



Constitution

As Amended and Approved by Members on 1 March 2023

REGIONAL SPORT VICTORIA INCORPORATED (REG. NO A0028685E)

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Constitution of Regional Sport Victoria Incorporated (Reg. No A0028685E)

1. NAME

The name of the incorporated association is Regional Sport Victoria Incorporated (**RSV**).

2. INCORPORATION

RSV shall incorporate under the Act and shall remain incorporated.

3. OBJECTS OF ASSOCIATION

- (a) Regional Sport Victoria (RSV) is an alliance of the independent regional agencies which focus on supporting the sport and recreation sector (**Member agencies**). RSV seeks to represent the collective interest of the Member agencies and the regions they represent.
- (b) RSV aims to provide:
 - (i) advocacy and leadership for the Member agencies;
 - (ii) a forum for collaboration, strategic thinking and program development; and
 - (iii) a strong, consolidated, presence which leverages funding partners and positively influences the sport and recreation sector.

RSV ensures this by:

- (iv) facilitating and encouraging the sharing of ideas and resources between individual Member agencies;
- (v) representing the views of, and advocating on behalf of, Member agencies to government including relevant Ministers and other appropriate agencies, organisations and individuals within government;
- (vi) fostering positive relationships with any businesses and agencies that can support and assist the aims of the Member agencies;
- (vii) providing leadership and guidance in the continued development of the Member agencies;
- (viii) having regard to the public interest in its operations; and
- (ix) undertaking and or doing all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

4. POWERS OF ASSOCIATION

Solely for furthering the Objects set out above, RSV has in addition to the powers and functions under the Act, the legal capacity and powers of a company limited by guarantee as set out under section 124 of the *Corporations Act*.

5. INTERPRETATION AND DEFINITIONS

5.1 Definitions

In this Constitution, unless the contrary intention appears:

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

Annual General Meeting or **AGM** means a meeting of Members convened under **rule 13**.

Appointed Director means a member of the Board appointed under **rule 19.3**.

Board means the body managing RSV and consisting of the Directors under **rule 18.1(a)**.

By-Laws mean any by-laws made by the Board under **rule 25**.

Committee means any committee of the Board created under **rule 22.4**.

Constitution means this constitution of RSV as amended from time to time.

Delegate means a person appointed and authorised by each Member to represent the Member at General Meetings.

Director means a member of the Board and includes Elected Directors and Appointed Directors.

Elected Director means a member of the Board elected under **rules 19.1** and **19.2**.

Financial Year means the year ending 30 June in each year.

General Meeting means the annual or any special general meeting of RSV convened under **rule 15**.

Intellectual Property means all rights subsisting in copyright, business names, names, trade marks (or signs), logos, designs, equipment, images (including photographs, television, videos or films) or service marks (whether registered or registrable) relating to RSV or any event or activity of or conducted, promoted or administered by RSV.

Member means a member of RSV under **rule 7**.

Objects means the objects of RSV under **rule 3**.

Register means the register of Members kept under **rule 9.1**.

Relevant Documents means the records and other documents, however recorded compiled or stored, that relate to RSV and management of RSV and includes membership records, financial statements, financial records, and records and documents relating to transactions, dealings, business or property of RSV.

Seal means the common seal of RSV (if any) and includes any official seal of RSV.

Senior Staff Member means any person appointed under this Constitution pursuant to **rule Error! Reference source not found.**

Special Resolution means a resolution passed in accordance with the Act.

5.2 Interpretation

In this Constitution:

- (a) a reference to a rule, regulation, schedule or annexure is to a rule, regulation, schedule or annexure of, or made under, this Constitution;
- (b) words importing the singular include the plural and vice versa;
- (c) words importing any gender include the other genders;
- (d) headings are for convenience only and shall not be used for interpretation;
- (e) words or expressions shall be interpreted in accordance with the provisions of the Act as they vary from time to time;
- (f) references to persons include natural persons, corporations and bodies politic, and any legal personal representatives, successors and permitted assigns of that person;
- (g) except where the contrary intention appears, in this Constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act.
- (h) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction);
- (i) expressions referring to "writing" shall unless the contrary intention appears, be construed as including references to printing, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail; and
- (j) the model rules made under the Act are expressly displaced by this Constitution.

5.3 *Enforceability*

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision shall be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable. If it cannot be so read down the provision shall be severed to the extent of the invalidity or unenforceability. The remaining provisions of this Constitution and its validity or enforceability shall not be affected by the severance in any other jurisdiction.

6. **OPERATION OF CONSTITUTION**

RSV and the Members acknowledge and agree:

- (a) that they are bound by this Constitution and that this Constitution, operates to create uniformity in the way in which the Objects are to be conducted, promoted, encouraged, advanced and administered;
- (b) to not act in a way that is prejudicial to RSV or to each other;
- (c) to promote the economic and community services success, strength and stability of each other and to act interdependently with each other in pursuit of their respective objects; and
- (d) to act in the interests of RSV and the Members.

7. MEMBERSHIP OF RSV

7.1 Member agencies

- (a) The Members of RSV are the Member agencies.
- (b) Member agencies are Members, and will remain, eligible for membership of RSV so long as they remain incorporated and meet such other membership requirements (including any application and renewal processes) as may be set out in the By-Laws.
- (c) Each Member agency will be recorded as a Member upon payment by it of the annual membership fee.

7.2 Other Members

The Board may create other membership categories from time to time. The processes for, and rights and responsibilities of, such categories will be set out in the By-Laws. The Board cannot grant any new category of membership voting rights unless such decision is approved by a resolution in General Meeting.

7.3 Effect of Membership

Members acknowledge and agree that:

- (a) this Constitution constitutes a contract between each of them and RSV and that they are bound by this Constitution and the By-Laws;
- (b) they shall comply with and observe this Constitution and the By-Laws;
- (c) this Constitution and the By-Laws are necessary and reasonable for promoting the Objects of RSV;
- (d) neither membership of RSV nor this Constitution gives rise to any proprietary right of Members in, to or over, RSV or its property or assets; and
- (e) they are entitled to all benefits, advantages, privileges and services of their membership as determined by the Board.

7.4 Member rights

- (a) A Member who is entitled to vote has the right to:
 - (i) receive notice of General Meetings;
 - (ii) submit items of business for consideration at a General Meeting;
 - (iii) attend and be heard at General Meetings;
 - (iv) vote at a General Meeting; and
 - (v) engage and participate in any activity approved, sponsored or recognised by RSV.
- (b) A Member is entitled to vote if:

- (i) all monies due and payable by the Member have been paid in respect of the current financial year; and
 - (ii) the Member's membership rights are not suspended for any reason.
- (c) A right, privilege or obligation of a Member by reason of their membership of RSV:
- (i) is not capable of being transferred or transmitted to another person; and
 - (ii) terminates upon the cessation of membership whether by death, insolvency, resignation or otherwise.

7.5 *Liability of Members*

The liability of the Members of RSV is limited.

8. **SUBSCRIPTIONS AND FEES**

- (a) The Board shall determine the RSV budget annually. The Board shall determine subscription and any other fees payable by Members or categories of Members to RSV, the benefits which apply, the time for, and manner of payment, shall be determined by the Board from time to time.
- (b) The Board is empowered to prevent any Member whose subscription or any other fees are in arrears from exercising the whole or any of the rights or privileges of membership of RSV, including but not limited to the right to vote at General Meetings. There is no right to natural justice or any right of appeal where the Board exercises its power under this **rule 8(b)**.

9. **REGISTERS**

9.1 *RSV to Keep Register of Members*

RSV shall keep and maintain a Register of Members in which shall be entered:

- (a) the full name and address of the Member;
- (b) the date on which the Member became a Member;
- (c) whether the Member has been granted voting rights;
- (d) any other information determined by the Board;
- (e) the name and address and contact details of a Member's Delegate or any other authorised representative of a Member; and
- (f) for each former Member, the date of ceasing to be a Member.

9.2 *Changes to Member details*

Members shall provide notice of any change and required details to RSV within one month of such change.

9.3 *Inspection of Register*

Inspection of the Register will only be available as required by the Act and under **rule 36(b)**.

10. DISCONTINUANCE OF MEMBERSHIP

10.1 *Discontinuance by Notice of Resignation*

Unless this Constitution provides otherwise, a Member may resign or withdraw from membership of RSV by giving notice in writing to RSV of resignation or withdrawal. Such resignation or withdrawal takes effect 30 days from the date of the notice.

10.2 *Discontinuance by Failure to Pay Subscription*

- (a) A Member is taken to have resigned if:
- (i) the Member's annual subscription is outstanding for more than three (3) months after the date on which the annual subscription is due and payable; or
 - (ii) where no subscription is payable:
 - (A) a written request has been made to the Member to confirm that it wishes to remain a Member; and
 - (B) the Member has not, within one month after receiving that request, confirmed in writing that it wishes to remain a Member.
- (b) Any failure by RSV to enforce a resignation under **rule 10.2(a)** does not amount to a waiver by RSV of its rights nor does it mean the resignation is not of effect.
- (c) Should a sufficient explanation be made to the Board for the failure to pay a subscription or reason for not responding to a request, the Board may (but is not obliged to) restore membership upon payment of the amount due (if any).

10.3 *Amendment to the Register*

Where a Member resigns or is taken to have resigned under this **rule 10**, an entry, recording the date on which the Member ceased to be a Member, shall be recorded in the Register as soon as practicable in accordance with **rule 9.1(f)**.

10.4 *Forfeiture of Rights*

A Member who ceases to be a Member, for whatever reason, shall forfeit all rights in, and claims upon, RSV and its property and shall not use any equipment or other property of RSV including Intellectual Property. Any RSV documents, records or other property in the possession, custody or control of that Member shall be returned to RSV immediately.

10.5 *Membership may be Reinstated*

Membership which has been discontinued under this **rule 10** may be reinstated at the discretion of the Board, upon such conditions as it deems appropriate. The Board is not obliged to reinstate any former Member's membership. The Board is not obliged to give reasons where it declines to reinstate any former Member's membership and there is no right of appeal where the Board so declines.

10.6 *Refund of Membership Fees*

Membership fees or subscriptions paid by the discontinued Member may be refunded on a pro-rata basis to the Member upon discontinuance.

11. GRIEVANCES

- (a) The procedure set out in this **rule 11** applies to disputes arising solely in respect of this Constitution between a Member and:
 - (i) another Member; or
 - (ii) RSV.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within ten (10) days, hold a meeting in the presence of a mediator.
- (d) The mediator must be:
 - (i) a person chosen by agreement between the parties; or
 - (ii) in the absence of agreement in the case of a dispute between a Member and:
 - (A) another Member, a person appointed by the Board; or
 - (B) RSV, a person who is a mediator appointed by the President of the Law Institute of Victoria.
- (e) The mediator cannot have an interest in any Member who is a party to the dispute.
- (f) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (g) The mediator, in conducting the mediation, must:
 - (i) give the parties to the mediation process every opportunity to be heard; and
 - (ii) allow due consideration by all parties of any written statement submitted by any party; and
 - (iii) if the matter deals with the proprietary rights or livelihood of the Members involved, ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (h) The mediator must not determine the dispute.
- (i) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.
- (j) A Member who is the subject of a disciplinary procedure must not initiate a grievance procedure in relation to the matter which is the subject of the disciplinary procedure until the disciplinary procedure has been completed.
- (k) There is no appeal from a dispute (whether resolved or unresolved) under this **clause 11**.

12. DISCIPLINARY PROCEEDINGS

12.1 *Grounds for taking disciplinary action*

RSV may take disciplinary action against a Member under this **Rule 12** if it is determined by the Board that the Member:

- (a) has breached, failed or neglected to comply with this Constitution, the By-Laws or any policy, resolution or determination of the Board;
- (b) refuses to support the Objects;
- (c) has engaged in conduct prejudicial to RSV;
- (d) acted in a manner unbecoming of a member or prejudicial to the Objects and interests of RSV; or
- (e) brought RSV into disrepute.

12.2 *Disciplinary Committee*

- (a) If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a Member, the Board must appoint a Disciplinary Committee to hear the matter and determine what action, if any, to take against the Member.
- (b) The members of the Disciplinary Committee:
 - (i) must be independent of RSV¹ and the persons before the Disciplinary Committee;
 - (ii) must not have any interest or be biased against, or in favour of, the Member concerned.

12.3 *Notice to Member*

- (a) Before disciplinary action is taken against a Member, the Board must give written notice to the Member:
 - (i) stating that RSV proposes to take disciplinary action against the Member;
 - (ii) stating the grounds for the proposed disciplinary action;
 - (iii) specifying the date, place and time of the meeting hearing the disciplinary action; and
 - (iv) advising the Member that it may do one or both of the following:
 - (A) attend the hearing and address the Disciplinary Committee at the hearing;
 - (B) give a written statement to the Disciplinary Committee at any time before the Disciplinary Meeting.

¹ "Independent of RSV" means must not be an officer of RSV or of a Member agency.

- (b) The notice under **rule 12.3(a)** must be given no earlier than 28 days, and no later than 14 days, before the hearing is held.

12.4 *Decision of Disciplinary Committee*

- (a) At the hearing, the Disciplinary Committee must:
 - (i) give all parties an opportunity to be heard; and
 - (ii) consider any written statement submitted by any party.
- (b) After considering all available, relevant evidence and any submissions made by the parties the Disciplinary Committee may:
 - (i) take no further action against the Member;
 - (ii) reprimand the Member;
 - (iii) suspend the Membership rights of the Member for a specified period; or
 - (iv) expel the Member as a Member from RSV.
- (c) The suspension of Membership rights or the expulsion of a Member by the Disciplinary Subcommittee under this subrule takes effect immediately after the vote is passed.
- (d) The decision of the Disciplinary Committee is final and there is no appeal from that decision.

13. **ANNUAL GENERAL MEETINGS**

13.1 *AGM to be Held*

- (a) RSV shall convene and hold an AGM of its Members annually within five (5) months after the end of the Financial Year and in accordance with the Act.
- (b) The AGM shall, subject to the Act and to **rule 13.1(a)**, be convened at a time, date and venue to be determined by the Board in consultation with the Members.

13.2 *Business*

In addition to any business required to be transacted at the AGM under the Act, the business of the AGM shall include the following:

- (a) confirmation of minutes from the previous AGM and of any special general meeting held since then;
- (b) receive and consider:
 - (i) reports of the Board;
 - (ii) reports of auditors (if any);
 - (iii) financial statements of RSV; and
 - (iv) any other reports as determined by the Board,

- (c) election of office bearers (if applicable and in any relevant year);
- (d) confirmation of the appointment and fixing of the remuneration of auditors (if an audit is required under the Act); and
- (e) any other business of which notice is given under this Constitution.

13.3 *Additional Meetings*

The AGM shall be in addition to any other General Meetings that may be held in the same year. Any General Meeting other than an AGM is a special general meeting.

14. **SPECIAL GENERAL MEETINGS**

14.1 *Special General Meetings May be Held*

The Board may, whenever it thinks fit, convene a Special General Meeting of RSV and, where, but for this clause more than 15 months would elapse between AGMs, shall convene a Special General Meeting before the expiration of that period.

14.2 *Request for Special General Meetings*

- (a) The Secretary shall on the requisition in writing of 50% of Members entitled to vote convene a Special General Meeting.
- (b) The requisition for a Special General Meeting shall state the object(s) of the meeting, shall be signed by the Members making the requisition and be sent to RSV. The requisition may consist of several documents in a like form, each signed by one or more of the Members making the requisitions.
- (c) If the Board does not cause a Special General Meeting to be held within one month after the date on which the requisition is sent to RSV, the Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than three months after that date.
- (d) A Special General Meeting convened by Members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Board.

15. **GENERAL MEETINGS**

15.1 *Notice to be Given for General Meetings*

- (a) Notice of every General Meeting shall be given to every Member entitled to receive notice under **rule 7.4**, at the address appearing in the Register kept by RSV. The auditor (if any) and Directors shall also be entitled to notice of every General Meeting, which shall be sent to their last notified address. No other person shall be entitled as of right to receive notices of General Meetings.
 - (b) A notice of a General Meeting shall be in writing and shall specify the time, date and place of the meeting and shall state the business to be transacted at the meeting. Notice may be given in any form permitted under **rule 30**.
-

- (c) At least 21 days' notice of a General Meeting shall be given to those Members entitled to receive notice, together with:
 - (i) the agenda for the meeting;
 - (ii) any nominations for candidates to be elected to the Board received under **rule 19.1**;
 - (iii) any notice of motion received from Members under **rule 15.2(b)**; and
 - (iv) forms of authority in blank for proxy votes (if proxy voting is permitted).

15.2 *Business of Meeting*

- (a) No business other than that set out in the notice convening the meeting shall be transacted at the General Meeting.
- (b) A Member desiring to bring any business before a meeting shall give at least 30 days' notice in writing of that business to RSV. RSV shall include that business in a notice calling the next General Meeting after the receipt of the notice.

15.3 *Quorum*

No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings shall be 50%¹ of Members represented by their Delegates.

- (a) If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting:
 - (i) if convened upon the requisition of Members, shall be dissolved; and
 - (ii) in any other case, shall stand adjourned to:
 - (A) the same day in the next week at the same time and (unless Members are notified of an alternate venue) at the same place; or
 - (B) any date, time and place determined by the chairperson;
- and if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the meeting shall lapse.

15.4 *Chair*

The chair of the Board shall, subject to this Constitution, preside as chairperson at every General Meeting except:

- (a) in relation to any election for which the chair is a nominee; or
- (b) where a conflict of interest exists.

If the chair is not present, or is unwilling or unable to preside the deputy chairperson shall preside as chairperson for that meeting only.

¹ If the number of members entitled to vote becomes an even number the quorum will become 50% + 1.

15.5 *Chair May Adjourn Meeting*

- (a) The chair may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (b) When a meeting is adjourned for 30 days or more, a notice of the adjourned meeting shall be given as in the case of the original meeting.
- (c) Except as provided in **rule 15.5(b)** it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

15.6 *Use of technology*

- (a) A Member not physically present at a General Meeting may participate in the meeting by the use of any technology that allows that Member and the other Members present at the meeting to clearly and simultaneously communicate with each other.
- (b) A Member participating in a General Meeting under **rule 15.6(a)** is taken to be present at the meeting and, if the Member (being entitled to vote) votes at the meeting, is taken to have voted in person.

16. **VOTING AT GENERAL MEETINGS**

16.1 *Members entitled to Vote*

Each Member entitled to vote as set out in **rule 7.4** shall subject to **rule 16.2**, have one (1) vote at General Meetings which, subject to this Constitution, shall be exercised by the Member's appointed and authorised Delegate. Unless they are also a Delegate a Director shall have the right to attend and debate, but not vote, at General Meetings.

16.2 *Appointment of Delegate*

Each Member shall appoint a Delegate to attend and represent the Member at General Meetings of RSV. Each Member shall advise RSV in writing of its Delegate.

16.3 *Voting Procedure*

- (a) Subject to this **rule 16**, votes at a General Meeting shall be given by Delegates on behalf of their Members.
- (b) Subject to **rule 16.5**, all questions arising at a General Meeting shall be determined on a show of hands.

16.4 *Recording of Determinations*

Unless a poll is demanded under **rule 16.5**, a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of RSV shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

16.5 *Where Poll Demanded*

A poll may be demanded for any resolution put to the vote of the meeting (before or on the declaration of the result of the show of hands) by:

- (a) the chairperson; or
- (b) a simple majority of Members.

If a poll is duly demanded under this **rule 16.5**, it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

16.6 *Casting Vote*

Where voting at General Meetings is equal the motion shall be lost. The chairperson does not have a deliberative vote.

16.7 *Proxy and Postal Voting*

Unless otherwise determined by the Board, there shall be no proxy or postal voting on any matter.

17. **MINUTES OF GENERAL MEETINGS**

- (a) The Board must ensure that minutes are taken and kept of each General Meeting.
- (b) The minutes must record:
 - (i) the business considered at the meeting;
 - (ii) any resolution on which a vote is taken and the result of the vote; and
 - (iii) the names of persons present at all meetings.
- (c) In addition, the minutes of each AGM must include:
 - (i) any reports or financial statements submitted to the members at the AGM; and
 - (ii) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

18. **BOARD**

18.1 *Powers of Board*

- (a) The affairs of RSV shall be managed by the Board constituted under **rule 18.2**.
- (b) Subject to this Constitution and the Act, the Board:
 - (i) shall control and manage the business and affairs of RSV;
 - (ii) may exercise all such powers and functions as may be exercised by RSV other than those powers and functions that are required by this Constitution to be exercised by the Members in General Meeting;

- (iii) may, as appropriate, employ such personnel as are deemed necessary or appropriate from time to time and such appointments shall be for such period and on such conditions as the Board determines with the majority approval of the Board; and
- (iv) has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of RSV.

18.2 *Composition of Board*

The Board shall comprise:

- (a) up to five (5) Elected Directors who shall be elected under **rules 19.1** and **19.2**; and
- (b) up to two (2) Appointed Directors who may be appointed under **rule 19.3**.

18.3 *Portfolios*

- (a) The position of chairperson and deputy chairperson shall be appointed by the Board annually from amongst the Directors.
- (b) Subject to **rule 18.5** Directors may be re-appointed as chairperson or deputy chairperson.
- (c) If the Board considers it appropriate, in order to further the Objects, it may allocate Directors to specific portfolios, with specific responsibilities, as determined at the discretion of the Board.
- (d) Appointments under this **rule 18.3** shall be conducted by secret ballot and otherwise by such means as is prescribed by the Board.

18.4 *Right to Co-Opt*

It is expressly acknowledged that the Board may co-opt any person with appropriate experience or expertise to assist the Board in respect of such matters and on such terms as the Board thinks fit. Any person so co-opted shall not be a Director, and shall not exercise the rights of a Director, but shall act in an advisory role only.

18.5 *Term of Office of Directors*

- (a) Directors shall be elected or appointed in accordance with this Constitution for a term of two (2) years, and subject to this Constitution, shall hold office:
 - (i) if an Elected Director, from the conclusion of the AGM at which they were elected until the conclusion of the second following AGM Meeting; or
 - (ii) if an Appointed Director for up to two (2) years from the date of their appointment.
- (b) Three (3) Elected Directors shall retire in each even year and two (2) Elected Directors shall retire in each odd year until, after two (2) years the five (5) original elected Directors have retired after which those elected Directors (or their replacements) who first retired, shall retire and so on.
- (c) The sequence of retirements under **clause 18.5(b)** to ensure rotational terms shall be determined by the Board. If the Board can not agree it will be determined by lot.

- (d) Directors may be re-elected or re-appointed but can not serve as a Director for more than nine (9) consecutive years unless otherwise resolved by RSV in General Meeting.

19. ELECTION AND APPOINTMENT OF DIRECTORS

19.1 *Nominations of Elected Director Candidates*

- (a) RSV shall call for nominations for candidates to be elected as Elected Directors to the Board not less than 30 days prior to the AGM. When calling for nominations RSV shall also provide details of the necessary qualifications and job description for the positions (if any). Officers and employees of Member agencies are eligible to nominate however each Member agency can only nominate one (1) candidate. Qualifications and job descriptions shall be as determined by the Board from time to time.
- (b) Nominations of candidates for election as Elected Directors shall be:
 - (i) made by a Member in writing and accompanied by the written consent of the nominee (which may be endorsed on the form of nomination); and
 - (ii) delivered to RSV not less than 23 days before the date fixed for the holding of the AGM.

RSV shall send the nominations to the Members entitled to receive notice under **rules 7.4** and **15.1**.

- (c) If insufficient nominations are received to fill all available vacancies on the Board:
 - (i) the candidates nominated shall, subject to **rule 19.1(f)** and to declaration by the chairperson, be deemed to be elected; and
 - (ii) the remaining positions will be deemed casual vacancies under **rule 20.3**.
- (d) If the number of nominations received for particular offices is equal to the relevant vacancies to be filled, the persons nominated shall, subject to **rule 19.1(f)** and declaration by the chairperson, be deemed to be elected to the relevant office.
- (e) If the number of nominations for particular offices exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in alphabetical order, for each vacancy on the Board.
- (f) If the number of nominations received for particular offices is less than or equal to the relevant vacancies to be filled, the Members may still demand an election to elect nominees to office and if an election is so demanded that person must be elected under **rule 19.2** by a majority of voting Members present and voting.

19.2 *Voting procedures*

Elections shall be conducted by secret ballot and otherwise by such means as is prescribed by the Board.

19.3 *Appointed Directors*

- (a) The Elected Directors may appoint up to two (2) Appointed Directors.

- (b) The Appointed Directors shall have such skills which complement the Board composition and the strategic direction of RSV, but need not have experience in or exposure to sport.
- (c) The Board shall give due consideration to gender equity when considering and determining appointments of Appointed Directors.
- (d) The Elected Directors may remove any Appointed Director at any time.

20. VACANCY ON THE BOARD

20.1 *Grounds for Termination of Director*

The office of a Director becomes vacant if the Director:

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with their creditors generally;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (d) resigns their office in writing to RSV;
- (e) is absent from meetings of the Board held during a period of three months without having previously obtained leave of absence under **rule 21.5** or provided reasonable excuse for such absence;
- (f) is directly or indirectly interested in any contract or proposed contract with RSV and fails to declare the nature of their interest;
- (g) is removed from office in accordance with this Constitution;
- (h) if an officer or employee of a Member, that office or employment ceases for whatever reason; or
- (i) would otherwise be prohibited from being a director of a corporation under the *Corporations Act*.

20.2 *Removal of Director*

- (a) RSV in General Meeting may by Special Resolution remove any Director, before the expiration of their term of office and appoint another eligible person in their place to hold office until the expiration of the term of the first mentioned Director.
- (b) Where the Director to whom a proposed resolution referred to in **rule 20.2(a)** makes representations in writing to the Board and requests that such representations be notified to the Members, the Board may send a copy of the representations to each Member or, if they are not so sent, the Director may require that they be read out at the meeting, and the representations shall be so read.

20.3 *Casual Vacancy*

In the event of a casual vacancy in the office of any Director, the Board may appoint an eligible person to the vacant office and the person so appointed may continue in office up to the conclusion of the AGM at which the term of the previous appointee would have expired.

21. **QUORUM AND PROCEDURE AT BOARD MEETINGS**

21.1 *Convening a Board Meeting*

- (a) The Board shall meet as often as is deemed necessary for the dispatch of business. Subject to this Constitution the Board may adjourn and otherwise regulate its meetings as it thinks fit.
- (b) Unless all Directors agree to hold a meeting at shorter notice either by agreement that is sufficiently evidenced in writing or by their presence, or in accordance with **rule 21.2**, not less than seven (7) days' written notice of Board meeting shall be given to each Director.
- (c) Written notice of each Board meeting, specifying the general nature of the time, date and place of the Board meeting and the business to be transacted, shall be served on each Director by:
 - (i) delivering it to that Director personally;
 - (ii) sending it in writing, by any means of electronic communication (subject to receiving appropriate confirmation that the notice has been effectively dispatched);

in accordance with the Director's last notified contact details.
- (d) Notice may be given of more than one Board meeting at the same time.

21.2 *Urgent Board Meetings*

- (a) In cases of urgency, a meeting can be held without notice being given under **rule 21.1** provided that as much notice as practicable is given to each Director by the quickest means practicable.
- (b) Any resolution made at an urgent Board meeting must be passed by an absolute majority of the Board.

21.3 *Quorum*

- (a) At meetings of the Board the number of Directors whose presence is required to constitute a quorum is a majority of the Directors (so half the Board plus one (1)).
- (b) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week, or any date, time and place determined by the chairperson.
- (c) The Board may act notwithstanding any casual vacancy. If there are casual vacancies in the office of a Director such that the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, those Directors may

act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum or to call a General Meeting.

21.4 *Procedures at Board meetings*

- (a) At meetings of the Board, the chairperson shall chair the meeting. If the chairperson is absent or unwilling to act, the deputy-chairperson shall chair the meeting. If both the chairperson and deputy-chairperson are absent or unwilling to act the Board shall appoint one of its members to chair the meeting.
- (b) Questions arising at any meeting of the Board shall be determined on a show of hands, or if demanded by a Director, by a poll taken in such manner as the person presiding at the meeting may determine.
- (c) Questions arising at any meeting of the Board shall be decided by a majority of votes and a determination of a majority of Directors shall be deemed a determination of the Board. All Directors shall have one (1) vote on any question. The chairman may exercise a casting vote where voting is equal.
- (d) Voting by proxy at Board meetings is not permitted.
- (e) A resolution in writing signed or assented to by facsimile or other form of electronic communication by all the voting Directors, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Directors.
- (f) A Director not physically present at a Board Meeting may participate in the meeting by the use of any technology that allows that Director and the other Directors present at the meeting to clearly and simultaneously communicate with each other.
- (g) A Director participating in a Board Meeting under **rule 15.6(a)** is taken to be present at the meeting and, if the Director votes at the meeting, is taken to have voted in person.

21.5 *Leave of absence*

- (a) The Board may grant a Director leave of absence from Board meetings for a period not exceeding three months.
- (b) The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Director to seek the leave in advance.

21.6 *Material Personal Interests*

- (a) A Director who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board.
- (b) A general notice that a Director is to be regarded as having a material personal interest in a matter being considered is sufficient declaration for such Director and the said matter. After such general notice, it is not necessary for such Director to give a special notice relating to the said matter.
- (c) It is the duty of the secretary to record in the minutes any declaration made or any general notice as aforesaid given by a Director in accordance with this **rule 21.6**.

- (d) If a Director is unsure whether they have a material personal interest they must raise the issue with the Board who will consider and determine whether the Director has a material personal interest or not.

22. DELEGATED POWERS

22.1 *Board May Delegate Functions*

- (a) The Board may, by instrument in writing, create, establish or appoint from amongst its own employees (subject always to the employee's employment arrangements), members, or otherwise, special committees, sub-committees, individual officers and consultants to carry out such duties and functions, and with such powers, as the Board determines.
- (b) The Board may in the establishing instrument delegate such functions as are specified in the instrument, other than:
 - (i) this power of delegation; and
 - (ii) a function imposed on the Board by the Act or any other law, or this Constitution or by resolution of RSV in General Meeting.
- (c) At anytime the Board may by instrument in writing, revoke wholly or in part any delegation made under this clause, and may amend or repeal any decision made by such body or person under this clause.

22.2 *Exercise of Delegated Functions*

- (a) A function, the exercise of which has been delegated under this clause, may whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.
- (b) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the delegation.

22.3 *Procedure*

- (a) The procedures for any entity exercising delegated power shall, subject to this Constitution and with any necessary or incidental amendment required due to the nature of the delegation, be the same as that applicable to meetings of the Board under **clause 21**. This includes those rules governing conflicts of interest.
- (b) The entity exercising delegated powers shall make decisions in accordance with the Objects, and it shall promptly provide the Board with details of all material decisions.
- (c) The entity shall also provide any other reports, minutes and information required by the Board.

22.4 *Committees*

- (a) As set out in **rule 22.1**, the Board may establish and delegate any of its functions, powers or duties (except this power to delegate) to such committees as it thinks fit. The Board may recall or revoke any such delegation or appointment and may amend or repeal any decision made by such committee.

- (b) The Board may establish an unrestricted number of Committees.
- (c) The Board shall determine in writing the duties and powers afforded to any committee and the committee shall, in the exercise of such delegated powers, conform to any directions or By Laws that may be prescribed by the Board.
- (d) Unless otherwise determined by the Board a Director shall be an ex-officio member of any committee so appointed.

23. DUTIES

23.1 *General Duties*

- (a) As soon as practicable after being elected or appointed to the Board, each Director must become familiar with this Constitution and the Act.
- (b) The Board is collectively responsible for ensuring that RSV complies with the Act and that individual Directors comply with this Constitution.
- (c) In addition to any duties imposed by this Constitution, a Director must perform any other duties imposed from time to time by resolution at a General Meeting.
- (d) The Board must ensure that RSV complies with all requirements in the Act regarding financial statements.

23.2 *Secretary*

- (a) The Board must appoint a person to act as RSV's secretary under the Act.
- (b) The secretary must give the registrar under the Act notice of their appointment within 14 days after the appointment.
- (c) If the position of secretary becomes vacant, the Board must appoint a person to the position within 14 days after the vacancy arises.
- (d) The secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- (e) The secretary must:
 - (i) maintain the register of members in accordance with **rule 9**;
 - (ii) keep custody of the common seal (if any) of RSV and all books, documents and securities of RSV in accordance with **rules 26** and **31**;
 - (iii) subject to the Act and this Constitution, provide Members with access to the register of Members, the minutes of General Meetings and other books and documents; and
 - (iv) perform any other duty or function imposed on the secretary by this Constitution.

23.3 *Financial Duties*

- (a) The Board must:

- (i) receive all moneys paid to or received by RSV and issue receipts for those moneys in the name of RSV;
- (ii) ensure that all moneys received are paid into the account of RSV within 5 working days after receipt;
- (iii) make any payments authorised by RSV from RSV's funds;
- (iv) ensure that the financial records of RSV are kept in accordance with the Act;
- (v) coordinate the preparation of the financial statements of RSV and their submission to the AGM;
- (vi) ensure that the Board is regularly informed as to the status of the accounts and financial records of RSV;
- (vii) ensure that at least two (2) Directors have access to the accounts and financial records of RSV; and
- (viii) keep in their custody or under their control:
 - (A) the financial records for the current financial year; and
 - (B) any other financial records as authorised by the Board.

24. SENIOR STAFF MEMBER

24.1 Appointment of Senior Staff Member

A Senior Staff Member may be appointed by the Board for such term and on such conditions as it thinks fit. Any Senior Staff Member so appointed shall be an employee of RSV and report to the Board.

24.2 Broad power to manage

Subject to the Act, this Constitution, the By-Laws and any directive of the Board, any Senior Staff Member has power to perform all such things as appear necessary or desirable for the proper management and administration of the Association.

24.3 Senior Staff Member may employ

Any Senior Staff Member may employ such office personnel as are deemed necessary from time to time and such appointments may be for such period and on such conditions as the Senior Staff Member determines.

24.4 Senior Staff Member to attend meetings

Any Senior Staff Member is entitled, subject to a determination otherwise by the Directors, to attend all meetings of the Association, all meetings of the Directors and any committees and may speak on any matter, but does not have a vote.

25. MINUTES OF BOARD MEETINGS

- (a) The Board must ensure that minutes are taken and kept of each Board meeting.
- (b) As a minimum, the minutes must record:
 - (i) the business considered at the meeting;

- (ii) any resolution on which a vote is taken and the result of the vote; and
- (iii) any interest declared under **rule 21.6**.

26. BY LAWS

26.1 *Board to Formulate By-Laws*

The Board may formulate, issue, adopt, interpret and amend such By-Laws for the proper advancement, management and administration of RSV, the advancement of the Objects as it thinks necessary or desirable. Such By-Laws must be consistent with this Constitution. If any By-Laws are inconsistent with this constitution or the By-Laws shall be null and void and will be inapplicable.

26.2 *By Laws Binding*

All By-Laws made under this clause shall be binding on RSV and Members of RSV.

26.3 *Transitional Arrangements*

Notwithstanding any other rule of this Constitution, unless replaced or superseded by this Constitution the existing by-laws and policies of RSV shall be deemed By-laws from the date of adoption of this Constitution.

26.4 *Notices Binding on Members*

Amendments, alterations, interpretations or other changes to By Laws shall be advised to Members by means of notices approved and issued by the Board.

27. FUNDS, RECORDS AND ACCOUNTS

27.1 *Sources of Funds*

Subject always to this Constitution the Board will determine the:

- (a) sources from which the funds of RSV are to be, or may be, derived; and
- (b) manner in which such funds are to be managed.

27.2 *Management of funds*

- (a) RSV must open an account with a financial institution from which all expenditure of RSV is made and into which all of RSV's revenue is deposited.
- (b) The Board may authorise one (1) or more Directors or any Senior Staff Member appointed pursuant to this Constitution to expend funds on behalf of RSV up to a specified limit without requiring approval from the Board for each item on which the funds are expended. This may be as a part of a designated portfolio under **rule 18.3(c)**.
- (c) All funds of RSV should be deposited into the financial account of RSV no later than five (5) working days after the receipt.

27.3 *RSV to Keep Records*

- (a) RSV shall establish and maintain, in accordance with the Act and this Constitution, proper accounting and other records and minutes concerning all transactions, business, meetings and dealings of RSV and the Board. These records and minutes shall be produced as appropriate at each Board or General Meeting.
- (b) All records and minutes kept under **rule 26.3(a)** shall be kept in the care and control of the Board.

27.4 *Board to Submit Accounts*

The Board shall submit to the Members at the AGM the statements of account of RSV in accordance with this Constitution and the Act.

27.5 *Accounts Conclusive*

The statements of account when approved or adopted by an AGM shall be conclusive except as regards any error discovered in them within three months after such approval or adoption.

27.6 *Accounts to Members*

The Board shall cause to be sent or provided to all persons entitled to receive notice of the AGM under this Constitution, a copy of the statements of account, the Board's report, the auditor's report (if any) and any other document required under the Act.

28. **APPLICATION OF INCOME**

- (a) The income and property of RSV shall be applied solely towards the promotion of the Objects.
- (b) No portion of the income or property of RSV shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member or Director.
- (c) Nothing in this **rule 27** shall preclude payment to a Member or Director in good faith for expenses incurred or services rendered, including, but not limited to:
 - (i) any services actually rendered to RSV whether as an employee or otherwise;
 - (ii) goods supplied to RSV in the ordinary and usual course of operation;
 - (iii) interest on money borrowed from any Member;
 - (iv) rent for premises demised or let by any Member to RSV; or
 - (v) any out-of-pocket expenses incurred by the Member on behalf of RSV;

provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

29. **NEGOTIABLE INSTRUMENTS**

Subject to this Constitution, all cheques, promissory notes, banker's drafts, bills of exchange and other negotiable instruments, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two (2) duly authorised Directors or in such other manner as the Board determines.

30. **AUDITOR**

- (a) A properly qualified auditor or auditors shall be appointed, and the remuneration of such auditor or auditors fixed by RSV in General Meeting. The auditor's duties shall be regulated in accordance with the Act, or if no relevant provisions exist under the Act, in accordance with the *Corporations Act* and generally accepted principles, and/or any applicable code of conduct. The auditor may be removed by RSV in General Meeting or if necessary by the Board.
- (b) The accounts of RSV shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor or auditors at the conclusion of each Financial Year.

31. SERVICE OF NOTICES

- (a) Notices may be given to any person entitled under this Constitution to receive any notice by sending the notice by post to the Member's registered address or where available, by electronic mail to the Member's electronic mail address or by posting the notice prominently on RSV's website.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected at the time the letter would have been delivered in the ordinary course of post.
- (c) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected upon sending, unless a report advising the electronic mail message was not sent is received by the sender.
- (d) Where a notice is sent by posting on RSV's website service of the notice shall be deemed to be effected one day after the notice is posted on the website.

32. COMMON SEAL

- (a) RSV may have a Seal upon which its corporate name shall appear in legible characters.
- (b) The Seal shall not be used without the express authorisation of the Board. Every use of the Seal shall be recorded in RSV's minute book. Two directors must witness every use of the Seal, unless the Board determines otherwise.

33. REGISTERED ADDRESS

The registered address of RSV is:

- (a) the address determined from time to time by resolution of the Board; or
- (b) if the Board has not determined an address to be the registered address, the postal address of the secretary.

34. ALTERATION OF CONSTITUTION

This Constitution shall not be altered except by Special Resolution in accordance with the Act, and in compliance with all other procedures under the Act (if any).

35. INDEMNITY

- (a) Every Director, officer, auditor, manager, employee or agent of RSV shall be indemnified out of the property or assets of RSV against any liability incurred by him/her in their capacity as Director, officer, auditor, manager, employee or agent in defending any proceedings, whether investigatory, civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to them by the Court.
- (b) RSV shall indemnify its Directors, officers, managers and employees against all damages and costs (including legal costs) for which any such Director, officer, manager or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct in the case of:
 - (i) a Director or officer, performed or made whilst acting on behalf of and with the authority, express or implied of RSV; and
 - (ii) an employee, performed or made in the course of, and within the scope of their employment by RSV.
- (c) RSV may in its discretion pay any costs in advance.

36. DISSOLUTION

- (a) RSV may be wound up voluntarily by Special Resolution.
- (b) If RSV is wound up, the liability of the Members shall be limited to any outstanding monies due and payable to RSV, including the amount of the subscription payable in respect of the current Financial Year. No other amount is payable by the Member.
- (c) If upon winding up or dissolution of RSV there remains after satisfaction of all its debts and liabilities any surplus assets or property then such surplus assets or property shall be paid to and/or distributed amongst such of the Members as:
 - (i) have objects similar to the Objects; and
 - (ii) which prohibits the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on RSV by this Constitution.

If no Member meets these requirements then the organisations(s) to receive any distribution will be determined by such judge of the Supreme Court of Victoria or other Court as may have or acquire jurisdiction in the matter.

37. CUSTODY OF BOOKS AND OTHER DOCUMENTS

- (a) Except as otherwise provided in this Constitution, the Board shall keep in its custody or control all books, minutes, documents and securities of RSV.
- (b) If requested by a Member, the Board must permit such Member to inspect:
 - (i) the rules of RSV;
 - (ii) the minutes of each General Meeting.

Such request and inspection by a Member must be made in good faith and for a proper purpose.

- (c) Upon written request and payment of a fee determined by the Board from time to time, a Member may obtain a copy of the documents listed at **rule 36(b)**.
- (d) If requested by a Member and subject to the Act and the Board determining that the Member's request is in good faith and for a proper purpose, the Board may permit such Member to inspect the register of members.
- (e) Subject to the Act and **rules 36(b)** and **36(d)**, no Member is entitled to inspect the financial records, accounts, books, securities, minutes of Board meetings or other Relevant Documents of RSV, unless authorised in writing by the Board. Before granting such written authority under this **rule 36(e)** the Board must be satisfied that such inspection is reasonable, in good faith and for a proper purpose.

38. STRATEGIC FORUM

38.1 *Strategic Fora*

RSV shall hold at least three (3) strategic fora per year. The objects of the strategic fora are to:

- (a) inform the Board of significant membership issues;
- (b) assist the Board to design or review the Association's strategic plan and direction;
- (c) discuss statewide issues; and
- (d) provide feedback to the Board on the results of its governance decisions in practice at Member level.

38.2 *Attendees at Strategic Fora*

The following persons may attend strategic fora of RSV:

- (a) the Delegates of Members; and
- (b) up to four (4) other representatives from each Member; and
- (c) the Directors; and
- (d) such other persons as the Board or the Members consider should be invited including Sport and Recreation Victoria representatives and any Senior Staff Member appointed pursuant to this Constitution.

39. **PROCEDURAL IRREGULARITIES**

- (a) No decision of RSV, the Board or any Board authorised entity shall be invalid merely because of a failure to give proper notice under this Constitution or the By Laws or other irregularity in procedure required by this Constitution or the By Laws unless a person suffers substantial prejudice as a result of that failure to give proper notice or irregularity in procedure.
- (b) RSV, the Board or other Board authorised entity may confirm an earlier decision which may have been otherwise invalid because of a failure to give proper notice or other irregularity in procedure and the decision shall be deemed to be valid from the time it was originally made.