19.	QUORUM AND PROCEDURE AT BOARD MEETINGS.	19
19.1.	<i>Convening a Board Meeting.</i>	19
19.2.	<i>Urgent meetings.</i>	19
19.3.	<i>Quorum.</i>	19
19.4.	<i>Procedures at Board Meetings.</i>	20
19.5.	<i>Minutes of Board Meetings.</i>	20
19.6.	<i>Conflict of interest.</i>	20
<b>PART 6 – FINANCIAL MATTERS.</b>		<b>22</b>
20.	SOURCES OF FUNDS.	22
21.	MANAGEMENT OF FUNDS.	22
22.	RECORDS AND ACCOUNTS.	22
22.1.	<i>Financial Records.</i>	22
22.2.	<i>VRPB to Retain Records.</i>	22
22.3.	<i>Board to submit Accounts.</i>	23
23.	SIGNING OF NEGOTIABLE INSTRUMENTS.	23
<b>PART 7 – GENERAL MATTERS.</b>		<b>24</b>
24.	COMMON SEAL.	24
25.	ALTERATION OF CONSTITUTION.	24
26.	SERVICE OF NOTICE.	24
27.	DISPUTES AND MEDIATION.	24
28.	INDEMNITY OF OFFICERS.	25
29.	WIND UP.	25

# **PART 1- PRELIMINARY.**

## **1. NAME.**

The name of the incorporated Association is the **VICTORIAN RACING PIGEON BODY INC. (A0113892J)**. (In this Constitution called the **VRPB**).

Note. Under section 23 of the Act, the name of the VRPB and its registration number must appear on all its business documents.

## **2. PURPOSE OF THE VRPB.**

The VRPB is the peak body for the administration and management of the sport of Racing Pigeons in the State of Victoria.

The Purposes for which the VRPB is established and maintained are:

- 1) The protection, improvement, co-ordinating and management of the sport of Racing Pigeons in Victoria and (without limiting the generality of the foregoing) to co-ordinate and assist the Member Associations of the VRPB undertake activities for those purposes.
- 2) To inform the community and promote the sport of Pigeon Racing.
- 3) To raise the funds necessary to pursue the above in such a manner and at such times as may be considered necessary by the Board.
- 4) To represent its members and the sport of pigeon racing generally to achieve such Purposes at State, Federal and International level.

## **3. INTERPRETATION AND DEFINITIONS.**

- 1) Definitions.

In this Constitution, unless the contrary intention appears.

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

"Affiliated Member" means a person or organisation recognised by the VRPB as a Member under this Constitution.

"Annual General Meeting" means a meeting of Representatives convened in accordance with Rule 20.

"Board" means the Board of the VRPB.

"Annual Subscriptions" means the annual fees payable by each category (if any) of Members as determined by the Board under Rule 9.

"Association" means the VRPB.

"Financial year" means the year ending the 31st of December.

"Board Member" means a member of the Board of the VRPB under Rule 21.2.

"General meeting" means a general meeting of the members of the VRPB convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting.

"Member" means a Member Association which has as its primary object or purpose the sport of racing pigeons and has been accepted as such by the Board.

"President" means the president of the VRPB appointed in accordance with Rule 21.2.

"Representative" means a Representative or Representatives nominated by a Member to represent the Member at all meetings of the VRPB and advised in writing to the Secretary.

"Rules" means rules, regulations or directions made by the Board.

"Secretary" means the secretary of the VRPB appointed in accordance with Rule 21.2

"Treasurer" means the treasurer of the VRPB appointed in accordance with Rule 21.2.

"Board Member" means a board member of the VRPB appointed in accordance with Rule 21.

"Register" means the register of Members kept in accordance with Rule 10.

"Regulations" means any regulations made by the Board under the Act.

## **PART 2—POWERS OF THE VRPB**

### **4. POWERS OF THE VRPB.**

Solely for the furthering the purposes set out above the VRPB has, in addition thereto, the rights, and power conferred on it under the Act. (Associations Incorporation Reform Act 2012)

- 1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- 2) Without limiting clause (1), the Association may.
  - a. acquire, hold, and dispose of real or personal property.
  - b. open and operate accounts with financial institutions.
  - c. invest its money in any security in which trust monies may lawfully be invested.
  - d. raise and borrow money on any terms and in any manner as it thinks fit.
  - e. secure the repayment of money raised or borrowed, or the payment of a debt or liability.
  - f. appoint agents to transact business on its behalf.
  - g. enter into any other contract it considers necessary or desirable.
- 3) The VRPB may only exercise its powers and use its income and assets (including any surplus) for its purposes.

### **5. NOT FOR PROFIT ORGANISATION.**

- 1) The VRPB must not distribute any surplus, income, or assets directly or indirectly to its members.
- 2) Clause (1) does not prevent the Association from paying a member.
  - a. Reimbursement for expenses properly incurred by the member.
  - b. For goods or services provided by the member.
  - c. If this is done in good faith on terms no more favourable than if the member was not a member.

Note: Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

## **PART 3 – MEMBER, DISCIPLINARY PROCEDURES AND GRIEVANCES.**

### **6. MEMBERSHIP OF THE VRPB.**

#### **6.1. Categories of Members.**

- 1) Full membership is available upon written application by the.
  - a. Victorian Homing Association Inc (VHA)
  - b. Victorian Racing Pigeon Union Inc. (VRPU)
  - c. Western Pigeon Federation Inc. (WPF)
  - d. Greater Melbourne Pigeon Inc. (GMPF)
  - e. Victorian Pigeon Organisation Inc. (VPO).
  - f. Any other Incorporated Association substantially undertaking the sport of pigeon racing in Victoria and recognised by the VRPB as a Member under this Constitution.

#### **6.2. Application for Membership.**

- 1) All application for membership to the VRPB must be made in writing in a form prescribed by the Board from time to time.
  - a. Accompanied by the appropriate fee or fees, if any.
  - b. Lodged with the Secretary of the VRPB.
  - c. The board may determine in its absolute discretion whether to approve or reject the application.
- 2) If the board does not approve an application for membership, the Secretary shall, as soon as practicable notify the applicant in writing that their application for membership is not approved. The Board is not required to give reasons for its decision.
- 3) If the Board approves an application for membership the secretary shall as soon as practicable notify the applicant in writing of the approval for membership.

#### **6.3. Conditions of Membership.**

Membership of the VRPB is subject to and conditional upon the Member using all reasonable endeavours to assist the VRPB to achieve the Purposes herein set out and in particular (without limiting the generality of the foregoing) to comply with such rules, regulations and directions as the VRPB may make to achieve such Purposes.

#### **6.4. Renewal of Membership.**

Affiliated Members must reapply for membership each year through the procedures set out in this constitution or as determined by the board from time to time provided always that existing Members shall be deemed eligible for membership (subject to clause 9 below).

#### **6.5. Effect of Membership.**

- 1) This Constitution constitutes a contract between each Member and the Association, and that Member shall be bound by this Constitution and any rules or regulations made hereunder. ("Rules").
- 2) Each Member shall comply with and observe this Constitution and any Rules.
- 3) Each Member shall ensure that all Representatives nominated by it shall comply with and observe this Constitution and any Rules.

#### **6.6. Nomination of a Representative.**

- 1) Each Member shall be entitled (but not obliged) to nominate one or more of its current flying members to represent that Member at all Annual, General, Special, or other meetings of the VRPB to which that Member would be entitled to attend.
- 2) Each Member shall be entitled to nominate one Representative for every 50 affiliated financial flying members of that Member plus one further member for every 30 members exceeding 50.

#### **6.7. Subscription Fees.**

- 1) The initial annual subscription fee payable by a Member Association for the ensuing year shall be an amount equal to \$10.00 for each individual affiliated financial flying member of that Member (as defined by the Constitution of that Member Association), OR
- 2) Such other fee as may be decided from time to time at the Annual General Meeting, or a special general meeting.

#### **6.8. Registration Day.**

Annual Subscription Fees shall be payable on or before the second (2<sup>nd</sup>) Saturday of March each year.

#### **6.9. Register.**

- 1) The Secretary shall keep and maintain a register of Members in which shall be entered:

- a. The name and address of the Member.
  - b. The full name, address, telephone (mobile) number and e-mail of each Representative of each Member.
- 2) Inspection of Register.
- a. The register shall be available for Inspection by Members and Representatives at the address of the Secretary upon reasonable written notice.

## **7. RESIGNATION OF MEMBERS.**

### **7.1. Notice of Resignation.**

Any Member which has paid all monies due and payable to the VRPB may resign from the Association by giving thirty days' notice in writing to the VRPB of such intention to resign. Upon the expiration of that period of notice, the Member shall cease to be a member.

### **7.2. Expiration of Notice Period.**

Upon the expiration of a notice given under Rule 7.1 and entry, recording the date on which the Member who gave notice ceased to be a Member, shall be recorded in the register.

## **8. EXPULSION, SUSPENSION OR FINING OF MEMBERS.**

### **8.1. Boards Resolution.**

- 1) Subject to these rules, the Board may by resolution.
  - a. Expel a Member from the VRPB.
  - b. Suspend a Member from membership of the VRPB for a specified period.
  - c. Fine a member an amount not exceeding \$500.
  - d. Impose such other penalty as it sees fit.
- 2) If the Board considers in its absolute discretion that the Member has.
  - a. Breached, failed, refused, or neglected to comply with this Constitution or Rules.
  - b. Acted in a manner unbecoming of a member or prejudicial to the purpose and interests of the VRPB or of another member.
  - c. Brought the VRPB or another member into disrepute.



- d. The Board may give notice thereof to the Member in accordance with Rule 8.2.

## **8.2. Notice of Alleged Breach.**

Where the Board considers in its absolute discretion that a Member may have satisfied one or more of the grounds in Rule 8.1, clause 2, (a), (b), (c) or (d) the Secretary shall as soon as practicable serve on the member a notice in writing that it proposes to act under Rule 8.1, clause 1, (a), (b), (c), or (d).

- 1) Setting out the alleged breach of the Member and the grounds on which it is based:
- 2) Stating that the Member may address the Board at a meeting to be held not earlier than fourteen and not later than twenty-eight (28) days after service of the notice.
- 3) Stating the date, place, and time of that meeting.
- 4) Informing the Member that it may do one or more of the following.
- 5) Attend that meeting.
- 6) Give the Board, before the date of that meeting a written statement regarding the alleged breach:

## **8.3. Determination of Board.**

At a meeting of the Board held in accordance with Rule 12.2, the Board shall.

- 1) Give the Member every opportunity to be heard.
- 2) Give due consideration to any written statement submitted by the Member.
- 3) By resolution determine whether the alleged breach occurred.

## **8.4. No Appeal.**

There shall be no appeal from a decision of the Board under this Rule 12.

## **PART 4 – GENERAL MEETING OF THE VRPB.**

### **9. ANNUAL GENERAL MEETING.**

The VRPB shall convene and hold an Annual General Meeting of its Members in accordance with the provisions of the Act. within 5 months of the end of each financial year.

The Committee may determine the date, time, and place of the annual general meeting.

#### **9.1. Business.**

The Annual General Meeting will.

- 1) Confirm the minutes of the last annual general meeting.
- 2) To receive from the Board reports upon the transactions of the VRPB during the last financial year, including audited accounts, auditor's reports or report of a review accompanying the financial statements that are required under the Act.
- 3) Conduct the election of the Board
- 4) The annual general meeting may transact special business of which notice is given in accordance with this Constitution.
- 5) The Minutes of the Annual General Meetings and General Meetings shall be available for inspection at all times by Representatives and Members.

#### **9.2. Additional Meeting.**

The Annual General Meeting shall be in addition to any other General Meeting that may be held in the same year.

## **10. GENERAL MEETING.**

### **10.1. General meeting may be held.**

The President or Board may, whenever it thinks fit, convene a General Meeting of the Members of the VRPB which shall be known as a special general meeting.

### **10.2. Requests for General Meeting.**

- 1) The Board shall on a request in writing from not less than twenty-five (25) percent of the total number of Members, who have signed the request convene a general meeting. The Board may also request a general meeting.
- 2) The Request for a general meeting shall state the object(s) of the meeting and shall be signed by the Members making the request and be sent to the Secretary

and may consist of several documents in a like form, each signed by one or more of the members making the request.

- 3) If the Board does not cause a general meeting to be held within thirty days after the date on which the request is sent to the Secretary, the members making the request, or any of them, may convene a general meeting to be held not later than (3) months after that date.
- 4) A General Meeting convened by Members under the Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Board, all reasonable expenses incurred in convening the meeting shall be refunded by the VRPB to the persons incurring the expenses.

## **11. NOTICE OF MEETINGS.**

### **11.1. Notice to be given for General Meetings.**

The Secretary shall, at least 28 days before the date fixed for holding a General Meeting, send to each Member and each Representative of a Member a notice in writing stating the place, date and time and the nature of the proposed business to be transacted at the meeting.

### **11.2. Proxies.**

- 1) A Representative of a Member may appoint another person as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- 2) The appointment of a proxy must be in writing and signed by the Representative making the appointment.
- 3) The Representative appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the Representative in any matter as he or she sees fit.
- 4) If the Board has approved a form for the appointment of a proxy, the Representative may use any other form that clearly identifies the person appointed as the Representative's proxy and that has been signed by the Representative.
- 5) Notice of a general meeting given to a Member and Representative under this section must—
  - a. state that the Representative may appoint another person as a proxy for the meeting; and
  - b. include a copy of any form that the Committee has approved for the appointment of a proxy.

- 6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- 7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than twenty-four (24) hours before the commencement of the meeting.

### **11.3. Business of Annual General Meeting.**

- 1) The business of the meeting shall be, inter alia, receipt of audited accounts, election of office bearers and such other business as the Board may decide.
- 2) No business other than that set out in the notice convening the meeting shall be transacted at the General Meeting.
- 3) A Member or Representative desiring to bring any business before a meeting shall give at least forty five (45) days' notice in writing of that business to the Secretary, who shall include that business in a notice calling the next General Meeting after the receipt of the notice.
- 4) A motion of which due notice has been given, if unsuccessful, cannot be resubmitted, nor may any other motion having a similar effect be moved at a subsequent General Meeting for a period of twelve months. The Chairperson shall determine whether a motion is a motion having a similar effect.

## **12. PROCEEDINGS AT MEETINGS.**

### **12.1. Quorum.**

- 1) Representatives nominated by Members shall be entitled (but not obliged) to attend and vote at all meetings of the VRPB to which the Member would be entitled to attend.
- 2) No item of business shall be transacted at a General Meeting unless a quorum of Representatives entitled under this Constitution to vote is present during the time when the meeting is considering that item.
- 3) Thirty percent (30%) of Representatives personally present (not by proxy) shall constitute a quorum for the transaction of the business at a General Meeting.
- 4) If within half (1/2) an hour after the appointed time for the commencement of a General Meeting, a

Quorum is not present, the meeting:

- a. If convened upon the requisition of a Member or a Representative, shall be adjourned to be re-convened to the same day in the next week at the same time and same place and if at the adjourned meeting a quorum is not present

within half an hour after the appointed for the commencement of the Meeting, the Representatives present being not less than twenty-five per cent (25%) shall be a quorum.

- b. In the case of a General Meeting convened by the board if a quorum is not present after half an hour of the appointed time for the commencement of that Meeting, then the Representatives personally present (being not less than Twenty percent (20%) shall be a quorum.

## **12.2. President to Chair.**

The President shall chair each General Meeting of the VRPB. If the president is absent, then the vice-president shall chair the General Meeting or if they are both absent from the General Meeting then the Members shall elect one of their numbers to preside as chairperson at the meeting.

## **12.3. Chairperson May Adjourn meeting.**

- 1) The Chairman of a general meeting at which a quorum is present may, with the consent of the meeting adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 2) Where a meeting is adjourned for fourteen (14) days or more a like notice of the adjourned meeting shall be given as is the case of the general meeting.
- 3) Except as provided in Rule 12.3, clause (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

## **12.4. Use of technology.**

- 1) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- 2) For the purposes of this Part, a member participating in a general meeting as permitted under clause (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## **13. VOTING AT GENERAL MEETING.**

### **13.1. Voting Procedure.**

In the case of an equality of voting on a question, the chairperson of the meeting is entitled to exercise a second or casting vote.

- 1) A Representative is not entitled to vote at any general meeting unless all monies due and payable by the Member to the VRPB have been paid, on or before the second (2<sup>nd</sup>) Saturday of March prior to the general meeting including the amount of the annual subscription fee payable in respect of the current financial year.
- 2) Upon any questions arising at a general meeting of the VRPB, a Representative has one (1) vote only.
- 3) A question arising at a general meeting of the VRPB shall be determined on a show of hands and unless before or on the declaration of a show of hands a poll is demanded, a declaration by the Chairman that the 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 minute book of the VRPB is evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against, the resolution.
- 4) Each Representative shall be entitled to appoint another person as his or her proxy by notice given to the Secretary no later than twenty-four (24) hours before the time of the meeting in respect of which the proxy is appointed.

### **13.2. Poll at General Meeting.**

If at a meeting, a poll on any question is demanded by not less than three members, it shall be taken at the meeting in such a manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

- 1) A poll that is demanded on a question of an adjournment shall be taken immediately and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the chairperson may direct.

### **13.3. Postal Voting.**

- 1) Unless otherwise determined by the Board, postal voting shall only be conducted for the election of a Board member. Notwithstanding any other rule in this constitution, where a postal vote is conducted, each Representative shall be only entitled to cast one vote on any motion or, the avoidance of doubt, complete one ballot paper for the elections of Board.

- 2) The Board may determine how to conduct any postal vote which may include, but not be limited to, through ordinary post and/or electronically as it deems appropriate.

#### **14. MINUTES OF GENERAL MEETING.**

- 1) The Board must ensure that minutes are taken and kept of each General Meeting of the VRPB.
- 2) The Minutes must record.
  - a. The business considered at the General Meeting.
  - b. Any proxy forms given to the Secretary under Rule 11.2, clauses (4).
  - c. Any resolution on which a vote is taken and the result of such vote; and
  - d. The names of persons present at the general meeting.

#### **15. ANNUAL GENERAL MEETING.**

- 1) In addition, the minutes of each Annual General Meeting must include.
  - a. Any reports or financial statements submitted to the Representatives of Members at the Annual General Meeting; and
  - b. Any audited accounts or auditor's report or report of a review accompanying the financial statements that are required under the Act.
  - c. The results (if any) of the election of Board members
  - d. Details of any special business considered at the Meeting.
  - e. The Minutes of the Annual General Meetings and General Meetings shall be available for inspection at all times by Representatives and Members.

## **PART 5 - BOARD.**

### **16. POWERS OF THE BOARD.**

- 1) The affairs of the VRPB shall be managed by the Board constituted under clause 18.2
- 2) Subject to this Constitution, the regulations and the Act the Board:
  - a. Shall control and manage the business and affairs of the VRPB.
  - b. May exercise all such powers and functions that are required by the Constitution to be exercised by general meetings of the members of the VRPB.
  - c. Shall have the power to perform all such acts and things as appear to the Board to be essential to the proper management of the business and affairs of the VRPB except those powers required to be exercised by general meetings of the members of the Association.

#### **16.1. Composition of Board.**

- 1) The Board shall consist of.
  - a. President
  - b. Vice Presidents – one.
  - c. Secretary
  - d. Treasurer
  - e. Five (5) other Representatives of Members of the VRPB or more such further number as the executive agree from time to time.

#### **16.2. Term of Elected Board Members.**

Each Board member shall hold office until the next Annual General Meeting. One (1) year following the declaration of their election at an AGM but is eligible for re-election.

#### **16.3. General Duties.**

- 1) As soon as practicable after being elected or appointed to the Board, each Board member must become familiar with these Rules and the Act.
- 2) The Board is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Board comply with these Rules.
- 3) Board members must exercise their powers and discharge their duties with reasonable care and diligence.



- 4) Board members must exercise their powers and discharge their duties —
  - a. in good faith in the best interests of the Association; and
  - b. for a proper purpose.
- 5) Board members and former Board members must not make improper use of —
  - a. their position; or
  - b. information acquired by virtue of holding their position—  
so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

Note: See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

- 6) In addition to any duties imposed by these Rules, a Board member must perform any other duties imposed from time to time by resolution at a general meeting.

#### **16.4. Casual Vacancy.**

In the event of a casual vacancy in the office of a Board Member the Board may appoint an appropriate Representative to fill the vacant position. The member so appointed shall hold Office until the conclusion of the Annual General Meeting next following the date of his or her Appointment.

#### **16.5. Officers of VRPB.**

After calling for nominations of officers from the members, the Board will appoint the Following liaison positions.

- 1) Representative on the Australian National Pigeon Board Inc. (ANPB)

### **17. ELECTION OF ELECTED BOARD.**

The Secretary shall call for nominations of Representatives to be nominated to the Board at an appropriate time (being not less than 30 days prior to the Annual General Meeting). All Representatives shall be notified of the call for nominations as determined by the Board.

- 1) Candidates must.
  - a. Be aged 18 years or over.
  - b. Reside in Australia.
  - c. Must be nominated by a financial Member (including payment of any fines or annual subscriptions).

- d. must be nominated by a financial Member (including payment of any fines or annual subscriptions).
- 2) Nominations of candidates for election as Elected Board Members shall be;
- a. Made in writing on the form provided by the VRPB signed by a Member and accompanied by the written consent of the nominee. And
  - b. Posted to the Secretary at the address or by E-Mail set out by the date specified on the call for nominations.
  - c. If the number of nominations received for the Board is equal to the number of vacancies
- 3) To be filled, or
- a. There are insufficient nominations received to fill the vacancies on the Board.
  - b. Then those nominated shall be declared elected at the Annual General Meeting by the
  - c. Returning officers. Any vacancies shall be treated as casual vacancies under Rule 16.4.
- 4) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be conducted to determine the Elected Board and such ballot will be conducted in the manner determined by the Board.
- a. The Board shall appoint two nominees who shall act as returning officers for the secret ballot.
  - b. No person, other than the returning officers, shall be entitled to see any voting papers.
  - c. The returning officers shall not disclose to any person the way in which any person has voted.
  - d. The decision of the returning officers on any matter relating to elections is final and no appeal shall be made from that decision.
  - e. For the avoidance of doubt, in the event of an equality of votes between two or more candidates, the returning officers will determine the result by drawing lots to determine the outcome.

## **18. VACANCY ON THE BOARD.**

### **18.1. Grounds for Termination of a Board member.**

- 1) A person shall cease to be a member of the Board in the event that the Representative.

- a. In the case of an elected board or officer, ceases to be the nominated Representative of a Member.
- b. Becomes an insolvent under administration within the meaning of the Corporations Act.
- c. Resigns their office by notice in writing given to the Secretary.
- d. Fails to attend 3 consecutive meetings of the Board, or without providing reasonable excuse for such absence.
- e. A Representative shall cease to be a member of the Board for so long as the Representative or the Member nominating the Representative is the subject of sanction pursuant to Rule 7, Rule 8 hereof.
- f. Any vacancies shall be treated as casual vacancies under Rule 16.4.

## **19. QUORUM AND PROCEDURE AT BOARD MEETINGS.**

### **19.1. Convening a Board Meeting.**

- 1) The Board shall meet monthly or as often as required.
- 2) Written notice of not less than 7 days shall be given to each Board member by the Secretary, specifying the time, date and place of the Board meeting and the general nature of the business to be transacted.

### **19.2. Urgent meetings.**

- 1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 22 provided that as much notice as practicable is given to each Board member by the quickest means practicable.
- 2) Any resolution made at the meeting must be passed by an absolute majority of the Board.
- 3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

### **19.3. Quorum.**

- 1) Five (5) Board members physically or electronically present shall constitute a quorum for the transaction of the business of a meeting of the Board.
- 2) No business shall be transacted unless a quorum is present and if within half (½) an hour of the appointed time for the meeting a quorum is not present the meeting shall stand adjourned to the place, date and time in the following week.

#### **19.4. Procedures at Board Meetings.**

- 1) At Meetings of the Board.
  - a. The president shall chair the meeting.
  - b. If the president is absent the Vice-president shall chair the meeting.
- 2) If the Vice-president is also absent the Board shall appoint one of its members to Chair the meeting.
- 3) Questions arising at a meeting of the Board shall be determined by a show of Hands, or if demanded by a member, by a poll taken in such a manner as the person presiding at the meeting may determine.
- 4) Each member present at a meeting of the board is entitled to one vote and in the event of an equality of votes on any question the president or the person Presiding shall exercise a second or casting vote.

#### **19.5. Minutes of Board Meetings.**

- 1) The Board must ensure that minutes are taken and kept of each Board meeting
- 2) the minutes must record;
  - a. the business considered at the meeting;
  - b. Any resolution on which a vote is taken and the result of the vote.
  - c. Financial Report

#### **19.6. Conflict of interest.**

- 1) A Board member who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board.
- 2) The member.
  - a. must not be present while the matter is being considered at the meeting; and
  - b. must not vote on the matter.

Note: Under section 81(3) of the Act, if there are insufficient committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

- 3) This rule does not apply to a material personal interest—
  - a. that exists only because the member belongs to a class of persons for whose benefit the Association is established; or

- b. that the member has in common with all, or a substantial proportion of, the members of the Association.

## **PART 6 – FINANCIAL MATTERS.**

### **20. SOURCES OF FUNDS.**

The funds of the VRPB shall be derived from Annual Subscriptions, donations and other such sources as the Board determines.

### **21. MANAGEMENT OF FUNDS.**

- 1) The VRPB must open an account with a financial institution from which all expenditure of the VRPB is made and into which the VRPB revenue is Deposited.
- 2) Subject to any restrictions imposed by a general meeting of the Association, the Board may approve expenditure on behalf of the Association.
- 3) The Board may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- 4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 Board members.
- 5) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- 6) With the approval of the Board, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

### **22. RECORDS AND ACCOUNTS.**

The Treasurer shall establish and maintain proper records concerning all transactions of the VRPB and the Board shall produce these as appropriate at each Board meeting or General Meeting.

#### **22.1. Financial Records.**

- 1) The VRPB must keep financial records that –
  - a. Correctly record and explain its transactions, financial position and
  - b. Enable financial statements to be prepared as required by the Act.

#### **22.2. VRPB to Retain Records.**

The VRPB shall retain all books, documents, and securities for seven years and all such records shall be kept in the care and control of the Secretary.

### **22.3. Board to submit Accounts.**

The Board shall submit to the Annual general meeting the accounts of the VRPB in accordance with the Act.

### **23. SIGNING OF NEGOTIABLE INSTRUMENTS.**

The funds of the VRPB shall be banked in the name of the VRPB or may, at the discretion of the Board, be invested in such interest-bearing deposits as the Board considers secure and desirable. Any two (2) of the President, Secretary Treasurer and one nominated Board member may be able to operate such bank account or investment account.

## **PART 7 – GENERAL MATTERS.**

### **24. COMMON SEAL.**

- 1) The common seal of the VRPB shall be kept in the custody of the Secretary.
- 2) The Common Seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the Common Seal shall be attested by the signatures either of two, (2) members of the Board or one member of the Board and the Public Officer of the VRPB.

### **25. ALTERATION OF CONSTITUTION.**

This Constitution shall not be altered except by a Special Resolution in Accordance with the Act.

### **26. SERVICE OF NOTICE.**

- 1) A notice may be served by or on behalf of the WPF upon any Representative or a Member either personally or by sending it by post this also includes By E-Mail or other electronic means to the member at his or her address or e-mail address as shown in the Register of Members.
- 2) Where a document is properly addressed pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of the post.
- 3) Where the document is forwarded electronically to the member at the email address provided by the member notice shall be deemed to have been given within 2 hours of sending.

### **27. DISPUTES and MEDIATION.**

- 1) The grievance procedure set out in this rule applies to disputes under this Constitution other than a matter or matters arising pursuant to clause 8 hereof.
- 2) The parties to the dispute must meet and discuss the matter in dispute and if possible resolve the dispute within 14 days after the dispute comes to the attention of all parties.
- 3) 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.
- 4) The mediator must be:-
  - a. a person chosen by agreement between the parties; or



- b. in the absence of agreement a person shall be a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice)
    - i. A member of the Association can be a mediator.
    - ii. The mediator cannot be a member who is a party to the dispute.
    - iii. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 5) The mediator, in conducting the mediation, must:-
- a. give the parties to the mediation process every opportunity to be heard; and allow due consideration by all parties of any written statement submitted by any party; and ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
  - b. The mediator must not determine the dispute
  - c. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **28. INDEMNITY OF OFFICERS.**

- 1) All Board members and Trustees if any) of the VRPB shall be indemnified by the VRPB from losses and expenses incurred by them in or about the discharge of their respective duties for the VRPB except where such losses or expenses are incurred by way of extravagance, culpable negligence, wilful default or dishonesty.
- 2) No Board member or Trustee of the VRPB shall be liable for any loss or expense incurred by the VRPB except where the same happens by way of such Board member or Trustee being guilty of negligence, wilful default or dishonesty.

## **29. WIND UP.**

- 1) The Association may be wound up voluntarily by special resolution.
  - a. In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any Representatives of a Member Association.
  - b. Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.

- c. The body to which the surplus assets are to be given must be decided by special resolution.
- d. In the absence of a special resolution the assets of the VRPB shall be transferred to the Members at the time of dissolution in proportion to the number of Representatives nominated by each Member at that time.