

**Australian International Shooting Limited  
("Company")**

**A Company Limited by Guarantee**

**Constitution**



*As amended by the Annual General Meeting held on the 21<sup>st</sup> day of November 2022.*



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## **1. Definitions and interpretation**

### **1.1. Definitions**

In this Constitution unless the contrary intention appears:

**“AISL Athletes Committee”** means the Committee established by the Directors under article 5.

**“Appointed Director”** means a Director who has been appointed pursuant to article 9.3.

**“Approved Competition”** means the events specified in By-Law 1, principally competitions relating to a discipline of competition target shooting on the medal program of the Olympic Games or the Commonwealth Games and other events/competitions specified under that By-Law.

**“Athletes’ Rights and Responsibilities Declaration”** means the Athletes’ Rights and Responsibilities adopted by the International Olympic Committee (IOC) on proposal of the IOC Athletes’ Commission as amended from time to time.

**“Board”** means the Directors acting as a board in accordance with this Constitution and the Corporations Act.

**“By-law”** means a by-law made under article 14.

**“Chief Executive Officer”** means a person appointed as chief executive officer of the Company by the Directors under article 13.

**“Committee”** means a committee established by the Directors under this Constitution.

**“Company”** means Australian International Shooting Limited, a company limited by guarantee.

**“Company Secretary”** means a person appointed as a company secretary of the Company from time to time and, where appropriate, includes an acting company secretary and a person appointed by the Directors to perform all or any of the duties of a company secretary of the Company.

**“Constitution”** means this constitution as amended from time to time, and a reference to a particular article is a reference to an article of this Constitution.

**“Corporations Act”** means the Corporations Act 2001 (Clth).

**“Director”** means a director of the Company.

**“Directors”** means all or some of the Directors of the Company acting as a board.

**“Elected Director”** means an Elected Director who has been elected as a Director pursuant to article 9 and includes the President.

**“Employee”** means a person who receives a financial payment from the Company or the Member (as the case may be) which is not a reimbursement for expenses. This also includes a person who receives a payment from a third



party for specific purposes, from funds paid by the Company or the Member (as the case may be) to the third party for such specific purposes.

**“Full Member”** means a Member admitted to the Company as a Full Member under article 4.2 or article 4.4.

**“general meeting”** means any meeting of the Members of the Company and includes an annual general meeting.

**“High Performance Program”** means a managed intervention program agreed with the Members which is designed to identify, recruit and develop talented athletes to achieve optimal performance in target shooting competitions.

**“International Federations”** means the ISSF and, subject to the agreement of Members in a general meeting, any other international shooting bodies to which the Company is affiliated.

**“ISSF”** means the International Shooting Sport Federation.

**“Member”** means a member of the Company.

**“Personal Information”** has the meaning given to it in section 6 of the Privacy Act 1988 (Clth).

**“President”** means the person elected by the Board as President of the Company from time to time under article 11.3 and who shall be an Elected Director.

**“Register of Interests”** means the register maintained by the Company Secretary under article 9.8(b).

**“Registered Office”** means the registered office of the Company from time to time.

**“Representative”** means a person duly appointed to represent a Member who is a body corporate at a general meeting of the Company in accordance with the Corporations Act and this Constitution.

**“State”** means a state or territory of the Commonwealth of Australia.

**“Statutes and Regulations”** means the Statutes and Regulations of International Federations in force from time to time.

**“Shooting”** means the sport of shooting as defined in the Statutes and Regulations.

## 1.2. Interpretation

- (a) In this Constitution:
  - (i) a reference to a Member present at a general meeting means the Member present in person or by proxy, attorney or Representative;
  - (ii) a reference to an annual general meeting in a calendar year is a reference to the annual general meeting required to be held by the Company in that calendar year under section 250N(2) of the Corporations Act; and
  - (iii) a reference to a document or instrument includes any amendments made to the document or instrument from time to time and, unless the contrary intention appears, includes a replacement to the document or instrument.
- (b) In this Constitution unless the contrary intention appears:
  - (i) words importing any gender include all other genders;
  - (ii) the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
  - (iii) a reference to an organisation includes a reference to its successors;
  - (iv) the singular includes the plural and vice versa;
  - (v) a reference to a law includes regulations and instruments made under it;
  - (vi) a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by a State or the Commonwealth or otherwise;
  - (vii) where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions or in any other manner approved by the Directors; and
  - (viii) “writing” and “written” includes printing, typing and other modes of reproducing words in a visible form including, without

limitation, any representation of words in a physical document or in an electronic communication or form or otherwise.

### **1.3. Corporations Act**

In this Constitution unless the contrary intention appears:

(a) an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Corporations Act, the same meaning as in that provision of the Corporations Act; and (b) “section” means a section of the Corporations Act.

The provisions of the Corporations Act that apply as replaceable rules are displaced by this Constitution and accordingly do not apply to the Company.

### **1.4. Headings**

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

### **1.5. “Include” etc**

In this Constitution the words “include”, “includes”, “including” and “for example” are not to be interpreted as words of limitation.

### **1.6. Powers**

A power, an authority or a discretion reposed in a Director, the Directors, a Committee, the Company in general meeting or a Member may be exercised at any time and from time to time.

## **2. Objects of Company**

### **2.1. Statement of Purpose**

The Company’s purpose is to represent the interests of competition target shooting as an affiliate or otherwise with International Federations, the Australian Sports Commission, the Australian Olympic Committee, Commonwealth Games Australia and other Member-endorsed bodies and to co-ordinate the participation by Australian athletes, coaches and officials in Approved Competitions.

### **2.2 Objects**

The objects for which the Company is established are to:

(a) secure and maintain affiliation with International Federations and other appropriate bodies;

- (b) select, or approve for selection, as appropriate, individual members of Full Members for participation in Approved Competitions overseas, including tours overseas by teams representing the Company;
- (c) manage the international accreditation of Australian participants involved in Approved Competitions overseas;
- (d) establish, conduct and manage High Performance Programs;
- (e) prevent gender, racial, religious or political discrimination or distinction;
- (f) make, adopt, vary and publish policies, rules, regulations, by-laws and conditions for the regulation of Approved Competitions conducted in Australia;
- (g) conduct, promote, provide for, manage and/or regulate competitions in Australia, including:
  - (i) Competitions conducted under the auspices of the ISSF and Oceania Shooting Federation;
  - (ii) competitions between visiting overseas teams, and between visiting overseas teams and teams representing the Company;
  - (iii) Approved Competitions of International Federations;
  - (iv) competitions to support the development of individual members of Full Members, including competition target shooters, coaches and officials, for preparation and selection to participate in Approved Competitions; and
  - (v) Competitions and programs conducted in preparation for and in connection with Approved Competitions;
- (h) co-operate with other bodies, including Members:
  - (i) in the promotion and development of participants to represent the Company in Approved Competitions; and
  - (ii) promote and respect the Athletes' Rights and Responsibilities Declaration within the Olympic Movement; and
- (i) otherwise, in relation to the achievement by the Company of its objects,
- (j) support Members in the development of competition target shooting, including the training of coaches and officials; and
- (k) take any other action which, in the opinion of the Directors, is in the best interests of the achievement of the Company's objects.

### **3. Income and payments**

#### **3.1 Application of income**

All the Company's profits (if any), other income and property, however derived, must be applied only to promote its objects.

#### **3.2 No dividends, bonus or profit to be paid to Members**

None of the Company's profits or other income may be paid or transferred to the Members, directly or indirectly, by any means.

#### **3.3 Payments in good faith**

Subject to article 9.9, article 3.2 does not prevent the payment in good faith to an officer or Member, or to a firm of which an officer or Member is a partner:

- (a) of reasonable remuneration for services to the Company;
- (b) for goods supplied to the Company in the ordinary course of business;
- (c) of interest on money borrowed from them by the Company at a rate not exceeding the rate fixed for the purposes of this article 3.3 by the Company in general meeting; or
- (d) of reasonable rent for premises let by them to the Company.

### **4. Membership**

#### **4.1. Categories of Members**

Membership of the Company will be divided into the following categories:

- (a) Full Members; and
- (b) such other categories of Members as may be admitted from time to time by special resolution of the Company.

#### **4.2. First Full Members**

At the time of adoption of this Constitution, the first Full Members of the Company, subject to article 4.6, are:

- (a) Australian Clay Target Association Inc;
- (b) National Rifle Association of Australia Limited;
- (c) Pistol Australia Inc;

- (d) Target Rifle Australia Inc;
- (e) Sporting Clays Australia Assoc.

#### **4.3. First Full Members – Fields of Interest**

The first Full Members shall, for the purposes of Approved Competitions in international competitive shooting, be deemed to have been assigned as at the date of adoption of this Constitution the field of interest as set out below:

- (a) Pistol Australia Inc. – pistol and revolver shooting;
- (b) Target Rifle Australia Inc. – shooting with rimfire, air and CO2 rifles of calibre not exceeding 5.7mm, or of devices with like configuration;
- (c) Australian Clay Target Association Inc. – all clay target competitions other than parcour de chasse;
- (d) National Rifle Association of Australia Limited – Full Bore Target Rifle of all calibres and ISSF 300m Rifle; and
- (e) Sporting Clays Australia Assoc. – clay target shooting (parcour de chasse or sporting clays) with shotguns.

#### **4.4. New Full Member**

Other national bodies and organisations in Australia responsible for the conduct of competition target shooting consistent with the objects of the Company shall be eligible to apply for membership of the Company as a Full Member but will be required to satisfy the following procedure to be admitted as a Full Member of the Company:

- (a) following nomination or recommendation by a Full Member of an entity as a new Full Member of the Company, the Directors will consider at a Directors meeting whether to recommend to the Members that that prospective Full Member should be admitted as a Full Member of the Company;
- (b) subject to paragraph (a), the Directors shall take all actions necessary to ensure that a resolution nominating the new entity as a Full Member is considered at a general meeting of the Company as soon thereafter as is reasonably practicable; and
- (c) if the resolution referred to in paragraph (b) is approved at a general meeting of the Company by an ordinary resolution of the Company then, subject to complying with article 4.6, the entity will become a new Full Member.

**4.5. LEFT BLANK**

**4.6. Admission as a Member**

A Member including those named at article 4.2, will become a Member and the Directors will direct the Company Secretary to record their name in the register of Members kept by the Company as a Member (in the relevant category of membership) only upon meeting the criteria applicable to membership and on receipt of a signed application in which the Member undertakes to:

- (a) be bound by this Constitution, the Statutes and Regulations, and those of the By-laws expressed to apply to it;
- (b) agree to pay the fees and subscriptions determined to apply to the Member under article 4.7; and
- (c) support the Company in the encouragement and promotion of its objects.

**4.7. Membership subscriptions**

- (a) The Board will set the fees annually.
- (b) Each Member must pay the Company the amounts determined according to this article 4.7 within 1 calendar month of such amount being due.

**4.8. Deferral or reduction of subscriptions**

The Directors may defer the obligations of a Member to pay a subscription or other amount, or reduce (including to zero) the subscription or other amount payable by a Member, if the Directors are satisfied that:

- (a) there are reasonable grounds for doing so;
- (b) the Company will not be materially disadvantaged as a result; and
- (c) the Member agrees to pay the deferred or (if greater than zero) the reduced subscription or other amount within a time fixed by the Directors.

**4.9. Expulsion and Discipline of Members**

If any Member is in breach of an undertaking provided pursuant to article 4.6 or is guilty of any conduct which in the opinion of the Board is unbecoming of a Member or prejudicial to the interest of the Company, the Directors may resolve to:

- (a) censure, fine or suspend the voting rights of the Member; or

- (b) make a recommendation to the general meeting for the termination of the membership of the Member.

#### **4.10. Termination of a Member**

- (a) Where the Directors have passed a resolution pursuant to article 4.9(b), then the following procedure shall apply:
  - (i) the Directors shall provide the Member the subject of the resolution notice of the resolution and details of the basis on which it was passed within 7 days; and
  - (ii) the Directors shall within 28 days of delivering the notice referred to in paragraph (i) convene a general meeting of the Company setting out the details referred to in paragraph (i) and proposing a resolution to terminate the membership of the Member.
- (b) The Member the subject of the proposed resolution referred to in paragraph (a)(ii) shall, at the general meeting, be given an opportunity of giving orally (at such maximum duration as may be determined by the Chair of the meeting, acting reasonably) or in writing any explanation or defence the Member may think fit to give or make prior to the resolution being voted on.

#### **4.11. Ceasing to be a Member**

A Member will cease to be a Member on:

- (a) being dissolved or otherwise ceasing to exist, having a liquidator or provisional liquidator appointed to it, or being unable to pay its debts; and
- (b) the Members passing a resolution at a general meeting convened in accordance with article 4.10 in respect of the Member.

#### **4.12. No claim against the Company**

No Member whose membership ceases has any claim against the Company or the Directors for damages or otherwise in respect of their membership of the Company.

#### **4.13. Limited liability**

Members have no liability to the Company in their capacity as Members except as set out in article 20.1.



## **5. AISL Athletes Committee**

- (a) The Directors must, as soon as practicable after the adoption of this Constitution, pass a By-law for the establishment of an AISL Athletes Committee.
- (b) The By-law establishing the AISL Athletes Committee shall provide for the following:
  - (i) a maximum of 16 Members of the AISL Athletes Committee; and
  - (ii) disqualification from membership of the AISL Athletes Committee if a person is found guilty of an offence relating to doping under the Statutes and Regulations.
- (c) The function, duties and purpose of the AISL Athletes Committee shall be such as may be prescribed from time to time in the By-Laws. The Board may invite from time to time the chair of the AISL Athletes Committee to attend the meeting of the Board for an appropriate time to discuss matters relevant to the AISL Athletes Committee (with such attendance to be as a non-voting attendee).

## **6. General meetings**

### **6.1. Annual general meeting**

Annual general meetings of the Company are to be held according to the Corporations Act.

### **6.2. Power to convene general meeting**

- (a) The Directors may convene a general meeting when they think fit and must do so if required by the Corporations Act.
- (b) The Members may convene a general meeting in accordance with the Corporations Act.

### **6.3. Notice of general meeting**

Notice of a general meeting must be given to all Members according to article 17 and the Corporations Act.

### **6.4. Directors entitled to attend general meetings**

A Director is entitled to receive notice of and attend and speak at all general meetings.

**6.5. Cancellation or postponement of general meeting**

- (a) Where a general meeting (including an annual general meeting) is convened by the Directors they may, if they think fit, cancel the meeting or postpone the meeting to a date and time they determine.
- (b) However, this article does not apply to a meeting convened: (i) according to the Corporations Act; or (ii) by a court.

**6.6. Written notice of cancellation or postponement of general meeting**

Notice of the cancellation or postponement of a general meeting must state the reasons for doing so and be given to:

- (a) each Member individually; and
- (b) each other person entitled to notice of a general meeting under the Corporations Act.

**6.7. Contents of notice postponing general meeting**

A notice postponing a general meeting must specify:

- (a) the new date and time for the meeting;
- (b) the place where the meeting is to be held, which may be either the same as or different to the place specified in the notice originally convening the meeting; and
- (c) if the meeting is to be held in two or more places, the technology that will be used to hold the meeting in that manner.

**6.8. Number of clear days for postponement of general meeting**

The number of clear days from the giving of a notice postponing a general meeting to the date specified in that notice for the postponed meeting may not be less than the number of clear days' notice of that general meeting required to be given by this Constitution or the Corporations Act.

**6.9. Business at postponed general meeting**

The only business that may be transacted at a postponed general meeting is the business specified in the notice originally convening the meeting.

**6.10. Representative at postponed general meeting Where:**

- (a) by the terms of an instrument appointing a Representative, that person is authorised to attend as a Representative at a general meeting to be held on a specified date or at a general meeting or general meetings to be held on or before a specified date; and
- (b) the date for the meeting is postponed to a date later than the date specified in the instrument,

then that later date is substituted for the date specified in the instrument, unless the appointing Member notifies the Company in writing to the contrary at least 48 hours before the time at which the postponed meeting is to be held.

#### **6.11. Non-receipt of notice**

The non-receipt of a notice convening, cancelling or postponing a general meeting by, or the accidental omission to give a notice of that kind to, a person entitled to receive it, does not invalidate any resolution passed at the general meeting or at a postponed meeting or the cancellation or postponement of the meeting.

### **7. Proceedings at general meetings**

#### **7.1. Number for a quorum**

Subject to article 7.4, the number of Members who must be present and eligible to vote for a quorum to exist at a general meeting is as follows:

- (a) where there is an odd number of Full Members in total, the smallest number that would constitute a majority of Full Members if all Full Members were present; and
- (b) where there is an even number of Full Members, the number of Full Members which is 50% of the total number of Full Members, plus 1.

#### **7.2. Requirement for a quorum**

- (a) An item of business may not be transacted at a general meeting unless a quorum is present when the meeting proceeds to consider it.
- (b) If a quorum is present at the beginning of a meeting it is taken to be present throughout the meeting unless the Chair of the meeting (on their own motion or at the request of a Full Member who is present) declares otherwise.

#### **7.3. Quorum and time**

If within 30 minutes after the time appointed for a general meeting a quorum is not present, the meeting:

- (a) if convened by, or on requisition of, Full Members is dissolved; and
- (b) in any other case, stands adjourned to the same day in the next week and the same time and place, or to such other day, time and place as the Directors appoint by notice to those entitled to notice of the meeting.

**7.4. Adjourned meeting**

- (a) At a meeting adjourned under article 7.3(b), no less than 50% by number of those persons who are Full Members must be present to constitute a quorum.
- (b) If a quorum is not present within 30 minutes after the time appointed for the adjourned meeting, the meeting shall be dissolved.

**7.5. President to preside over general meetings**

- (a) The President is entitled to preside as Chair at general meetings.
- (b) If a general meeting is convened and there is no President, or the President is not present within 15 minutes after the time appointed for the meeting or is unable or unwilling to act, the following may preside (in order of entitlement):
  - (i) an Elected Director chosen by a majority of the Directors present; or
  - (ii) a Full Member chosen by a majority of the Full Members present.

**7.6. Conduct of general meetings**

- (a) The Chair of a general meeting:
  - (i) has charge of the general conduct of the meeting and of the procedures to be adopted;
  - (ii) may require the adoption of any procedure which in their opinion is necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes; and
  - (iii) may, having regard where necessary to the Corporations Act, terminate discussion or debate on any matter whenever they consider it necessary or desirable for the proper conduct of the meeting.
- (b) A decision by the Chair under this article is final.

**7.7. Adjournment of general meeting**

- (a) The Chair of a general meeting may at any time during the meeting adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting.
- (b) The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and any place.
- (c) The Chair may, but need not, seek any approval for the adjournment.

- (d) Unless required by the Chair, a vote may not be taken or demanded in respect of any adjournment of the meeting to a later time at the same meeting.
- (e) Only unfinished business is to be transacted at a meeting resumed after an adjournment.

**7.8. Notice of adjourned meeting**

- (a) Subject to article 7.3(b), it is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for one month or more.
- (b) In the situation described in paragraph (a), the same period of notice as was originally given for the meeting must be given for the adjourned meeting.

**7.9. Questions decided by majority**

Subject to the requirements of the Corporations Act, a resolution at a general meeting is carried if a simple majority of the votes cast on the resolution are in favour of it.

**7.10. Equality of votes**

If there is an equality of votes, whether on a show of hands or on a poll, then the vote shall be deemed to have been lost.

**7.11. Declaration of results**

- (a) At any general meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is properly demanded and the demand is not withdrawn.
- (b) A declaration by the Chair 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 minutes of the meetings of the Company, is conclusive evidence of the fact.
- (c) Neither the Chair nor the minutes need state, and it is not necessary to prove, the number or proportion of the votes recorded for or against the resolution.

**7.12. Poll**

- (a) If a poll is properly demanded, it must be taken in the manner and at the date and time directed by the Chair, and the result of the poll is the resolution of the meeting at which the poll was demanded.

- (b) A poll demanded on the election of a Chair or on a question of adjournment must be taken immediately.
- (c) A demand for a poll may be withdrawn.
- (d) A demand for a poll does not prevent the meeting continuing for the transaction of any business other than the question on which the poll was demanded.

**7.13. Objection to voting qualification**

- (a) An objection to the right of a person to attend or vote at a meeting (including an adjourned meeting):
  - (i) may not be raised except at that meeting; and
  - (ii) must be referred to the Chair of the meeting, whose decision is final.
- (b) A vote not disallowed under the objection is valid for all purposes.

**7.14. Chair to determine any poll dispute**

If there is a dispute about the admission or rejection of a vote, the Chair of the meeting must decide it and their decision made in good faith is final.

## **8. Votes of Members**

**8.1. Votes of Members**

On a vote at any general meeting each Full Member present at a general meeting has one vote.

**8.2. Suspension of voting rights**

- (a) Unless the Directors have deferred the relevant Full Member's obligations according to article 4.8, the rights of a Member to speak or to vote at a general meeting are suspended while the payment of any subscription or other amount determined under article 4.7 is in arrears.
- (b) No other rights of the Full Member are affected.

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**8.4. Right to Speak at a General Meeting**

All Members entitled to attend a general meeting will have a right in accordance with the Corporations Act to speak at that meeting.

**8.5. Appointment of Representative by a Member**

Members shall by a resolution of their directors or other governing body authorise such person as they think fit to act as their Representative at all or any meetings relating to the Company which they are entitled to attend to be

held during the continuance of the authority and the person so authorised shall be entitled to exercise the same powers on behalf of the Member as the Member could exercise at the meeting.

#### **8.6. Proof of Appointment or Revocation of Appointment of Representative**

A certificate under the seal of the Member or such other document that in the sole discretion of the Chair of the meeting considers sufficient, shall be prima facie evidence of the appointment or of the revocation of the appointment (as the case may be) of a Representative under article 8.5 and notwithstanding anything hereinbefore contained, the certificate of such other document evidencing the appointment of a Representative shall be deposited at the Registered Office not less than 48 hours before the time scheduled for the commencement of the general meeting at which the Representative purports to exercise any powers pursuant to it.

#### **8.7. Limit on Representatives**

No person shall be permitted to act as the Representative of more than one Member.

### **9. Directors**

#### **9.1. Number of Directors**

- (a) There are to be no more than seven (7) Directors and no less than five (5) Directors as follows:
  - (i) Five Directors are to be elected by the Full Members (“Elected Directors”); and
  - (ii) up to two other Directors may be appointed in accordance with article 9.2 (**Appointed Director**).
- (b) Following the adoption of this Constituion amendment, a Special General Meeting shall be called to elect the additional (5<sup>th</sup>) Director. For the avoidance of doubt, the Board can continue to operate with four (4) Directors until a Special General Meeting can be held in accordance with the constitution to elect the fifth Elected Director.

#### **9.2. Appointed Director**

- (a) The Nominations Committee subject to clause 9.6 may nominate up to two other people to be an Appointed Director.
- (b) The Directors may by resolution appoint the nominated people under clause

9.2(a) to be an Appointed Director.

- (c) Subject to the provisions in this Constitution relating to the earlier retirement or removal of Directors, Appointed Directors hold office for a term of up to three years from the date of appointment. An Appointed Director may only serve a maximum of three (3) consecutive terms. Any Appointed Director having served their maximum term is ineligible for further election or appointment as a Director until three (3) years has passed since the conclusion of their last term(s) as a Director. The Elected Directors may have regard to the rotation terms under clause 9.4 when appointing an Appointed Director. Subject to this clause an Appointed Director may upon the expiration of their term of office be re-appointed.

### **9.3. Eligibility**

- (a) A person who is:
- (i) an employee of the Company (including the Chief Executive Officer) and employees of a Member; or
  - (ii) a director of a Member and members of Member National Executive Committees (or similar bodies) (by way of example this would include a state delegate on a Member Executive Committee); or
  - (iii) a member of a national squad or team of the Company;
- may not hold office as a Director
- (b) Following the adoption of this Constitution, an Elected Director may only serve a maximum of 3 consecutive terms. Any Elected Director having served his/her maximum term is ineligible for further election or appointment as a Director until 3 years has passed since the conclusion of his/her term(s) as a Director.

### **9.4. Rotation of Directors**

- (a) Elected Directors shall be elected for a term of three (3) years. Subject to the provisions in this Constitution relating to earlier retirement or removal of Directors, Elected Directors shall remain in office from the conclusion of the Annual General Meeting at which their election occurred until the conclusion of the third Annual General Meeting following.
- (b) Rotation of Elected Directors shall occur over three years as follows:
- (i) One (1) Elected Directors shall retire in the first year
  - (ii) Two (2) Elected Directors shall retire in the second year; and



- (iii) Two (2) Elected Directors shall retire in the third year.
- (c) Should any adjustment to the term of Elected Directors elected under this Constitution be necessary to ensure rotational terms in accordance with this Constitution, this shall be determined by the Board. If the Board cannot agree it will be determined by lot. Elections to subsequent Boards shall then proceed in accordance with the procedures in this Constitution.
- (d) Any Elected Director shall be eligible for re-election.

#### **9.5. Election of Directors**

- (a) At a general meeting:
  - (i) at which an Elected Director retires; or
  - (ii) at the commencement of which there is a vacancy in the office of an Elected Director,the Company may fill the vacancy by electing someone to that office.
- (b) A Director elected under this article 9.5 takes office at the end of the meeting at which they are elected.
- (c) Where an Elected Director is removed from office at a general meeting, a casual vacancy in the office of the Elected Director is created.

#### **9.6. Nomination for election**

- (a) A Nominations Committee shall be formed by the Board, the role of which shall include the task of identifying candidates to fill Director vacancies (including casual vacancies) and assess all nominees for Director vacancies. The Nominations Committee has the power to determine that a nomination is unsuitable for further consideration by the Company, the Directors or the Members but only if this decision is unanimous. Subject to clause 9.6, the complete and specific duties, functions and rules of the Nominations Committee are to be defined in the Nominations Committee Charter determined by the Board.
- (b) Any Member or Director may nominate a person to fill a vacancy in an Elected Director position that is to be the subject of an election at the next AGM.
- (c) At least 45 Clear Days prior to the proposed date of the Annual General Meeting at which a resolution or resolutions will be proposed to fill a vacancy in an Elected Director position, the CEO will request from Members nominations (which comply with this clause 9.6) for elections to positions

falling vacant, which must be received no less than 28 Clear Days prior to the AGM.

**9.7. Casual vacancy**

- (a) The Nominations Committee may at any time recommend to the Board a person to be appointed as a Director to fill a casual vacancy in the office of a Director.
- (b) A Director appointed under this article holds office for the remainder of the period of office of the relevant director whose vacancy is being filled.

**9.8. Register of Interests of Directors**

- (a) A Director must comply with the disclosure provisions of:
  - (i) section 191 of the Corporations Act; and
  - (ii) any general rule about conflicts of interest.
- (b) Any interest notified by a Director shall be recorded by the Company Secretary in a register of interests maintained by the Company ("Register of Interests").

**9.9. Remuneration of Directors**

A Director may not be paid for services as a Director but, with the approval of the Directors, may be:

- (a) paid by the Company for services rendered to it; and
- (b) reimbursed by the Company for their reasonable travelling, accommodation and other expenses when:
  - (i) travelling to or from meetings of the Directors, a Committee or the Company; or
  - (ii) otherwise engaged on the affairs of the Company.

**9.10. Vacation of office**

The office of a Director becomes vacant when the Corporations Act says it does and also if the Director:

- (a) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- (b) resigns office by notice in writing to the Company;
- (c) accepts appointment to, or becomes the holder of, a disqualifying position; or
- (d) is not present personally at three consecutive Directors' meetings without

leave of absence from the Directors.

## **10. Powers and duties of Directors**

### **10.1. Directors to manage Company**

The Directors are to manage the Company's business and may exercise those of the Company's powers that are not required, by the Corporations Act or by this Constitution, to be exercised by the Company in general meeting.

### **10.2. Specific powers of Directors**

Without limiting article 10.1, the Directors may exercise all the Company's powers to borrow or raise money, to charge any property or business or give any other security for a debt, liability or obligation of the Company or of any other person.

### **10.3. Appointment of attorney**

The Directors may appoint any person to be the Company's attorney for the purposes, with the powers, authorities and discretions, for the period and subject to the conditions they think fit.

### **10.4. Provisions in power of attorney**

A power of attorney granted under article 10.3 may contain any provisions for the protection and convenience of persons dealing with the attorney that the Directors think fit and may also authorise the attorney to delegate (including by way of appointment of a substitute attorney) all or any of the powers, authorities and discretions of the attorney.

### **10.5. Minutes**

The Directors must cause minutes of meetings to be made and kept according to the Corporations Act.

## **11. Proceedings of Directors**

### **11.1. Directors meetings**

- (a) The Directors may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.
- (b) The Directors shall endeavour to meet on no less than six occasions throughout each year.

- (c) The President shall be the chair of a Director's meeting, or, in the President's absence, such Director as is agreed to by the Directors who are present at the meeting.
- (d) The contemporaneous linking together by telephone or other electronic means of a number of the directors sufficient to constitute a quorum, constitutes a meeting of Directors.
- (e) The rules relating to meetings of the directors apply with the necessary changes to meetings of the directors by telephone or other electronic means.
- (f) A director participating in a meeting by telephone or other electronic means is considered present in person at the meeting.
- (g) A meeting by telephone or other electronic means is held at the place determined by the Chair of the meeting.
- (h) At least 1 of the directors involved in a telephone or electronic meeting must have been at the place the Chair determines as the meeting place for the duration of the meeting.

#### **11.2. Questions decided by majority**

A question arising at a Directors' meeting is to be decided by a majority of votes of the Directors present and entitled to vote.

#### **11.3. President**

- (a) The Board shall appoint a President from amongst its number annually at the first Board meeting following the Annual General Meeting. The President shall be the nominal head of the Association and will act as chair of any Board meeting or General Meeting at which they are present. If the President is not present, or is unwilling or unable to preside at a board meeting the remaining Directors shall appoint another Director to preside as chair for that meeting only.
- (b) The Director elected to be President under clause 11.3(a) shall remain in office from their appointment at the first Board Meeting following the Annual General Meeting until the conclusion of the next Annual General Meeting.

#### **11.4. Casting vote**

The Chair of the meeting has a casting vote.

#### **11.5. Quorum**

Until otherwise determined by the Directors, three (3) Directors (at least two of whom are entitled to vote) present in person or by proxy are a quorum.

**11.6. Effect of vacancy**

- (a) The continuing Directors may act despite a vacancy in their number.
- (b) However, if the number of Directors is reduced below the number required for a quorum, the remaining Directors may act only for the purpose of filling the vacancies to the extent necessary to bring their number up to that required for a quorum or to convene a general meeting.

**11.7. Director attending and voting by proxy**

A Director may be represented by proxy at a Directors' meeting if the proxy:

- (a) is another Director; and
- (b) has been appointed in writing signed by the appointor

provided that the absent Director would be entitled to vote if present at the meeting.

The appointment must be for a particular meeting.

**11.8. Convening meetings**

Any two (2) Directors may, and the Company Secretary on the request of any two (2) Directors must, convene a Directors' meeting.

**11.9. Committees**

The Directors may delegate any of their powers to Committees consisting of those persons they think fit, and may vary or revoke any delegation.

**11.10. Powers delegated to committees**

- (a) A Committee must exercise the powers delegated to it according to the terms of the delegation and any directions of the Directors.
- (b) Powers delegated to and exercised by a Committee are taken to have been exercised by the Directors.

**11.11. Committee meetings**

Committee meetings are governed by the provisions of this Constitution dealing with Directors' meetings, as far as they are capable of application.

**11.12. Circulating resolutions**

- (a) The Directors may pass a resolution without a Directors' meeting being held if all of the Directors who are entitled to vote on the resolution sign

a document containing a statement that they are in favour of the resolution set out in the document.

- (b) Separate copies of the document may be used for signing by the Directors if the wording of the resolution and statement is identical in each copy.
- (c) The resolution is passed when the last Director signs.

### **11.13. Validity of acts of Directors**

Everything done at a Directors' meeting or a Committee meeting, or by a person acting as a Director, are valid even if it is discovered later that there was some defect in the appointment, election or qualification of any of them or that any of them was disqualified or had vacated office.

### **11.14. Interested Directors**

- (a) Before a vote of Directors is taken, the Company Secretary may refer to the Register of Interests to determine the extent of any interest a Director may have in the matter for which the vote is being taken.
- (b) The Company Secretary may notify the Directors of any interest recorded in the Register of Interests and the Director will be given an opportunity to state why he or she is able to vote.
- (c) If the Directors agree that there will be no conflict of interest, a Director will be entitled to vote but will otherwise be excused from the vote.

## **12. Company Secretary**

### **12.1. Appointment of Company Secretary**

There must be at least one Company Secretary who is to be appointed by the Directors.

### **12.2. Suspension and removal of Company Secretary**

The Directors may suspend or remove a Company Secretary from that office.

### **12.3. Powers, duties and authorities of Company Secretary**

A Company Secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, determined by the Directors.

## **13. Chief Executive Officer**

### **13.1. Appointment of Chief Executive Officer**

- (a) The Directors must appoint a Chief Executive Officer.

- (b) The Chief Executive Officer shall be ineligible for the position of Director for a period of at least 3 years from the date the Chief Executive Officer ceases to hold that position.

**13.2. Powers, duties and authorities of Chief Executive Officer**

- (a) The Chief Executive Officer holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, determined by the Directors.
- (b) The exercise of those powers and authorities and the performance of those duties, by the Chief Executive Officer is subject at all times to the control of the Directors.

**13.3. Suspension and removal of Chief Executive Officer**

Subject to the terms and conditions of the appointment, the Directors may suspend or remove the Chief Executive Officer from that office.

**13.4. Chief Executive Officer to attend Directors' meetings**

The Chief Executive Officer is entitled to notice of and to attend all meetings of the Company, the Directors and any Committees and may speak on any matter, but does not have a vote.

**14. By-laws**

**14.1. Making and amending By-laws**

The Directors may from time to time make By-laws which in their opinion are necessary or desirable for the control, administration and management of the Company's affairs, and may amend, repeal and replace those By-laws.

**14.2. Effect of By-law**

A By-law:

- (a) is subject to this Constitution;
- (b) must be consistent with this Constitution; and
- (c) when in force, is binding on all Members and has the same effect as a provision in this Constitution.

## **15. Seals**

### **15.1. Safe custody of common seals**

The Directors must provide for the safe custody of any seal of the Company.

### **15.2. Use of common seal**

If the Company has a common seal or duplicate common seal:

- (a) it may be used only by the authority of the Directors; and
- (b) every document to which it is affixed must be signed by a Director and be countersigned by another Director, a Company Secretary or another person appointed by the Directors to countersign that document or a class of documents in which that document is included.

## **16. Inspection of records**

### **16.1. Inspection by Members**

Subject to the Corporations Act, the Directors may determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the Company or any of them will be open for inspection by the Members.

### **16.2. Right of a Member to inspect**

A Member does not have the right to inspect any document of the Company except as permitted by law or authorised by the Directors or by the Company in general meeting.

## **17. Service of documents**

### **17.1. Methods of service on a Member**

The Company may give a document to a Member:

- (a) personally;
- (b) by sending it by post to the address for the Member in the Register or an alternative address nominated by the Member; or
- (c) by sending it to a fax number or electronic address nominated by the Member.

### **17.2. Methods of service on the Company**

A Member may give a document to the Company:

- (a) by delivering it to the Registered Office;
- (b) by sending it by post to the Registered Office; or



- (c) to a fax number or electronic address nominated by the Company.

### **17.3. Post**

A document sent by post:

- (a) if sent to an address in Australia, may be sent by ordinary post; and (b) if sent to an address outside Australia, must be sent by airmail,

and in either case is taken to have been received on the second day after the date of its posting.

### **17.4. Fax or electronic transmission**

If a document is sent by fax or electronic transmission, delivery of the document is taken:

- (a) to be effected by properly addressing and transmitting the fax or electronic transmission; and
- (b) to have been delivered on the day following its transmission.

## **18. Indemnity**

### **18.1. Indemnity of officers**

Every person who is or has been:

- (a) a Director; or
- (b) a Company Secretary,

is entitled to be indemnified out of the property of the Company against:

- (c) every liability incurred by the person in that capacity (except a liability for legal costs); and
- (d) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity, unless:
- (e) the Company is forbidden by statute to indemnify the person against such liability.

## **18.2. Insurance**

The Company may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or has been a Director or Company Secretary against liability incurred by the person in that capacity, including a liability for legal costs, unless:

- (a) the Company is forbidden by statute to pay or agree to pay the premium; or
- (b) the contract would, if the Company paid the premium, be made void by statute.

## **19. Access to Information**

### **19.1. Board Meetings**

- (a) The Directors shall cause the Company to send to each Member a notice of any significant action that the Directors resolve that the Company take.
- (b) The notice referred to in paragraph (a) must be sent immediately following the meeting at which that resolution was passed.

### **19.2. Financial Reports**

The Directors shall cause the Company to send to each Member a summary of the Company's financial performance and position.

### **19.3. Annual Report**

- (a) The Directors shall cause the Company to send to each Member an annual report of the Company's operations and annual financial performance and position each year.
- (b) The report referred to in paragraph (a) must be sent no less than 21 days prior to the annual general meeting of the Company that immediately follows the end of the financial year to which the report relates.

## **20. Winding up**

### **20.1. Contributions of Members on winding up**

- (a) Each Member must contribute to the Company's property if the Company is wound up while they are a Member or within one year after their membership ceases.
- (b) The contribution is for:
  - (i) payment of the Company's debts and liabilities contracted before their membership ceased;
  - (ii) the costs of winding up; and

- (iii) adjustment of the rights of the contributories among themselves, and the amount is not to exceed \$10.00.

## **20.2. Excess property on winding up**

If on the winding up or dissolution of the Company, and after satisfaction of all its debts and liabilities, any property remains, that property must be given or transferred to another body or bodies:

- (a) having objects similar to those of the Company;
- (b) whose constitution prohibits (or each of whose constitutions 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; and
- (c) which is recognised by the Australian Sports Commission (or a successor body).

That body is, or those bodies are, to be determined by the Members at or before the time of dissolution or, failing that determination, by a judge who has or acquires jurisdiction in the matter.

## **21. Auditor**

- (a) A properly qualified auditor or properly qualified auditors shall be appointed by the Company in general meeting and their remuneration fixed and duties and rights regulated in accordance with the Corporations Act.
- (b) The Directors must cause the accounts of the Company to be audited by the auditor(s) as required by the Corporations Act.