

**CONSTITUTION**  
**of**  
**Boxing Victoria Incorporated**

## 1. DEFINITION AND INTERPRETATION

### 1.1 Definitions

In this Constitution, unless the context otherwise requires:

**Act** means the *Associations Incorporation Reform Act 2012 (Vic.)*, as amended from time to time.

**AIBA** means the International Boxing Association; an association incorporated in the Swiss Confederation.

**Alternative Delegate** means a person appointed under **clause 13.1(b)** to represent BVI at a General Meeting of BA.

**Amateur** means a person who is not a professional, as defined in this clause.

**Amateur boxing** refers to that division of the sport of boxing in which the competing boxers are not Professionals, as defined in this clause.

**Annual General Meeting** means a meeting of the Members of BVI convened in accordance with **clause 10.2**.

**Annual membership subscription fee** means that fee fixed from time to time by the Committee under **clause 8.5(c)(ii)**.

**Board** means the Board of BA constituted under clause 13.1 of the BA Constitution.

**Boxing** means the sport of amateur boxing.

**Boxing Australia** or **BA** means Boxing Australia Limited (ACN 163 279 294).

**BA Constitution** means the Constitution of BA, as amended from time to time.

**Boxing competition** means any amateur boxing bout, competition or championship, whether conducted:

- (a) within Victoria;
- (b) nationally, within some other State or Territory of the Commonwealth of Australia; or
- (c) internationally;

which is conducted, organised, authorised and/or sponsored by BVI; or in which BVI participates or is officially represented.

**Boxing officials** mean coaches, assistant coaches, referees, judges, timekeepers, gloving stewards, match makers, promoters, boxers' managers, team managers and other like officials.

**BVI** means Boxing Victoria Incorporated.

**By-Laws** mean By-Laws made under **clause 12.2(b)(ii)**.

**Chairperson** means a person who, as the case requires, chairs:

- (a) a General Meeting under **clause 11.1**; or
- (b) a meeting of the Committee under **clauses 12.9(i) or 12.9(j)**.

**Committee** means the Committee of BVI referred to in **clause 12.1**.

**Committee Member** means a member of the Committee referred to in **clause 12.1**.

**Constitution** means, save in an express reference to the BA Constitution, this Constitution, as amended from time to time.

**Delegate** means a person appointed under **clause 13.1(a)** to represent BVI at a General Meeting of BA.

**Eligible Member** means a member eligible in accordance with the requirements of **clause 12.4(a)** and Error! Reference source not found. to be elected as a Committee Member.

**Entrance fee** means that fee fixed by the Committee from time to time under **clause 8.5(c)(i)**.

**Financial year** means a year calculated under **clause 14.3**.

**General Meeting** means, save in an express reference to a General Meeting of BA, either an Annual General Meeting or a Special General Meeting of the members of BVI.

**Member** means a member of BVI.

**Member Association** means a company or an incorporated association that is a member of BA under clauses 6.1 and, where applicable, 8.3(f) of the BA Constitution.

**Minutes** means minutes of:

- (a) General Meetings;
- (b) meetings, including telecommunication meetings, of the Committee; and
- (c) meetings of sub-committees.

**Objects of BA** mean the objects of BA in clause 2.1 of the BA Constitution.

**Objects of BVI** means the objects of BVI in **clause** Error! Reference source not found..

**Office Bearer** means a Committee Member as further described in **clause 12.1(a)**.

**Open Committee Member** means an elected Committee Member of any sex elected to the Committee in an Open Election under **clause 12.1(c)**.

**Open Committee Member Casual Vacancy Election** means an election conducted to **fill** a casual vacancy among the Open Committee Members on the Committee under **clause 12.4(q)**.

**Open Election** means an election to fill a position on the Committee open to eligible candidates of any sex under **clause 12.1(c)**.

**Ordinary Resolution** means a resolution carried by a simple majority of those present and entitled to vote at, as the case requires:

- (a) a General Meeting;
- (b) a meeting of the Committee.

**Participants** mean those persons engaged in, or associated with, the sport of amateur boxing as boxers, Boxing officials and members of Member Associations; together with all other individuals, clubs, associations and other entities who or which are registered or otherwise affiliated with Member Associations.

**President** means the person holding office under this Constitution as the President of BVI.

**Professional** means, subject to **clause 1.2**, a person who is, or who has been in the five years immediately prior to a date in issue:

- (a) a professional boxer; or
- (b) a person associated with professional boxing as a boxing official or in some other capacity.

**Register of Boxers** means the Register established under **clause 18.1**.

**Register of Boxing Officials** means the Register established under **clause 19.1(a)**.

**Regulation** means a Regulation made under clause 14.3 of the BA Constitution.

**Reserved Committee Member** means an elected female Committee Member elected to the Committee in a Reserved Election under **clause 12.1(c)**.

**Reserved Committee Member Casual Vacancy Election** means an election conducted to fill a casual vacancy among the Reserved Committee Members on the Committee under **clause 12.4(q)**.

**Reserved Election** means an election to fill a position on the Committee reserved for eligible female candidates only under **clause 12.1(c)**.

**Resolution** means, as the case requires, either an Ordinary Resolution or a Special Resolution.

**Secretary** means the person holding office under this Constitution as the Secretary of BVI.

**Special General Meeting** means a meeting of the members of BVI convened under **clause 10.3**.

**Special Resolution** means a resolution carried at a General Meeting by not less than 75% of the members of BVI entitled in accordance with this Constitution to vote on the motion for such Special Resolution.

**Sporting Power** means the power and authority vested in BA by AIBA for the exclusive management and control of Amateur boxing in Australia.

**Sub-committee** means a sub-committee established by the Committee under **clause 12.10**.

**Telecommunications meeting** means a meeting of the Committee conducted under **clause 12.12**.

**Treasurer** means the person holding office under this Constitution as the Treasurer of BVI.

**Vice President** means the person holding office under this Constitution as the Vice President of BVI.

**WSB** means World Series of Boxing.

## **1.2 World Series of Boxing (WSB)**

Notwithstanding anything which might otherwise be contained in this Constitution, no boxer, boxing official or other person who participates in any way in any boxing bout or other event organised, sponsored and/or otherwise authorised by AIBA, WSB and/or a franchise or franchisees of WSB:

- (a) under contract to WSB and/or a franchisee or franchisees of WSB; or
- (b) with the prior written approval of the Board;

shall be deemed to be a Professional by reason only thereby.

## **1.3 Interpretation**

In this Constitution, unless the context otherwise requires:

- (a) a reference to a member present at a General Meeting means the member present in person;
- (b) a reference to a document includes a reference to any amendment made to the same from time to time; and, unless the contrary intention is apparent, also includes a reference to a document or documents designed to replace the original document;
- (c) words importing any gender include all other genders;
- (d) a reference to a company, an incorporated association or any other body includes a reference to its successors in law;

- (e) the singular includes the plural and vice versa;
- (f) a reference to a law incorporates references to all regulations, by-laws and other instruments made under such law;
- (g) a reference to a law, be it of the Commonwealth or of a State or Territory, includes references to any amendments to, or replacements of, such law;
- (h) the words “include”, “includes”, “including” and “for example” are not to be construed as words of limitation;
- (i) where, by any provision in this Constitution, a document (including a notice) is required to be signed, that requirement may be satisfied in relation to an electronic communication of such document in any manner:
  - (i) permitted by any Commonwealth, State or Territory law relating to electronic transmissions; or
  - (ii) otherwise permitted by law;
 or in such other manner as the Board may from time to time determine; and
- (j) “writing” and “written” include printing, typing and all other modes of reproducing words in a visible form; including, without any limitation, any representation of words in a physical document, or in an electronic communication or form, or otherwise.

#### **1.4 The Act**

In this Constitution, unless the context requires otherwise, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act the same meaning as in that provision of the Act. The model rules under the Act are expressly displaced by this Constitution.

#### **1.5 Headings**

Headings are inserted in this Constitution for convenience only and do not affect the interpretation of the Constitution.

### **1.6 Severance**

- (a) If any provision, or any part of any provision, in this Constitution is invalid or unenforceable in Victoria, such provision or part shall, where possible, be read down for the purposes of that jurisdiction so as to be valid and enforceable in that jurisdiction.
- (b) If, for the purposes of **clause 1.6(a)**, a provision, or a part of a provision, cannot be so read down, then it shall be severed from this Constitution to the extent of the invalidity or unenforceability without affecting:
  - (i) the remaining provisions in this Constitution; or
  - (ii) the validity or enforceability of that provision, or that part of that provision, in any other jurisdiction.

## **2. BOXING VICTORIA**

There shall be an association incorporated in accordance with the Act and known as Boxing Victoria Incorporated.

## **3. OBJECTS**

The objects of BVI are:

- (a) promoting, developing and otherwise furthering the sport of Amateur boxing in Victoria;
- (b) promoting and encouraging boxing competitions and championships, both within and outside Victoria;
- (c) representing the interests of members, and the sport of amateur boxing generally, in all appropriate forums in Victoria;
- (d) making By-laws and other rules for the control, regulation and management of amateur boxing within Victoria; with such By-laws and other rules to be consistent with this Constitution and, so far as the laws of Victoria allow, with the BA Constitution and with all Regulations; and
- (e) otherwise pursuing and furthering the Objects of BA, both within and outside Victoria.



#### 4. **POWERS**

BVI shall have:

- (a) the power to undertake all such actions and activities as may be necessary, incidental or conducive to the advancement of the Objects of BVI; and
- (b) all of the powers of an association incorporated under the Act.

#### 5. **SECRETARY**

BVI shall have at all times a secretary whose office shall be filled consistently with the requirements of the Act.

#### 6. **INCOME AND PROPERTY OF BVI**

##### **6.1 Sole Purpose**

The income and property of BVI shall only be applied towards the promotion of the Objects of BVI.

##### **6.2 Payments to Members**

No income or property shall be paid or transferred, directly or indirectly, to any Member except for payments to a Member:

- (a) in return for any services rendered or goods supplied in the ordinary and usual course of business to BVI;
- (b) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent;
- (c) of reasonable rent for premises leased to BVI by such Member; or
- (d) for any out-of-pocket expenses incurred by such Member on behalf of BVI.

#### 7. **BINDING EFFECT**

All persons who are Members of BVI, and all boxers, Boxing officials and other individuals, clubs, associations and other entities which are registered or affiliated with BVI, shall be subject to and bound by:

- (a) this Constitution; and
- (b) all By-Laws and other rules made under this Constitution.

## 8. MEMBERS OF BVI

### 8.1 Membership of BVI

Membership of BVI shall be restricted to individual persons, and is not open to any:

- (a) companies;
- (b) incorporated associations;
- (c) unincorporated associations; or
- (d) other entities.

### 8.2 Eligibility for Membership Of BVI

A person shall be eligible for membership of BVI provided such person:

- (a) is a resident of Australia;
- (b) is 17 years of age or older
- (c) is of good character;
- (d) is a person who has undergone a National Police Check,
- (e) is a person who has not been convicted of an offence punishable by one year or more imprisonment within the last 10 years,
- (f) is not of unsound mind, or a person whose person or estate is liable to be dealt with in any way under a law of Victoria;
- (g) is not a Professional;
- (h) is not, at the time that he or she applies to become a member of BVI, a person who is then suspended or expelled from:
  - (i) BVI; or
  - (ii) another Member Association;
 consistently with the Regulations;
- (i) has provided the Committee with a notice in writing, signed by him or her, agreeing:
  - (i) to be bound by, and to observe, BA's Anti-Doping and Participants Protection Regulations, as amended from time to time;

- (ii) that BA's Anti-Doping and Participants Protection Regulations, as amended from time to time, may be enforced against him or her where appropriate;
- (iii) that BA, where appropriate, may test and discipline him or her in accordance with BA's Anti-Doping Regulations from time to time; and
- (iv) that BA may conduct investigations and hearings and, where appropriate, discipline him or her under BA's Participants Protection Policy, as amended from time to time.

### **8.3 Applications for Membership of BVI**

- (a) All applications for membership of BVI shall be:
  - (i) in the form set out in Appendix 1 to this Constitution;
  - (ii) accompanied by the notice in writing referred to in **clause 8.2(i)**; and
  - (iii) lodged with the Secretary.
- (b) As soon as practicable after receiving an application for membership of BVI the Secretary must refer the application to the Committee for approval or rejection.
- (c) As soon as practicable after receiving an application for membership of BVI from the Secretary, the Committee must, in the reasonable exercise of its discretion, either approve or reject the application.
- (d) As soon as practicable after the Committee has either approved or rejected an application for membership of BVI, the Secretary must:
  - (i) notify the applicant in writing of the Committee's decision to approve or reject the application (as the case may be); and
  - (ii) if the Committee has approved the application, request the approved applicant to pay, within the period of 14 days after receipt by the applicant of such request, the sums payable under

**clause 8.5(a)** and **clause 8.5(b)** as an entrance fee and an annual membership subscription fee respectively.

- (e) Upon payment in full of the sums in **clause 8.3(d)**, the approved applicant shall be, and be deemed to be, a member of BVI.

#### **8.4 Register of Members**

- (a) The Secretary shall establish and maintain a Register of Members of BVI.
- (b) The Secretary shall ensure at all times that the Register of Members of BVI shall contain current information concerning:
  - (i) the name of each member;
  - (ii) the address of each member;
  - (iii) the date upon which each member became a Member of BVI;
  - (iv) such other information as may from time to time be required by the Committee; and
  - (v) such other information as may from time to time be required by the Act.
- (c) If a person ceases, for any reason or reasons, to be a Member of BVI, the Secretary shall record that fact in the Register of Members; together with the date on which that person ceased to be a Member of BVI.
- (d) The Register of Members shall be kept by the Secretary at the principal place of administration of BV; and must be kept open for inspection, free of charge, by any member at any reasonable time, subject to relevant privacy laws.
- (e) A Member may obtain a copy of all or any part of the Register of Members upon request to BVI and at a fee which may be fixed in a reasonable amount determined by the Committee in the exercise of its absolute and unfettered discretion.

- (f) The Secretary shall, upon request from time to time made by the Board, provide a copy of the Register of Members to BA in such form, and by such means, as may be required by the Board.

## **8.5 Fees and Subscriptions**

- (a) Every approved applicant for membership of BVI shall pay to BVI an entrance fee as and when requested from that approved applicant by the Secretary under **clause 8.3(d)(i)**.
- (b) Every Member shall pay to BVI each calendar year an annual membership subscription fee.
  - (i) Except as provided by **clause 8.5(c)(ii)**, a Member must pay his or her annual membership subscription fee to BVI before 1 February in each calendar year.
  - (ii) If the Member becomes a Member of BVI on or after 1 February in any calendar year, that Member shall pay his or her annual membership subscription fee to BVI as and when requested by the Secretary under **clause 8.3(d)(ii)**, and before 1 February in each succeeding calendar year.
- (c) The Committee shall determine from time to time the amounts of:
  - (i) the entrance fee payable by an approved applicant for membership of BVI under **clause 8.5(a)**; and
  - (ii) the annual membership subscription fee payable by a Member under **clauses 8.5(b) and 8.5(c)**.

## **8.6 Failure to Pay Monies Due and Payable to BVI**

- (a) By no later than 31 December in each year, the Secretary shall advise each Member in writing that:
  - (i) his or her annual membership subscription fee payable under **clauses 8.5(b) and 8.5(c)**; and

- (ii) such other and what monies as may be due and payable by that Member to BVI;

must be paid by that Member to BVI by 1 February of the following year, failing which the Member will be suspended as a Member as and from that date.

- (b) Except as provided by clauses **8.5(c)(ii)** or **8.5(b)(iv)**, any member who, for any reason or reasons, fails to pay to BVI:

- (i) his or her annual membership subscription fee payable under **clause 8.5(b)**; or

- (ii) any other monies due and payable by that member to BVI;
- by 1 February in each year shall stand suspended as a member as and from that date until such time as either:

- (iii) he or she pays such monies due and payable to BA; or
- (iv) the Committee otherwise determines to lift such suspension.

#### **8.7 Member Participating in the affairs of BVI**

All Members shall be entitled to attend:

- (a) all General Meetings and;
- (b) all boxing promotions, competitions and championships organised or sponsored by BVI; subject only to such By-Laws, rules or decisions, as to attendance fees and otherwise, as may be determined from time to time by the Committee in the exercise of its absolute and unfettered discretion; and to any applicable laws of Victoria.

#### **8.8 The Obligations of Members**

Each Member will:

- (a) at all times act for and on behalf of the interests of BVI, of BA, of participants and of the sport of Amateur boxing;

- (b) act in good faith and loyalty so as to maintain and enhance the standing of BVI, of BA, and of the sport of Amateur boxing, its standards, quality and reputation;
- (c) not do, or so far as it is within his or her power, permit to be done any act or thing which might:
  - (i) adversely affect or derogate from the standards, quality and reputation of the sport of amateur boxing, or its maintenance and development or;
  - (ii) bring:
    - (A) BVI;
    - (B) BA; or
    - (C) the sport of Amateur boxing;
 into disrepute; or
- (d) not act in a manner unbecoming of a member, or prejudicial to the Objects either of BA or of BVI, or prejudicial to the sport of amateur boxing.

### **8.9 Membership Entitlements Not Transferable**

The rights, privileges and obligations of a Member:

- (a) are not capable of being transferred, assigned or transmitted to any other person; and
- (b) save as to any monies payable to BVI, terminate on the cessation of that Member's membership of BVI.

### **8.10 Members' Liabilities**

The liability of a Member to contribute to the payment of the debts and other liabilities of BVI, or to the costs, charges and expenses of, and associated with, the winding up of BVI, is limited to the amount (if any) of the monies otherwise lawfully payable by that Member to BVI.

### **8.11 Cessation of Membership**

A Member ceases to be a Member of BVI if he or she:

- (a) is expelled from membership of BVI consistently with this Constitution;
- (b) fails to pay any monies due and payable to BVI in the circumstances referred to in **clause 8.6(a)**;
- (c) resigns as a member of BVI under **clause 8.12**; or
- (d) dies.

#### **8.12 Resignation of Members**

A Member may only resign as a Member of BVI if that Member first:

- (a) pays all monies due and payable by the member to BVI; and
- (b) provides the Secretary with notice in writing of the Member's intended resignation not less than 30 days (or such other period as may be determined by the Committee from time to time) before the resignation takes effect.

#### **8.13 Return of Property**

If a Member ceases to be a Member of BVI, such Member shall immediately return to BVI all BVI records, documents and other property then in the care, possession, power or control of the Member.

### **9. DISPUTES, COMPLAINTS, GRIEVANCES AND JURISDICTION**

#### **9.1 Disputes**

A dispute:

- (a) between Members;
- (b) between Boxing officials registered with BVI;
- (c) between a Member or Members and a Boxing official or Boxing officials registered with BVI; or
- (d) between a Member, Members, a Boxing official or Boxing officials, and BVI;

shall, upon an application made by a party or parties to the dispute in accordance with Regulations made for the purpose under clause 7.2 of the BA Constitution, be determined or otherwise disposed of consistently with such Regulations.



## **9.2 Grievances and Complaints**

A grievance of, or a complaint, by:

- (a) BVI;
- (b) any Member;
- (c) any boxer registered with BVI;
- (d) any Boxing official registered with BVI; or
- (e) any other person, club, association or entity registered or affiliated with BVI;

concerning:

- (i) any matter arising under or in connection with this Constitution; and/or with any By-Law; and/or
- (ii) any decision, conduct, action or inaction of:
  - (A) BVI;
  - (B) any Member or Members;
  - (C) any boxer or boxers registered with BVI;
  - (D) any Boxing official or boxing officials registered with BVI; and/or
  - (E) any other person, club, association or entity registered or affiliated with BVI;

shall, upon an application made by a party or parties so aggrieved or complaining in accordance with Regulations made for the purpose under clause 7.2 of the BA Constitution, be determined or otherwise disposed of consistently with such Regulations. Such grievance or complaint must be legitimate and made in good faith.

## **9.3 Jurisdiction**

- (a) BVI;
- (b) all Members;

- (c) all boxers registered with BVI;
- (d) all Boxing officials registered with BVI; and
- (e) all other persons, clubs, associations and entities registered or affiliated with BVI;

shall be subject, and by this Constitution submit unreservedly, to the:

- (i) jurisdiction;
- (ii) procedures;
- (iii) penalties; and
- (iv) appeal mechanisms;

of BA as expressed, and to be found in, Regulations made under clause 7.2 of the BA Constitution.

## 10. **GENERAL MEETINGS**

### **10.1 General Meetings of BVI**

- (a) The control, management, direction and business of BVI under this Constitution are vested in the members meeting from time to time in General Meetings duly convened in accordance with this Constitution.
- (b) A General Meeting shall be either:
  - (i) an Annual General Meeting; or
  - (ii) a Special General Meeting.

### **10.2 Annual General Meetings**

Annual General Meetings of BVI shall be held:

- (a) within 18 months after this Constitution enters into force;
- (b) at least once in each calendar year and within 5 months after the end of BVI's financial year; and
- (c) subject to the requirements of **clauses 10.2(a) and 10.2(b)**, on dates, at times and at venues determined from time to time by the Committee.

### **10.3 Power to Convene Special General Meetings**

- (a) The Committee may convene Special General Meetings on dates, at times and at venues determined by the Committee as and when it thinks fit to do so.
- (b) The Committee shall, on being so requisitioned in writing by not less than 10 per cent of the total number of Members entitled to vote under this Constitution, convene a Special General Meeting.
- (c) For the purposes of **clause 10.3(b)**, a requisition in writing by Members for a Special General Meeting:
  - (i) shall state the purpose or purposes of the proposed Special General Meeting;
  - (ii) shall be duly executed by or on behalf of the members so requisitioning;
  - (iii) shall be lodged with the Secretary; and
  - (iv) may consist of one or more duplicate requisition documents; each executed by or on behalf of one or more of the Members so requisitioning.
- (d) Upon receiving a requisition in writing duly executed under **clause 10.3(c)**, the Secretary shall refer the same to the Committee, who shall convene a Special General Meeting consistently with this Constitution.
- (e) If the Committee fails to convene a Special General Meeting within one month after the date on which the requisition in writing for the same was lodged with the Secretary under **clause 10.3(c)**, any two or more of the members who so made the requisition may themselves convene a Special General Meeting; to be held not more than three months after the date they convened the same.
- (f) A Special General Meeting convened by Members under **clause 10.3(e)** shall be convened as nearly as practicable in the same manner as

General Meetings are otherwise convened under this Constitution by the Committee; and any Member who reasonably incurs expenses in consequence thereof is entitled to be reimbursed for the same by BVI.

**10.4 Notice of General Meeting**

- (a) Notice of a General Meeting must be given to all Members in accordance with **clauses 10.4(a) to 10.4(f)**.
- (b) Not less than 45 days prior to the date fixed by the Committee for an Annual General Meeting, the Secretary shall by notice advise members of the date, time and venue of such Annual General Meeting; and shall further request from members:
  - (i) notices of any motions which such members might desire to move at that Annual General Meeting (which notices of motions, in order for the motions to be moved at that Annual General Meeting, must be received by the Secretary not less than 28 days prior to the Annual General Meeting);
  - (ii) where applicable nominations from eligible members for election to the Committee at the Annual General Meeting (which nominations, in order to be valid, must be received by the Secretary not less than 28 days prior to the Annual General Meeting); and
  - (iii) any other items of business sought to be included on the Agenda for the Annual General Meeting.
- (c) Not less than 21 days prior to the date fixed by the Committee for an Annual General Meeting, the Secretary shall again provide members with advice by notice of the date, time and venue of such Annual General Meeting; together with:
  - (i) an Agenda for such Annual General Meeting;

- (ii) in the case of a proposed Special Resolution to be considered at the Annual General Meeting, notice of intention to move the same as a Special Resolution; together with a copy of the motion for the Special Resolution containing its terms;
  - (iii) a copy of each motion for an Ordinary Resolution to be considered at the Annual General Meeting;
  - (iv) a copy of the Minutes of the last Annual General Meeting;
  - (v) copies of all reports, statements and accounts to be considered by the members at the Annual General Meeting; and
  - (vi) a list of all nominations received for all positions subject to election at the Annual General Meeting.
- (d) Where the nature of the business to be dealt with at a Special General Meeting calls for consideration of one or more motions for a Special Resolution or Special Resolutions, at least 21 days' notice of the date, time and venue of such Special General Meeting shall be given by the Secretary to members; together with:
  - (i) an Agenda for such Special General Meeting;
  - (ii) in the case of each proposed Special Resolution, notice of intention to move the same as a Special Resolution; together with a copy of the motion for the Special Resolution containing its terms and;
  - (iii) a copy of each motion for an Ordinary Resolution to be considered at the Special General Meeting.
- (e) Save for Special General Meetings:
  - (i) convened under **clause 10.3(e)**; or
  - (ii) at which the nature of the business to be dealt with calls for consideration of one or more motions for a Special Resolution or Special Resolutions;

at least 14 days' notice of the date, time and venue of a Special General Meeting shall be given by the Secretary to the members; together with:

- (A) an Agenda for such Special General Meeting; and
- (B) a copy of each motion for an Ordinary Resolution to be considered at the Special General Meeting.

- (f) A member who seeks to raise any business at a General Meeting may give notice in writing of the matter or matters to the Secretary; who, subject to **clauses 10.4(c), 10.4(d) and 10.4(e)**, shall include notice of such matter or matters in the Agenda for the next General Meeting.

#### **10.5 Cancellation or Postponement of General Meetings**

Where a General Meeting is convened by the Committee, the Committee may, if it thinks fit, and subject to **clause 10.2**, cancel the same or postpone it to a date, time and venue the Committee may determine. This clause does not apply to a General Meeting convened by:

- (a) the Committee under **clause 10.3(d)**; or
- (b) Members under **clause 10.3(e)**.

#### **10.6 Written Notice of Cancellation or Postponement of a General Meeting**

Written notice of the cancellation or postponement of a General Meeting must be given to each Member, and such written notice must state the reason or reasons for the cancellation or postponement.

#### **10.7 Contents of Notice Postponing A General Meeting**

A written notice postponing a General Meeting must, in addition to the matters referred to in **clause 10.6**, specify:

- (a) the new date and time for the General Meeting; and
- (b) the venue for the General Meeting; which venue may be either the same or a different venue to the venue specified in the notice originally convening the General Meeting.

### **10.8 Number of Clear Days for Postponement of a General Meeting**

The number of clear days from the giving of a written notice postponing a General Meeting to the date specified in that notice for the postponed General Meeting must not be less than the number of clear days' notice of that General Meeting required to be given by **clause 10.4**.

### **10.9 Non-Receipt of Notice**

The non-receipt of a written notice convening, cancelling or postponing a General Meeting by, or the accidental omission to give such written notice to, a member does not invalidate:

- (a) that General Meeting;
- (b) any resolution passed at that General Meeting or at a postponed General Meeting; or
- (c) the cancellation or postponement of that General Meeting.

## **11. PROCEEDINGS AT GENERAL MEETINGS**

### **11.1 Chairing a General Meeting**

- (a) The President, or, if the President is absent, unable or unwilling to act, the Vice-President, shall preside as Chairperson at each General Meeting.
- (b) If both the President and the Vice-President are absent, unable or unwilling to act, the Members present and entitled to vote at the General Meeting shall elect one of their number to preside as Chairperson at the General Meeting.

### **11.2 Requirement for a Quorum**

- (a) No item of business shall be transacted at a General Meeting unless a quorum of Members entitled to vote is present at the time the item of business is considered.
- (b) Eight Members present in person and entitled to vote constitute a quorum for the transaction of any business at a General Meeting.

- (c) If, within 30 minutes after the time appointed for the commencement of a General Meeting, a quorum of members is not present, the General Meeting shall:
  - (i) if convened by, or on the requisition of Members under **clause 10.3(d) or 10.3(e)**, be deemed to be closed; and
  - (ii) in any other case, stand adjourned to such other day, time and venue as the Chairperson may determine.
- (d) If, in the course of a General Meeting, a quorum ceases to be present, then the Chairperson may, in his or her absolute and unfettered discretion, either:
  - (i) adjourn the meeting to such other day, time and venue as the Chairperson may determine; or
  - (ii) immediately terminate the meeting.
- (e) If a quorum is not present at an adjourned General Meeting within 30 minutes after the time appointed for the commencement of the General Meeting, then those members present and entitled to vote shall constitute a quorum.

### **11.3 Conduct of General Meetings**

- (a) The Chairperson at a General Meeting:
  - (i) shall have charge of the general conduct of the General Meeting, and of the procedures to be adopted and applied during the General Meeting;
  - (ii) may require the adoption of any procedure which in his or her opinion is necessary or desirable for proper and orderly debate or discussion, and for the proper and orderly casting and recording of votes; and



- (iii) may terminate debate or discussion on any matter whatsoever where he or she considers it necessary or desirable for the proper conduct of the General Meeting.
- (b) Any decision taken by the Chairperson at a General Meeting in accordance with **clause 11.3(a)** shall be final.

#### **11.4 Adjournment of A General Meeting**

- (a) The Chairperson at a General Meeting:
  - (i) may, with the consent of the majority of the members; and
  - (ii) must, if so, directed by the majority of the members;
  - (iii) present and entitled to vote at a General Meeting at which a quorum is present:
    - (A) adjourn the General Meeting; or
    - (B) adjourn any business, motion, question, resolution, debate or discussion being considered, or remaining to be considered, at the General Meeting.
- (b) An adjournment effected under **clause 11.4(a)** may be either to:
  - (i) a later time during the same meeting; or
  - (ii) an adjourned date, time and venue agreed by a majority of the members present and entitled to vote at the General Meeting.
- (c) Only unfinished business shall be transacted at a General Meeting resumed after an adjournment effected in accordance with **clause 11.4(a)**.

#### **11.5 Notice of an Adjourned Meeting**

- (a) It shall not be necessary to give any notice of an adjournment of a General Meeting, or of the business to be transacted at any such adjourned General Meeting, unless the General Meeting is so adjourned for 30 days or more.

- (b) Where a General Meeting is adjourned for 30 days or more, at least that same period of written notice as was originally required for the General Meeting must be given for the adjourned General Meeting.

#### **11.6 Voting at General Meetings**

- (a) No member shall be entitled to vote at a General Meeting unless and until all monies due and payable to BVI by the member have been paid in full.
- (b) A member entitled to vote at a General Meeting may only vote in person.
- (c) On each occasion when a vote is taken at a General Meeting, whether by show of hands or by ballot, a person entitled to vote shall have one vote only.
- (d) The Chairperson at a General Meeting shall not have a casting vote.
- (e) Where an equal number of votes are cast during a General Meeting in favour of and against a motion for an Ordinary Resolution or on any other question, the motion shall not be carried, and the other question shall be deemed to have been lost (as the case may be).
- (f) At any General Meeting, a motion for a resolution put to the vote of the members entitled to vote shall be decided on a show of hands unless a poll is demanded under **clause 11.6(i)**, and the demand is not withdrawn.
- (g) A declaration by the Chairperson at any General Meeting that a motion for a resolution has, on a show of hands, been:
  - (i) carried; or
  - (ii) carried unanimously; or
  - (iii) carried by a particular majority; or
  - (iv) lost;
 and an entry to that effect in the Minutes of the General Meetings of the Company, are conclusive evidence of that fact.
- (h) Neither the Chairperson at the General Meeting nor the Minutes of the General Meetings of the Company need state, and it shall not be

necessary to prove, the number or proportion of the votes recorded for or against a motion for a resolution.

(i) A poll may be demanded on any question arising at a General Meeting (including a motion for a resolution) by:

- (i) the Chairperson of the General Meeting; or
- (ii) not less than five members present at the General Meeting and entitled to vote.

(j) If a poll is:

- (i) required by the Chairperson at a General Meeting in accordance with **clause 11.6(i)(i)**; or
- (ii) properly demanded by Members in accordance with **clause 11.6(i)(ii)**;

it shall be taken in the manner directed by the Chairperson; and the result of the poll shall be a resolution of the General Meeting at which the poll was demanded.

(k) A poll demanded at a General Meeting:

- (i) for the election of a Chairperson of the General Meeting in under **clause 11.1(b)**; or
- (ii) on the question of an adjournment of the General Meeting in under **clause 11.5(a)**;

must be taken immediately.

(l) A demand for a poll may be withdrawn.

(m) Save as required by **clause 11.4(a)**, a demand for a poll does not prevent a General Meeting continuing for the transaction of any business other than the question on which the poll is demanded.

(n) If there is a dispute about the admission or rejection of a vote cast in a poll conducted at a General Meeting, the Chairperson of the General Meeting shall decide the dispute, and such decision shall be final.

- (o) An objection to the right of an individual to attend or vote at a General Meeting (including an adjourned General Meeting) must be referred to the Chairperson of the General Meeting, whose decision, taken at that General Meeting, shall be final.
- (p) A vote not disallowed in accordance with **clause 11.6(o)** shall be valid for all purposes.

#### **11.7 Special Resolutions at General Meetings**

A resolution carried at a General Meeting shall be deemed to be a Special Resolution provided that:

- (a) not less than 21 days written notice was provided to the members in accordance with either **clause 10.4(c)** or **10.4(d)** of the motion for the resolution; and
- (b) not less than 75% of the members entitled in accordance with this Constitution to vote on the motion for the resolution voted in favour of the same at the General Meeting.

### **12. THE COMMITTEE OF BVI**

#### **12.1 Composition of the Committee**

- (a) From the time of the elections to be conducted at the 2019 Annual General meeting onwards, the Committee of BVI shall consist of the Office Bearers and six other Committee Members composed as per this **clause 12.1**.
- (b) The Office Bearers of BVI shall be:
  - (i) the President;
  - (ii) the Vice-President;
  - (iii) the Secretary; and
  - (iv) the Treasurer.
- (c) Of the 10 Committee Members referred to in **clause 12.1(a)**:
  - (i) Four shall be females elected to the Committee at elections reserved for female candidates only ("Reserved Elections"), with

such female Committee Members being referred to in this Constitution as "Reserved Committee Members"; and

- (ii) Six shall be persons elected to the Committee at elections conducted for candidates of any sex ("Open Elections"), with such Committee Members being referred to in this Constitution as "Open Committee Members".

## **12.2 Powers and Duties of The Committee**

- (a) The control, management, direction and business of BVI under this Constitution are, between General Meetings of BVI duly convened under this Constitution, vested in the Committee acting in accordance with this Constitution.
- (b) Subject to the Act and this Constitution, and without limiting **clause 12.2(a)**, the Committee is empowered to:
  - (i) perform all acts and do all things which may appear to the Committee to be necessary or desirable in the proper management of the affairs of BVI;
  - (ii) adopt such By-Laws for the proper management of BVI as may be consistent with this Constitution;
  - (iii) borrow or otherwise raise money for and on behalf of BVI;
  - (iv) charge any property or business;
  - (v) give any other security for a debt, liability or obligation of BVI;
  - (vi) develop and implement a strategic plan for BVI that is consistent and complimentary with any strategic plan developed by BA;
  - (vii) develop and implement policies (and, where appropriate, By-Laws) in relation to participants' protection, equal opportunity, equity, drugs in sport, health, safety, risk management, junior, senior and women's programs and such other matters as may arise from time to time; all such policies and By-Laws being

consistent with, and complementary to, any similar policies and Regulations developed by BA; and

- (viii) enter into and maintain any and all insurance contracts for and on behalf of BVI and its members and participants as the Committee may from time to time deem necessary or otherwise appropriate.

- (c) In the discharge of its functions, powers and responsibilities under this Constitution, the Committee shall at all times act:
  - (i) in accordance with, and in furtherance of, the objects of BA and of BVI; and
  - (ii) subject to the requirements of the Act and of this Constitution, in conformity with resolutions of the members in General Meeting.

### **12.3 Election of Committee Members**

- (a) The Committee Members in office prior to the elections conducted at the 2019 Annual General Meeting shall continue to hold office as such until the conclusion of the elections conducted at that Annual General meeting.
- (b) Elections for positions as Committee Members shall be conducted in accordance with **clause 12.4**.
- (c) At the 2019 Annual General Meeting:
  - (i) a Reserved Election shall first be conducted to elect four Reserved Committee Members; and then
  - (ii) an Open Election shall be conducted to elect six Open Committee Members.
- (d) Immediately prior to the Reserved Election and then the Open Election being conducted at the 2020 Annual General meeting, the Secretary shall determine the names of:
  - (i) two of the existing four Reserved Committee Members; and
  - (ii) three of the existing six Open Committee Members;

to retire at the conclusion of that Reserved Election and that Open Election respectively by drawing lots; with:

- (A) each of the two retiring Reserved Committee Members being deemed to be a candidate for election as a Reserved Committee Member at that Reserved Election unless she advises the Secretary to the contrary;
  - (B) each of the three retiring Open Committee Members being deemed to be a candidate for election as an Open Committee Member at that Open Election unless he or she advises to the contrary; and
  - (C) the remaining two existing Reserved Committee Members and three existing Open Committee Members continuing to hold office until the conclusion of the Reserved Election and the Open Election conducted at the 2021 Annual General Meeting respectively.
- (e) Subject to the requirements of **clauses 12.3(d), 12.5(a) and 12.6(a)**, each of the Reserved Committee Members and the Open Committee Members elected at each Annual General meeting shall hold office until the conclusion of the Reserved Election and the Open Election conducted at the second Annual General meeting following his or her election respectively; but each such Committee Member then retiring shall be eligible to stand for election at that second Annual General Meeting.
- (f) Immediately after each Annual General Meeting, the Committee Members shall conduct an election among their number at which they shall elect (by a show of hands or by a poll) from among their number successively:
- (i) the President;
  - (ii) the Vice President;
  - (iii) the Secretary; and

- (iv) the Treasurer;
- of BVI to hold office as such until the conclusion of the next Annual General Meeting.
- (g) If an Office Bearer is unable or unwilling to continue to act in the office to which he or she was elected under **clause 12.3(f)**, then the Committee Members shall immediately meet and elect (by a show of hands or by a poll) one of their number to serve in that office until the next Annual General Meeting.
  - (h) If, at an election conducted under either **clause 12.3(f)** or **clause 12.3(g)**, two or more candidates for the office of an Office Bearer are tied in voting, then the senior in age of the Committee Members present immediately, and in the view of all the other Committee Members present, determine which of such candidates shall be deemed to be elected by drawing lots.

#### **12.4 Conducting Elections of Committee Members**

- (a) To be eligible for election as a Committee Member, a person shall be:
  - (i) a Member; and
  - (ii) solvent within the meaning of the *Bankruptcy Act 1966 (Cth)*.
- (ab) A person who is or has been:
  - (i) a Member of;
  - (ii) a boxer or Boxing official registered with; or
  - (iii) a person in any other manner affiliated with;
    - a professional boxing or professional combat sporting organisation other than:
      - (A) AIBA;
      - (B) APB;
      - (C) WSB;



- (D) any organisational division or other entity established from time to time by BA under clause 3.2(a) of the BA Constitution; and/or
- (E) such other professional entity or entities as may be established or otherwise recognised by AIBA from time to time;

is ineligible for election as a Committee Member.

- (b) Following the provision by the Secretary of a notice to Members under **clause 10.4:**

- (i) an eligible female member may nominate as a candidate for election to the Committee as a Reserved Committee Member at the Annual General Meeting referred to in such notice; with each such nomination being deemed to be also a nomination of the eligible female member concerned as a candidate for election to the Committee as an Open Committee Member if she:
  - (A) is not elected as a Reserved Committee Member; and
  - (B) does not advise the Returning Office for the Open Election that she does not wish to be a candidate for election in the Open Election; and
- (ii) an eligible member of any sex may nominate as a candidate for election to the Committee as an Open Committee Member at the Annual General Meeting referred to in such notice.

- (c) Each nomination for election under **clause 12.4(b)(i)** must be:

- (i) in the form set out in **Appendix 2** to this Constitution; and
- (ii) lodged with the Secretary not less than 28 days prior to the date fixed for the holding of the Annual General Meeting at which such election is to take place in accordance with this Constitution.

- (d) Each nomination for election under **clause 12.4(b)(i)** must be:

- (i) in the form set out in **Appendix 3** to this Constitution; and
  - (ii) lodged with the Secretary not less than 28 days prior to the date fixed for the holding of the Annual General Meeting at which such election is to take place in accordance with this Constitution.
- (e) The Secretary must reject any nomination lodged with him or her:
  - (i) by a person who is not an eligible member, or is not female in the case of a nominee for election as a Reserved Committee Member; or
  - (ii) after the date for closure of nominations referred to in **clause 12.4(c)(ii)** or **clause 12.4(d)(ii)**.
- (f) The Secretary shall promptly advise every nominee in writing that his or her nomination has been received and shall in each case either confirm that the nomination is valid or otherwise advise the nominee of the reason or reasons why the nomination is invalid.
- (g) The Secretary shall declare each candidate for election as a Reserved Committee Member to be duly elected to the Committee if:
  - (i) nominations for election to the Committee as Reserved Committee Members have closed; and
  - (ii) the number of candidates is equal to the number of Reserved Committee Member positions on the Committee to be filled by the Reserved Election.
- (h) If no valid nomination for election as a Reserved Committee Member has been received by the Secretary by the close of nominations, then the Secretary shall declare that a casual vacancy exists for each of the Reserved Committee Member positions on the Committee which was to have been filled by the Reserved Election.

- (i) If the number of valid nominations for election as Reserved Committee Members is less than the number of positions on the Committee to be filled by the Reserved Election, then the Secretary shall declare:
  - (i) each candidate to be duly elected to the Committee; and
  - (ii) that a casual vacancy exists for each of the remaining Reserved Committee Member positions on the Committee which was to have been filled by the Reserved Election.
- (j) If there are more candidates for election as Reserved Committee Members than the number to be elected in the Reserved Election, then a preferential ballot for the available Reserved Committee Member positions shall be conducted at the Annual General Meeting by a Returning Officer who:
  - (i) shall be elected by the members present at the Annual General Meeting and entitled to vote;
  - (ii) maybe, but need not be, a member of BVI; and
  - (iii) shall not be a candidate for election to the Committee in either the Reserved Election or the Open Election.
- (k) The Secretary shall declare each candidate for election as an Open Committee Member to be elected to the Committee if:
  - (i) nominations for election to the Committee as Open Committee Members have closed; and
  - (ii) the number of candidates is equal to the number of Open Committee Member positions to be filled by the Open Election.
- (l) If no valid nomination for election as an Open Committee Member has been received by the Secretary by the close of nominations, then the Secretary shall declare that a casual vacancy exists for each of the Open Committee Member positions on the Committee which was to have been filled by the Open Election.

- (m) If the number of valid nominations for election as Open Committee Members is less than the number of positions on the Committee to be filled by the Open Election, then the Secretary shall declare:
  - (i) each candidate to be duly elected to the Committee; and
  - (ii) that a casual vacancy exists for each of the remaining Open Committee Member positions on the Committee which was to have been filled by the Open Election.
- (n) If there are more candidates for election as Open Committee members than the number to be elected in the Open Election, then a preferential ballot for the available Open Committee Member positions shall be conducted at the Annual General meeting by a Returning Officer:
  - (i) who shall be elected by the members present at the Annual General Meeting and entitled to vote;
  - (ii) who may be, but need not be, a member of BVI; and
  - (iii) who shall not be a candidate for election to the Committee in the Open Election.
- (o) The preferential ballot referred to in each of **clauses 12.4(g) and 12.4(n)** shall be conducted as follows:
  - (i) each voting member shall allocate a number beside the name of each nominee recorded on the ballot paper prepared and distributed by, or by the direction of, the Secretary; from number 1 for his or her most preferred nominee, through the list of nominees, and with his or her least preferred nominee on the ballot paper being allocated the highest number;
  - (ii) to be valid, a completed ballot paper must contain a number beside the name of each nominee recorded on the ballot paper, and the same number may not appear more than once on each ballot paper;

- (iii) the nominees with the lowest total number of valid votes cast in favour of each of them by the members voting in the election (being no more nominees than are necessary to fill the Committee positions to be filled by the election) shall be declared by the Returning Officer to have been duly elected to the Committee.
  - (iv) if two or more of the nominees receive the same total number of valid votes cast in favour of each of them by the members voting in the election, then, for the purpose of determining which of them shall have been elected to the Committee, and following a countback conducted by the Returning Officer, the tied nominee or nominees who has or have received the greatest number of first preference votes cast by members in the election shall be declared by the Returning Officer to have been duly elected to the Committee; and
  - (v) should the countback referred to in **clause 12.4(o)(iv)** fail to identify a nominee or nominees preferred by the members in the manner specified in that clause, then the Returning Officer shall draw the name or names of the tied nominees by lot so as to fill the vacant Committee position or positions (as the case may be), and that nominee or those nominees shall be declared by the Returning Officer to have been duly elected to the Committee.
- (p) For the purposes of an election to be conducted at an Annual General meeting to fill a casual vacancy among the Reserved Committee Members on the Committee under **clause 12.5(b)** (each of which elections shall be referred to as a "Reserved Committee Member Casual Vacancy Election"):

- (i) such Reserved Committee Member Casual Vacancy Elections shall be conducted immediately after the General Election conducted at the Annual General Meeting; and
  - (ii) those eligible female members:
    - (A) who have duly lodged nominations for election to the Committee under **clause 12.4(b)**, and whose nominations have not been withdrawn by the nominees prior to the Reserved Committee Member Casual Vacancy Election; and
    - (B) who have not been elected to the Committee in either the Reserved Election or the Open Election earlier conducted at the Annual General Meeting;
- shall be deemed to be nominees for election to the Committee in the Reserved Committee Member Casual Vacancy Election;
- (iii) the Secretary shall declare each eligible nominee to be duly elected to the Committee if the number of such nominees is equal to the number of Committee positions to be filled by the Reserved Committee Member Casual Vacancy Election;
  - (iv) if there are no such eligible nominees, then the Secretary shall declare that a casual vacancy exists for each of the Reserved Committee Member positions on the Committee which was to have been filled by the Reserved Committee Member Casual Vacancy Election; which casual vacancy may subsequently be filled in accordance with **clause 12.5(b)**.
  - (v) if the number of such eligible nominees is less than the number of Committee positions to be filled by the Reserved Committee Member Casual Vacancy Election, then the Secretary shall declare:

- (A) each such eligible nominee to be duly elected to the Committee; and
  - (B) that a casual vacancy exists for each of the remaining Reserved Committee Member positions which was to have been filled by the Reserved Committee Member Casual Vacancy Election; which casual vacancy may subsequently be filled in accordance with **clause 12.5(b)**; and
- (vi) if the number of such eligible nominees exceeds the number of Committee positions to be filled by the Reserved Committee Member Casual Vacancy Election, then a preferential ballot for the available Reserved Committee Member positions shall be conducted at the Annual General Meeting by a Returning Officer:
  - (A) who shall be elected by the members present at the Annual General Meeting and entitled to vote;
  - (B) who may be, but need not be, a member of BVI; and
  - (C) who shall not be a candidate for election to the Committee in either the Reserved Committee Member Casual Vacancy Election or in the Open Committee Member Casual Vacancy Election if there is to be such an election at the Annual General Meeting.
- (q) For the purposes of an election to be conducted at an Annual General meeting to fill a casual vacancy among the Open Committee Members on the Committee in accordance with **clause 12.5(b)** (each of which elections shall hereinafter be referred to as an "Open Committee Member Casual Vacancy Election"):
  - (i) such Open Committee Member Casual Vacancy Election shall be conducted immediately after the Reserved Committee Casual

Vacancy Election if there was one at the Annual General Meeting or, if there wasn't such an election, immediately after the Open Election conducted at the Annual General Meeting;

- (ii) those eligible members of either sex:
  - (A) who have duly lodged nominations for election to the Committee under **clause 12.4(b)**, and whose nominations have not been withdrawn by the nominees prior to the Open Committee Member Casual Vacancy Election; and
  - (B) who have not been elected to the Committee in the Reserved Election, the Open Election or the Reserved Committee Member Casual Election, if there was one, earlier conducted at the Annual General Meeting;

shall be deemed to be nominees for election to the Committee in the Open Committee Member Casual Vacancy Election;

- (iii) the Secretary shall declare each eligible nominee to be duly elected to the Committee if the number of such nominees is equal to the number of Committee positions to be filled in the Open Committee Member Casual Vacancy Election;
- (iv) if there are no such eligible nominees, then the Secretary shall declare that a casual vacancy exists for each of the Open Committee Member positions on the Committee which was to have been filled by the Open Committee Member Casual Vacancy Election; which casual vacancy may subsequently be filled in accordance with **clause 12.5(b)**;
- (v) if the number of such eligible nominees is less than the number of Committee positions to be filled by the Open Committee



Member Casual Vacancy Election, then the Secretary shall declare:

- (A) each such eligible nominee to be duly elected to the Committee; and
- (B) that a casual vacancy exists for each of the remaining Open Committee Member positions which was to have been filled by the Open Committee Member Casual Vacancy Election; which casual vacancy may subsequently be filled in accordance with **clause 12.5(b)**; and

(vi) if the number of such eligible nominees exceeds the number of Committee positions to be filled by the Open Committee Member Casual Vacancy Election, then a preferential ballot for the available Open Committee Member positions shall be conducted by a Returning Officer:

- (A) who shall be elected by the members present at the Annual General meeting and entitled to vote;
- (B) who may be, but need not be, a member of BVI; and
- (C) who shall not be a candidate for election to the Committee in the Open Committee Member Casual Vacancy Election.

(r) The preferential ballots referred to in each of **clauses 12.4(p)(vi)** and **12.4(p)(vi)** shall be conducted as follows:

- (i) each voting member shall allocate a number beside the name of each nominee recorded on the ballot paper prepared and distributed by, or by the direction of, the Secretary; from number 1 for his or her most preferred nominee, through the list of

nominees, with his or her least preferred nominee on the ballot paper being allocated the highest number;

- (ii) to be valid, a completed ballot paper must contain a number beside the name of each nominee recorded on the ballot paper, and the same number may not appear more than once on each ballot paper;
- (iii) the nominees with the lowest total number of valid votes cast in favour of each of them by the members voting in the election (being no more nominees than are necessary to fill the Committee positions to be filled by the election) shall be declared by the Returning Officer to have been duly elected to the Committee.
- (iv) if two or more of the nominees receive the same total number of valid votes cast in favour of each of them by the members voting in the election, then, for the purpose of determining which of them shall have been elected to the Committee, and following a countback conducted by the Returning Officer, the tied nominees or nominees who has or have received the greatest number of first preference votes cast by members in the election shall be declared by the Returning Officer to have been duly elected to the Committee; and
- (v) should the countback referred to in **clause 12.4(r)(iv)** fail to identify a nominee or nominees preferred by the members in the manner specified in that clause, then the Returning Officer shall draw the name or names of the tied nominees by lot so as to fill the vacant Committee position or positions (as the case may be), and that nominee or those nominees shall be declared by the Returning Officer to have been duly elected to the Committee.

- (s) Only members who have been members of BVI for a continuous period of six months or more immediately prior to a preferential ballot referred to in **clauses 12.4(j), 12.4(n), 12.4(p)(vi) and 12.4(p)(vi)** shall be entitled to vote in such ballot.

## **12.5 Casual Vacancies on The Committee**

- (a) For the purposes of this Constitution, a casual vacancy shall occur in the position of a Committee Member in the circumstances specified in either **clause Error! Reference source not found.(iv) and (v) or clause Error! Reference source not found.(iv) or (v)** or, if between elections of Committee Members, a Committee Member:
- (i) dies;
  - (ii) ceases to be a Member of BVI for any reason;
  - (iii) ceases to be a resident of Australia;
  - (iv) becomes a Professional;
  - (v) becomes insane or of unsound mind;
  - (vi) is absent from 4 consecutive Committee meetings without the consent of the Committee;
  - (vii) resigns from office as a Committee Member by a notice in writing provided either to the Secretary or to the President;
  - (viii) is directly or indirectly interested in any contract or proposed contract with BVI and fails to declare the nature of the interest as required by **clause 12.9(k)**; or
  - (ix) is removed from office under **clause 12.6(a)**.
- (b) In the event of a casual vacancy in the office of a Committee Member, the Committee shall, where possible, appoint an eligible member to fill the vacancy; and an eligible member so appointed shall hold office as a Committee Member, subject to this Constitution, until the office so vacated can be filled by an election conducted in accordance with this Constitution

at the next Annual General Meeting following the casual vacancy at which an election for the Committee is required to be conducted in accordance with this Constitution.

- (c) The Committee may perform any of its functions, and exercise any of its powers, notwithstanding that there may be at the time a casual vacancy or casual vacancies.

#### **12.6 Removal of Committee Members**

- (a) The members may, by a Special Resolution carried at a General Meeting, remove any Committee Member from office on the Committee prior to the expiration of that Committee Member's term of office as a Committee Member.
- (b) A Committee Member, in relation to whom a motion for a Special Resolution for removal in accordance with **clause 12.6(a)** has been proposed consistently with **clause 11.7**, may lodge a concise statement in writing as to his or her case with respect to the proposed removal with the Secretary or the President.
- (c) If a statement is lodged with the Secretary or President in accordance with **clause 12.6(b)**, the Secretary or President shall cause a copy of the statement to be forwarded to each member; and, if it is not so forwarded, the Committee Member whose removal is being sought by the proposed motion shall be entitled to require that the statement be read out at the General Meeting at which the motion is moved.

#### **12.7 Co-opted Committee Members**

- (a) The elected Committee Members may from time to time co-opt such person or persons as it deems necessary or appropriate to serve on the Committee as a Co-opted Committee Member or Co-opted Committee Members.

- (b) A person co-opted to the Committee in accordance with **clause 12.7(a)**:
  - (i) shall serve on the Committee for so long as the elected Committee Members shall deem fit; provided that such a Co-opted Committee Member:
    - (A) shall in any event not serve for longer than two years following his or her co-option unless again co-opted by the elected Committee Members; and
    - (B) may be removed as a Co-opted Committee Member by a resolution carried by a simple majority of members entitled to vote at a General Meeting;
  - (ii) shall be entitled to attend and speak at all General Meetings and at all meetings of the Committee; but shall not be entitled to vote at a General Meeting or at a meeting of the Committee; and
  - (iii) must otherwise meet and comply with both of the requirements of **clause 12.4(a)**.

#### **12.8 Duties of Office Bearers**

- (a) It is the duty of the President to chair General Meetings and meetings of the Committee; and the President shall have such other duties as may be vested in him or her from time to time by the members in General Meeting or by the Committee; consistently with this Constitution.
- (b) It is the duty of the Vice President to chair General Meetings and meetings of the Committee in the absence of the President; and the Vice President shall have such other duties as may be vested in him or her from time to time by the members in General Meeting or by the Committee; consistently with this Constitution.
- (c) It is the duty of the Secretary to:
  - (i) keep minutes of the names and addresses of all elected and Co-opted Committee Members;

- (ii) keep minutes of the names of all persons present at General Meetings and meetings of the Committee;
- (iii) keep minutes of all proceedings at General Meetings and meetings of the Committee; and
- (iv) do such other things as may be required of him or her under this Constitution; and

the Secretary shall have such other duties as may be vested in him or her from time to time by the members in General Meeting or by the Committee; consistently with this Constitution.

(d) It is the duty of the Treasurer to:

- (i) ensure that all monies due and payable to BVI are received or collected by BVI;
- (ii) ensure that all monies properly payable by BVI are duly paid;
- (iii) ensure that books of account and other financial records are properly kept for and on behalf of BVI consistently with the requirement of the Act; with such books and records properly recording the financial affairs of BVI, including all receipts received and all expenditure made, by or in connection with BVI and its activities;
- (iv) ensure that an annual statement of BVI's accounts is prepared consistently with the requirements of the Act;
- (v) ensure that each such annual statement of BVI's accounts is duly audited, and that such audit is conducted consistently with the requirements of the Act;
- (vi) on behalf of the Committee, ensure that an audited annual statement of BVI's accounts is presented to each Annual General Meeting of BVI consistently with the requirements of the Act;

- (vii) do such other things as may be required of him or her under this Constitution; and

the Treasurer shall have such other duties as may be vested in him or her from time to time by the members in General Meeting or by the Committee; consistently with this Constitution.

## **12.9 Committee Meetings**

- (a) The Committee shall meet at least 4 times in each consecutive period of 12 months on such dates, at such times and at such venues as the Committee in its absolute discretion may determine.
- (b) Additional meetings of the Committee may be convened from time to time by the President or by any other 2 members of the Committee.
- (c) Written or oral notice of a meeting of the Committee must be given by the Secretary to each other member of the Committee not less than 48 hours (or within such other period as may be unanimously determined by the Committee from time to time) prior to the time appointed for the holding of the meeting.
- (d) Notice of a meeting provided under **clause 12.9(c)** shall specify the venue, date and time for the meeting; and shall also specify the general nature of the business to be dealt with at the meeting.
- (e) No item of business shall be transacted at a Committee meeting unless a quorum of members of the Committee is present at the meeting at the time the item of business is considered.
- (f) Three members of the Committee present constitute a quorum for the transaction of any business at a Committee meeting.
- (g) If within half an hour after the appointed time for the commencement of a Committee Meeting, a quorum of members of the Committee is not present, the meeting shall stand adjourned to the same time 7 days thereafter at the same venue (unless another venue is specified at the

time of adjournment by the member of the Committee presiding; or is otherwise communicated by notice in writing by the Secretary to the other members of the Committee before the adjourned day).

- (h) If, at an adjourned Committee meeting, a quorum of members of the Committee is not present within half an hour after the appointed time for the commencement of the meeting, the meeting shall be deemed to be closed.
- (i) The President, or, if the President is absent, unable or unwilling to act, the Vice President, shall preside as Chairperson at a Committee meeting.
- (j) If both the President and the Vice President are absent, unable or unwilling to act, the remaining Committee Members present at a Committee meeting shall elect one of their number to preside as Chairperson of the meeting.
- (k) A Committee Member must declare to the Committee any conflict of interest that Committee Member might have in any financial, contractual or disciplinary matter, in any selection or appointment matter, or in any other matter arising in the business and affairs of the Committee or BVI; and, unless otherwise unanimously sanctioned by the other members of the Committee, shall absent himself or herself from discussion of the matter, and shall not in any event be entitled to vote in respect of the matter.
- (l) All declarations of conflict of interest made by a Committee Member in conformity with **clause 12.9(k)** shall be minuted by the Secretary in the Minute Book of the committee.

#### **12.10 Sub-Committees**

- (a) The Committee may, by written instruments of delegation, delegate to one or more Sub-Committees established by the Committee the exercise of



such functions or powers of the Committee as may be specified in the instruments of delegation, other than:

- (i) any function or power vested by the Act or otherwise by law in the Committee; and
  - (ii) a power of delegation.
- (b) Each Sub-Committee shall be composed of such:
  - (i) Committee Members and/or
  - (ii) other persons
 as the Committee may from time to time determine.
- (c) A function or power of the Committee duly delegated to a Sub-Committee is subject, to such conditions as to the performance of any function, or the exercise of any power, as may be specified in the instrument of delegation.
- (d) Notwithstanding any delegation of a function or power to a Sub-Committee under **clause 12.10(a)**, the Committee may at any time, and from time to time, continue to itself perform the function, or exercise the power, so delegated.
- (e) Any act or thing done or suffered by a Sub-Committee acting in the performance of a function, or in the exercise of a power, delegated to the Sub-Committee in accordance with **clause 12.10(a)** shall have the same force and effect as it would have had if it had been done or suffered by the Committee.
- (f) A Sub-Committee may, subject to and consistently with its instrument of delegation and with **clause 12.10**, meet, deliberate, act and adjourn as it may think proper and appropriate.
- (g) The Committee may, by instrument in writing:
  - (i) abolish any Sub-Committee; or

- (ii) revoke or amend any instrument of delegation to a Sub-Committee.

#### **12.11 Voting at Committee and Sub-Committee Meetings**

- (a) A question arising at a Committee or Sub-Committee meeting shall be decided by a majority of votes of:
  - (i) elected Committee Members present and voting in the case of a Committee meeting; and
  - (ii) Sub-Committee members present and voting in the case of a Sub-Committee meeting;
 with each person so voting having one vote only on a matter arising for decision.
- (b) The Chairperson at a Committee or Sub-Committee meeting shall not have a casting vote.
- (c) Where an equal number of votes are cast during a Committee or Sub-Committee meeting in favour of and against a motion for a resolution, or on any other question, the motion shall not be carried, and the other question shall be deemed to have been lost (as the case may be).
- (d) At any Committee or Sub-Committee meeting, a motion for a resolution, or any other matter put to the vote, shall be decided on a show of hands.

#### **12.12 Telecommunication Meetings of The Committee**

- (a) A Telecommunications Meeting of the Committee is a meeting of the Committee conducted by:
  - (i) telephone;
  - (ii) an audio-visual link; or
  - (iii) some other instantaneous, electronic means first approved by the Committee.
- (b) Subject to the requirements of **clause 12.12(d)**, a Committee meeting may be held in the form of a Telecommunications Meeting provided that:

- (i) the number of Committee Members participating in such meeting is not less than a quorum required by **clause 12.9(f)** for a Committee meeting; and
  - (ii) such Telecommunications Meeting is otherwise convened and conducted in accordance with the requirements of this Constitution.
- (c) All provisions of this Constitution relating to Committee meetings apply with respect to a Telecommunications Meeting, and to all business which may be transacted at such a Telecommunications Meeting, to the extent that such provisions are not inconsistent with the requirements of **clauses 12.12(b) and 12.12(d)**.
- (d) The following additional provisions apply to a Telecommunications Meeting:
  - (i) all persons participating in the Telecommunications Meeting must be linked to each other by telephone, audio-visual link or other instantaneous election means approved by the Committee for the purposes of the meeting;
  - (ii) each person taking part in the Telecommunication Meeting must be able to hear and be heard by each other person taking part at the commencement of the meeting; and each person so taking part shall be deemed for the purposes of this Constitution to be present at the meeting;
  - (iii) at the commencement of the Telecommunications Meeting, each person participating in such meeting must announce his or her presence and name to all other persons taking part in such meeting;
  - (iv) a person participating in a Telecommunication Meeting shall not leave such meeting by disconnecting his or her telephone, audio-

visual connection or other instantaneous electronic connection prior to the conclusion of the meeting without first notifying the Chairperson of the meeting;

- (v) a person participating in a Telecommunication Meeting shall be conclusively presumed to have been present, and to have been part of a quorum, at all times during such meeting unless such person notified the Chairperson of the meeting of his or her intention to leave the meeting before leaving it; and
- (vi) a Minute of the proceedings of a Telecommunication Meeting shall be sufficient evidence of such proceedings, and of the observance of all matters required by the provisions of this Constitution and any other provision to be observed with respect such meeting, provided that such Minute is adopted as a correct record of the meeting at a subsequent Committee meeting.

- (e) For the avoidance of any doubt, and subject to the requirements of **clauses 12.12(b), (c) and (d)**:

- (i) a motion for a resolution may be considered; and
- (ii) a resolution may be carried;

in the course of a Telecommunications Meeting.

#### **12.12A Committee Resolutions Carried by Email**

The Committee may carry a motion for a resolution without a Committee meeting being held if:

- (a) notice by email of such motion is given by the mover of the motion (being an elected Committee member) to all other Committee Members; and
- (b) not less than 3 elected Committee Members vote in favour of the motion by emails sent to the mover of the motion and all other Committee Members.

### **12.13 Payments to Committee Members**

A Committee Member may not be paid for his or her services as a Committee Member but, with the approval of the Committee, may be:

- (a) subject to **clause 12.9(k)**, paid by BVI for services rendered to it other than as a Committee Member; and
- (b) reimbursed by BVI for his or her reasonable travelling, accommodation, meals, refreshments and like expenses when:
  - (i) attending, or travelling to or from, General Meetings and meetings of the Committee and Sub-Committees; or
  - (ii) otherwise engaged in the affairs of BVI.

### **12.14 Validity of Acts of Committee Members**

Every decision taken, and every act done:

- (a) at a Committee meeting;
- (b) at a Sub-Committee meeting; or
- (c) by a person acting as a Committee Member;

shall not be invalid only by reason of it being subsequently discovered that there was some irregularity or other defect in:

- (i) the election;
- (ii) the appointment; or
- (iii) the qualifications;

of one or more of the Committee Members, or that any such Committee Member had vacated his or her office as such in accordance with **clause 12.5**, at the time when such decision was taken or such act done.

13. **BVI DELEGATES AND ALTERNATIVE DELEGATES TO GENERAL MEETINGS OF BA**

**13.1 Appointment of Delegates and Alternative Delegates**

- (a) The Committee shall from time to time appoint an eligible member (not being a Director of BA) to represent BVI at General Meetings of BA as its Delegate.
- (b) The Committee may from time to time appoint an eligible member (not being a Director of BA) to act as BVI's Alternative Delegate at General Meetings of BA, in lieu of its Delegate, for such period or periods as the Committee may deem necessary.

**13.2 Authority of Delegates and Alternative Delegates**

Each:

- (a) Delegate appointed under **clause 13.1(a)**; and
- (b) Alternative Delegate appointed under **clause 13.1(b)**;

shall be vested with the power and authority to represent BVI at General Meetings of BA and to cast BVI's vote at such General Meetings.

**13.3 Notices of Appointment of Delegates and Alternative Delegates**

The Secretary shall give notice to the Chief Executive Officer of BA of the appointment of each:

- (a) Delegate appointed under **clause 13.1(a)**; and
- (b) Alternative Delegate appointed under **clause 13.1(b)**;

as soon as practicable after such appointment, and in the manner required by BA under clause 10.10 of the BA Constitution.

14. **BVI FINANCES**

**14.1 BVI Funds**

- (a) The funds of BVI shall be derived from:
  - (i) entrance fees and annual membership subscription fees paid by members in accordance with this Constitution;

- (ii) entrance fees charged at events organised by or on behalf of BVI;
  - (iii) donations made to BVI; and
  - (iv) subject to the Act, any other law and any resolution duly carried by the Members on General Meeting in accordance with this Constitution, such other sources as the Committee may from time to time determine.
- (b) All money received by BVI shall be deposited as soon as practicable after receipt thereof, and without deduction, in a bank account for BVI opened in its name.
- (c) The Treasurer shall ensure that, as soon as practicable after receipt by BVI of any money, the payer of the money is provided with a written or electronic receipt, therefore.

#### **14.2 Use of BVI Funds**

- (a) Subject to the Act, any other law and any resolution duly carried by the Members in General Meeting in accordance with this Constitution, the funds of BVI are to be used in pursuit of the objects of BVI in such manner as the Committee may determine from time to time.
- (b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of BVI shall be signed by any two members of the Committee; being members first authorised to so sign by the Committee.

#### **14.3 BVI's Financial Year**

BVI's financial year, shall begin on the first day of January in each year and end on the last day of December in the same year.

## 15. CUSTODY AND INSPECTION OF BVI RECORDS

### 15.1 Custody of BVI Records

- (a) Consistently with the requirements of **clause 12.8(d)(iii)**, the Treasurer shall at all times keep in his or her custody, power or control all of the books of account and other financial records of BVI.
- (b) Save as provided by **clause 15.1(a)**, the Secretary shall at all times keep in his or her possession, power or control all Registers, records, books and other official documents relating to BVI.

### 15.2 Inspection of BVI Records

Without limiting **clauses 8.4(d)** and **8.4(e)** and subject to relevant privacy laws, the Secretary and the Treasurer shall permit any member of BVI to:

- (a) inspect, free of any charge, all Registers, books of account, financial records, other records, books and other official documents of, or relating to, BVI in his or her possession, power or control respectively; and
- (b) obtain a copy of any part or parts of any Register, book of accounts, financial record, other record, book and other official document of, or relating to, BVI:
  - (i) upon request made to the Secretary or the Treasurer (as the case may be); and
  - (ii) upon payment by the member to BVI of such fee or fees as the Committee may from time to time reasonably determine payable for such copying.

## 16. THE BVI COMMON SEAL, ITS CUSTODY AND ITS USE

### 16.1 The BVI Seal

BVI shall have a Common Seal.

### 16.2 Custody of The BVI Common Seal

The BVI Common Seal shall at all times remain in the custody and care of the Secretary.



### **16.3 Use of The BVI Common Seal**

- (a) The Common Seal of BVI shall not be affixed to any document save by authority of the Committee.
- (b) The affixation of the Common Seal of BVI to any document shall be attested by the signatures of two Committee Members.

## **17. THE OBLIGATIONS OF BVI TO BA**

### **17.1 Amendment of BVI Constitution**

- (a) No amendment shall be made to this Constitution unless under a Special Resolution carried at a General Meeting.
- (b) BV shall take all steps necessary to amend this Constitution:
  - (i) if so, required in writing by the Board from time to time; and
  - (ii) within such period of time as the Board may reasonably require; and provided that any such amendment is consistent with the BA Constitution and Regulations then in force and with the Act.
- (c) Other than as referred to in **clause 17.1(b)**, BVI shall not amend this Constitution unless the amendment or amendments is or are:
  - (i) consistent with the Constitution and Regulations of BA then in force and with the Act; and
  - (ii) first approved in writing by the Board.

### **17.2 Conflict between this Constitution and the BA Constitution**

- (a) Subject to the Act, in the event of any conflict between any provision in this Constitution and any provision in the BA Constitution from time to time, the provision in the BA Constitution shall prevail as if it was a provision in this Constitution in substitution for the conflicting provision in this Constitution.
- (b) If there is any ambiguity in the interpretation or application of any provision in this Constitution, then the same shall be interpreted or applied (as the case may be) consistently with the BA Constitution and Regulations.

### **17.3 Application of the Regulations of BA to BVI**

- (a) Regulations made by BA from time to time which:
- (i) relate to the administration, conduct or development of Amateur boxing;
  - (ii) relate to the conduct of boxing competitions; or
  - (iii) authorise BA, where appropriate, to test and/or discipline any person who is a member of BVI, or any boxer, boxing official or other individual, club, association or other entity who or which is registered or affiliated with BVI, in accordance with BA's Anti-Doping or Participants' Protection Regulations, as amended from time to time;

shall be taken to be, and shall be applied as, By-Laws of BVI from the time of their adoption by BA, subject only to the Act.

- (b) In the event of any conflict between a Regulation made by BA of a kind referred to in **clause 17.3(a)** and any By-Law (pre-existing or otherwise) adopted by BVI, then the Regulation of BA shall prevail to the exclusion of the By-Law of BVI to the extent of such conflict.
- (c) Without limiting the requirements and effects of **clauses 9.1, 9.2, 9.3, 17.3(a) and 17.3(b)**, BVI shall be taken at all times to authorise BA, where appropriate, to test and/or discipline BVI, the Members of BVI and all boxers, boxing officials, and other individuals, clubs, associations and other entities who or which are registered or affiliated with BVI, in accordance with the Constitution and Regulations of BA from time to time.

### **17.4 Provision of Records and Other Data to BA**

- (a) BVI shall provide BA with copies of its operational plans and budgets from time to time and within 30 days of any request in writing for the same by the Board.

- (b) BVI shall maintain a database of all of its members, and of all boxers, boxing officials and other individuals, officials, clubs, associations and other entities registered or affiliated with it; and shall provide a copy of such database to BA upon request from time to time made by the Board, in such form and by such means as may be required by the Board.

**17.5 Provision of Information and Assistance to BA if BVI Experiences Serious Administrative, Operational or Financial Difficulties**

BVI shall:

- (a) advise BA as soon as practicable of any serious administrative, operational or financial difficulties BVI is experiencing;
- (b) assist BA in investigating such issues; and
- (c) co-operate with BA in addressing such issues in whatever manner; including by consenting to BA appointing an Administrator to conduct and manager BVI's business and affairs, or by allowing BA itself to conduct all or part of the business or affairs of the Member Association, on such conditions as BA may consider appropriate.

**18. REGISTER OF BOXERS**

**18.1 Establishment of Register of Boxers**

- (a) The Secretary shall establish and maintain on behalf of BVI a Register of Boxers containing the information specified in **clause 18.1(b)**.
- (b) The Secretary shall be responsible at all times for ensuring that the Register of Boxers shall contain current information concerning:
  - (i) the name of each registered boxer (which registered boxer may be, but need not be, a number of BVI);
  - (ii) the address of each registered Boxer; and
  - (iii) such other information as may from time to time be required by the Committee.

## **18.2 Entry in The Register of Boxers**

- (a) Any person may apply in writing to the Committee, through the Secretary, to be a registered boxer and registered on the Register of Boxers; and all such applications shall be in the form set out in **Appendix 3** to this Constitution.
- (b) The Committee may, in the exercise of its absolute and unfettered discretion, refuse to register any applicant for registration on the Register of Boxers without necessarily providing any reason for such refusal.
- (c) Without limiting the generality of **clause 18.2(b)**, the Committee shall not register any applicant for registration on the Register of Boxers whilst that person is the subject of any current disqualification or suspension from competition as a boxer imposed by:
  - (i) BA in accordance with its Constitution; or
  - (ii) any other Member Association of BA, in accordance with the constitution of that Member Association.
- (d) No person shall be accepted by the Committee for entry on the Register of Boxers until he or she has provided the Committee with a notice in writing, duly executed by him or her, in which he or she agrees:
  - (i) to be bound by, and to observe, BA's Anti-Doping and Participants' Protection Regulations, as amended from time to time;
  - (ii) that BA's Anti-Doping and Participants' Protection Regulations, as amended from time to time, may be enforced against him or her;
  - (iii) that BA may test and, where appropriate, discipline him or her in accordance with BA's Anti-Doping Regulations, as amended from time to time; and

- (iv) that BA may conduct investigations and, where appropriate, discipline him or her in accordance with BA's Participants' Protection Regulations, as amended from time to time.
- (e) The Committee may, in the reasonable exercise of its discretion, adopt a By-Law or By- laws to govern the obligations from time to time required of boxers seeking registration and/or of registered boxers; which obligations may include (but are not limited to) obligations to:
  - (i) provide such information to the Secretary as may be determined by the Committee;
  - (ii) pay such annual subscription or other fee or fees to BVI as may be determined by the Committee;
  - (iii) undergo such annual and other medical examinations as may be required by the Committee; and
  - (iv) comply with such requirements as to inoculations as may be required by the Committee.
- (f) Any registered boxer who, for any reason or reasons, fails to comply with an obligation required of him or her by a By-Law made under **clause 18(e)** shall stand suspended as a registered boxer until such time as either:
  - (i) he or she complies with such obligation; or
  - (ii) the Committee otherwise determines to lift such suspension.

### **18.3 Restrictions on Non-Registered Boxers**

No person shall be entitled to compete in any boxing competition, or participate as a boxer in any promotion, which is organised, controlled or sponsored by BVI unless duly registered by the authority of the Committee on the Register of Boxers; or otherwise similarly registered with another Member Association of BA or other association directly or indirectly affiliated with AIBA.

## 19. REGISTER OF BOXING OFFICIALS

### 19.1 Establishment of Register of Boxing Officials

- (a) The Secretary shall establish and maintain a Register of Boxing Officials on behalf of BVI.
- (b) The Secretary shall be responsible at all times for ensuring that the Register of Boxing Officials shall contain current information concerning:
  - (i) the name of each registered boxing official;
  - (ii) the address of each registered boxing official;
  - (iii) the category or categories of boxing officials to which each registered boxing official belongs; and
  - (iv) such other information as may from time to time be required by the Committee.

### 19.2 Entry in The Register of Boxing Officials

- (a) Any Boxing official may apply in writing to the Committee, through the Secretary, to be registered on the Register of Boxing Officials; and all such applications shall be in the form set out in **Appendix 4** to this Constitution.
- (b) The Committee may, in the exercise of its absolute and unfettered discretion, refuse to register any applicant for registration on the Register of Boxing Officials without necessarily providing any reason for such refusal.
- (c) Without limiting **clause 19.2**, the Committee shall not register any applicant for registration on the Register of Boxing Officials whilst that boxing official is the subject of any current disqualification or suspension as a boxing official imposed by:
  - (i) BA in accordance with its Constitution; or
  - (ii) any other Member Association of BA in accordance with the constitution of that Member Association.

- (d) No person shall be accepted by the Committee for entry on the Register of Boxing Officials until he or she has provided the Committee with a notice in writing, duly executed by him or her, in which he or she agrees:
  - (i) to be bound by, and to observe, BA's Anti-Doping and Participants' Protection Regulations, as amended from time to time;
  - (ii) that BA's Anti-Doping and Participants' Protection Regulations, as amended from time to time, may be enforced against him or her;
  - (iii) that BA may test and, where appropriate, discipline him or her in accordance with BA's Anti-Doping Regulations, as amended from time to time; and
  - (iv) that BA may conduct investigations and, where appropriate, discipline him or her in accordance with BA's Participants' Protection Regulations, as amended from time to time.
- (e) The Committee may, in the reasonable exercise of its discretion, adopt a By-Law or By- laws to govern the obligations from time to time required of Boxing officials seeking registration and/or registered Boxing officials; which obligations may include (but are not limited to) obligations to:
  - (i) provide such information to the Secretary as may be determined by the Committee; and
  - (ii) pay such annual subscription or other fee or fees to BVI as may be determined by the Committee.
- (f) Any registered Boxing official who, for any reason or reasons, fails to comply with an obligation required of him or her by a By-Law made under **clause 19.2(e)** shall stand suspended as a registered Boxing official until such time as either:
  - (i) he or she complies with such obligation; or

- (ii) the Committee otherwise determines to lift such suspension.

### **19.3 Restrictions on Non-Registered Boxing Officials**

No Boxing official shall be entitled to officiate in any capacity as a Boxing official at any boxing competition, or at any boxing promotion, which is organised, controlled or sponsored by BVI unless duly registered by the authority of the Committee on the Register of Boxing Officials; or otherwise similarly registered with another Member Association of BA or other association directly or indirectly affiliated with AIBA.

## **20. PROVISION OF NOTICES**

- (a) For the purposes of this Constitution, a notice may be validly forwarded or provided to a Member:
  - (i) by delivering it personally to that Member;
  - (ii) by posting it by ordinary pre-paid post to the registered or last known postal address of that Member; or
  - (iii) by forwarding it by facsimile transmission, email or such other form of electronic transmission as may be nominated by that Member.
- (b) For the purposes of this Constitution, a notice shall be presumed to have been received by a Member, unless the contrary is proved, in the case of a notice:
  - (i) delivered personally to that member, on the date on which it was so delivered;
  - (ii) posted by ordinary pre-paid post, on the date on which it would have been received in the ordinary course of such post; and
  - (iii) forwarded by facsimile transmission, email or some other form of electronic transmission, on the date it was so transmitted; save only that if the electronic instrument from which the notice was



transmitted produced a written or electronic report indicating that the notice was transmitted on some later date, on that date.

21. **TIME**

Subject to the requirements of the Act and with the other laws of Victoria, where this Constitution requires something to be done by a particular time, or within a particular period, or that an event is to occur or a circumstance is to change on or by a particular date, the Committee may, in its absolute and unfettered discretion, extend that time, period or date as it considers fit.

22. **BOXING VICTORIA ORDER OF MERIT**

- (a) BVI in General Meeting may by Ordinary Resolution confer on any person BVI may consider:
  - (i) has rendered outstanding service to BVI and/or the sport of amateur boxing in Victoria; or
  - (ii) is otherwise deserving of such recognition;
 a Boxing Victoria Order of Merit.
- (b) The Committee may make such By-Laws as it may deem appropriate relating to Boxing Victoria Orders of Merit and their award.

23. **EXCESS PROPERTY ON WINDING UP**

**23.1 Distribution of Excess Property on Winding up or Dissolution of BVI**

- (a) If, on the winding up or dissolution of BVI, and after satisfaction of all its debts and other liabilities, any property of BVI remains unallocated, that property must be given or transferred to another body or bodies:
  - (i) which has or have objects similar to those of BVI; and
  - (ii) whose constitution or constitutions prohibits or prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed under this Constitution.

- (b) The bodies or body whom property of BVI shall be given or transferred in accordance with **clause 23.1(a)** shall be determined:
  - (i) by the Members of BVI in General Meeting at or before the time of winding up or dissolution; or
  - (ii) failing a determination under **clause 23.1(b)(i)**, by a Judge who has, or who may acquire, jurisdiction to make a determination in this matter.

**APPENDIX 1****Application for Membership of Boxing Victoria (BVI)**

Application by (insert full name):

of (insert address):

hereby make application to become a Member of BVI.

I agree:

- (a) to be bound by, and to observe, the Anti-Doping and Participants' Protection Regulations of Boxing Australia (BA), as amended from time to time (in this form BA Regulations);
- (b) that the BA Regulations may be enforced against me;
- (c) that BA may test and, where appropriate, discipline me in accordance with the BA Regulations; and
- (d) that BA may conduct investigations and, where appropriate, discipline me in accordance with the BA Regulations; and that

I am not the subject of a current resolution of:

- (e) expulsion and disqualification from membership of BVI;
- (f) suspension, expulsion or disqualification imposed by BA or;
- (g) suspension of, or expulsion and disqualification from, membership of any other association that is a member of BA; and that

I comply with, and will continue to comply with all of the other requirements for membership of BVI stipulated in clause 8.2 of the BVI Constitution , which clause I hereby acknowledge that I have read.

Signed:

Date:

Date received by the Secretary of BVI:

**APPENDIX 2**

**Nomination for Election as A Reserved Committee Member of Boxing Victoria (BVI)**

I (insert full name):

of (insert address):

hereby nominate for election as a Reserved Committee Member of BA.

Signed:

Date:

Date received by the Secretary of BVI:

**APPENDIX 3**

**Nomination for Election as An Open Committee Member of Boxing Victoria (BVI)**

I (insert full name):

of (insert address):

hereby nominate for election as an Open Committee Member of BVI.

Signed:

Date:

Date received by the Secretary of BVI:

#### **APPENDIX 4**

### **Application for Registration as A Boxer With Boxing Victoria (BVI)**

I, (insert full name):

of (insert address):

hereby make application to become a Registered Boxer with BVI.

I am:

- (a) a resident of Australia;
- (b) at least 10 years of age;
- (c) of good character;
- (d) not a professional;
- (e) not insane or of unsound mind; and
- (f) not the subject of any current disqualification or suspension from competition as a boxer imposed by:
  - (i) BVI;
  - (ii) Boxing Australia (BA) or;
  - (iii) any other association that is a member of BA.

I agree:

- (a) to be bound by, and to observe, BA's Anti-Doping and Participants' Protection Regulations, as amended from time to time (in this form BA Regulations);
- (b) that the BA Regulations, may be enforced against me;
- (c) that BA may test and, where appropriate, discipline me in accordance with the BA Regulations, and
- (d) that BA may conduct investigations and, where appropriate, discipline me in accordance with the BA Regulations.

Signed:

Date:

Date received by the Secretary of BVI:

**APPENDIX 5**

**Application for Registration as A Boxing Official With  
Boxing Victoria (BVI)**

I, (insert full name):

of (insert address):

request to be registered by BVI as a (insert category/categories of Boxing Official):

I am not the subject of any current disqualification or suspension imposed by:

- (a) BVI;
- (b) Boxing Australia (BA) or;
- (c) other association that is a member of BA.

I agree:

- (a) to be bound by, and to observe, BA's Anti-Doping and Participants' Protection Regulations, as amended from time to time (in this form BA Regulations);
- (b) that the BA Regulations, may be enforced against me; and
- (c) that BA may test and, where appropriate, discipline me in accordance with the BA Regulations.

Signed:

Dated:

Date received by the Secretary of BVI: