

Target Rifle Australia Limited

ACN 143 527 851

A Company Limited by Guarantee

Constitution

Approved at General Meeting
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1 Definitions and interpretation

1.1 Definitions

In this Constitution unless the contrary intention appears:

“AISL” means Australian International Shooting Limited (trading as Shooting Australia) ACN 115 431 868

“Appointed Director” means a Director who has been appointed pursuant to article 8.6.

“Approved Competition” means the events specified in By-Laws, 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 Committee” means the Committee established by the Directors pursuant to article 10.10

“By-law” means a by-law made under article 13.

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

“Company” means Target Rifle Australia 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 (Cth).

“Development 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.

“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 and Vice President.

“Employee” means a person who receives a financial payment from the Company or a Member Organisation (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 Organisation (as the case may be) to the third party for such specific purposes.

“**Executive Officer**” means a person appointed as Executive Officer of the Company by the Directors under article 12.

“**General meeting**” means any meeting of the Member Organisations of the Company and includes an annual general meeting.

“**Honorary member**” means a member pursuant to article 4.5

“**Individual member**” means a member pursuant to article 4.3

“**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 Organisation unless the contrary intention appears.

“**Member Organization**” means a Member admitted to the Company as a Member under article 4.2.

“**Life member**” means a person appointed under article 4.4

“**President**” means the President from time to time of the Company who shall also be an Elected Director.

“**Register of Interests**” means the register maintained by the Company Secretary under article 8.7(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.

“**Shooting Australia**” means the Trading Name registered to AISL. ACN 115 431 868

“**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.

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 AISL, International Federations, the Australian Sports Commission, the Australian Olympic Committee, the Australian Commonwealth Games Association 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 AISL 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) establish, conduct and manage Development Programs;
- (d) prevent gender, racial, religious or political discrimination or distinction;
- (e) make, adopt, vary and publish policies, rules, regulations, by-laws and conditions for the regulation of Approved Competitions conducted in Australia;
- (f) conduct, promote, provide for, manage and/or regulate competitions in

Australia, including:

- (i) Competitions conducted under the auspices of the ISSF and AISL;
 - (ii) competitions between visiting overseas teams, and between visiting overseas teams and teams representing the Company;
 - (iii) 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
 - (iv) 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) otherwise, in relation to the achievement by the Company of its objects,
- (i) support Members in the development of competition target shooting, including the training of coaches and officials; and
- (j) 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 8.8, article 3.2 does not prevent the payment in good faith to an officer or Member Organisation, or to a firm of which an officer or Member is a partner or employee:

- (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 3.2 by the Company in general meeting; or
- (d) of reasonable rent for premises let by them to the Company; or
- (e) of an Honorarium

- (f) grants made in accordance with the objects and purpose of the Company

4 Membership

4.1 Categories of Members

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

- a) Member Organisations
- b) Individual Members
- c) Life Members
- d) Honorary Members
- e) New Member Organisation

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 Member Organisation but will be required to satisfy the following procedure to be admitted as a Member of the Company:

- (a) following application by an entity of the above type, the Directors will consider at a Directors meeting whether to recommend to the Members that that prospective Member Organisation should be admitted as a 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 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 Member Organisation.

4.2 Admission as a Member Organisation

A Member Organisation 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 4.6; and
- (c) support the Company in the encouragement and promotion of its objects

4.3 Individual Member

A person, being a natural person, who is recorded as a member of a Member Organisation is deemed to be a member of the Company for the purposes of disciplinary action but not for any other purpose.

4.4 Life Member

On nomination by a Member Organisation, the Directors may approve a natural person to be accorded the title of Life Member of the Company with such benefits and privileges as the Company may wish to confer but the person will not otherwise be a Member of the Company.

4.5 Honorary Member

On recommendation by the Directors to a General Meeting and approval at that meeting, a person or an incorporated entity may be accorded the title of Honorary Member of the Company with such benefits and privileges as the Company may wish to confer but the person will not otherwise be a Member of the Company.

4.6 Membership subscriptions

- (a) The Board will set the fees annually.
- (b) Each Member must pay the Company the amounts determined according to this article 4.6 within 1 calendar month of such amount being due.

4.7 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.

4.8 Expulsion and Discipline of Members

If any Member is in breach of an undertaking provided pursuant to article 4.2 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 a general meeting for termination of the membership of the Member.

4.9 Termination of a Member

- (a) Where the Directors have passed a resolution pursuant to article 4.8(b), then the following procedure shall apply:
 - (i) the Directors shall provide the Member with the subject of the resolution notice of the resolution and details of the basis on which it was passed within 7 days;

- (ii) the Directors shall within 28 days of delivering the notice referred to in paragraph (i) convene a general meeting of the Company in accordance with clause 5.3 setting out the details referred to in paragraph (i) and proposing a special resolution to terminate the membership of the Member; and
- (b) The Member the subject of the proposed special 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.

4.10 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;
- (b) the Members passing a resolution at a general meeting convened in accordance with article 4.9 (a) (ii) in respect of the Member.
- (c) Giving written notice of resignation

4.11 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.

4.12 Limited liability

Members have no liability to the Company in their capacity as Members except as set out in article 19.2.

5 General meetings

5.1 Annual general meeting

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

5.2 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.
- (c) A general meeting may be held by telephone or electronic means

5.3 Notice of general meeting

Notice of a general meeting must be given to all Members according to article 16. Notice of a general meeting stating the agenda, resolutions to be discussed (and whether they are ordinary or special resolutions) shall be sent to Member Organisations no less than **60** clear days prior to the meeting.

5.4 Consent to short notice

If all Member Organisations are present or represented at the meeting at the duly appointed time, they may by unanimous agreement waive any notice period required under article 5.3 and the meeting shall proceed and be a valid meeting in all respects.

5.5 Directors entitled to attend general meetings

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

5.6 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.

5.7 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.

5.8 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.
- (d) The agenda, including any resolutions to be discussed, or, if the agenda is identical to the original notice of meeting, a statement to that effect.

5.9 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 Proceedings at general meetings

6.1 Number for a quorum

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

6.2 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 Member who is present) declares otherwise.

6.3 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, 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.

6.4 Adjourned meeting

- (a) At a meeting adjourned under article 6.3(b), no less than 50% by number of those persons who are 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.

6.5 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) The Vice President
 - (ii) an Elected Director chosen by a majority of the Directors present; or
 - (iii) a Member chosen by a majority of the Members present.

6.6 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.

6.7 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.

6.8 Notice of adjourned meeting

- (a) Subject to article 6.3(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.

6.9 Questions decided by majority

Subject to the requirements of the Corporations Act, an ordinary resolution at a general meeting is carried if a simple majority of the votes cast on the resolution are in favour of it. A special resolution shall require a three quarters majority in favour.

6.10 Equality of votes

If there is an equality of votes, whether on a show of hands or on a poll, then the Chairman of the meeting shall have a casting vote which shall at all times be exercised in the best interests of the Company.

6.11 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.

6.12 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.
- (e) A poll may be demanded by the Chair or by a Member entitled to vote

6.13 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.

6.14 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.

7 Votes of Members

7.1 Votes of Members

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

7.2 Suspension of voting rights

- (a) Unless the Directors have deferred the relevant Member's obligations according to article 4.7, 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 4.6 is in arrears.

(b) No other rights of the Member are affected.

7.3 Individual, Life and Honorary Members

Individual, Life and Honorary Members shall have the right to attend all general meetings of the Company but do not have rights to vote and may only speak at the meeting by specific permission of the Chairman of the meeting.

7.4 Visitors and Observers

Visitors and Observers may attend a general meeting at the discretion of the Chairman but may only speak if the Chairman allows.

7.5 Right to Speak at a General Meeting

All Member Organisations entitled to attend a general meeting will have a right in accordance with the Corporations Act to speak at that meeting through their appointed representative.

7.6 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.

7.7 Proof of Appointment or Revocation of Appointment of Representative

A certificate duly authorised by the Member 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 7.6 and notwithstanding anything hereinbefore contained, the certificate 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, save that the Chairman in his sole discretion may allow a late appointment or a change to an appointment due to exceptional circumstances.

7.8 Limit on Representatives

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

8 Directors

8.1 Number of Directors

There are to be no more than seven (7) Directors and no less than four (4) Directors as follows:

- a) Up to five (5) Directors elected by the Members ("Elected Directors")
- b) Up to two external Directors appointed by the Elected Directors provided that at no time shall the number of appointed Directors be greater than one third of the total number of Directors.

8.2 Eligibility

A person who is an employee of the Company, including the Executive Officer or a director, elected officer (or a person who holds a position with similar responsibility) or employee of a Member Organisation, may not hold office as a Director.

8.3 Rotation of Directors

- a) Elected Directors must retire at the second annual general meeting following their election.
- b) Any Elected Director who retires from office shall be eligible for re-election.
- c) No Elected or Appointed Director may serve more than 4 consecutive terms of office.
- d) A retiring Director holds office until the end of the meeting at which that Director retires.

8.4 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 8.4 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.

8.5 Nomination for election

- (a) Subject to article 8.1, a Member may nominate:
 - (i) a person or persons for election as an Elected Director;
- (b) Any nomination must be in writing in a form approved by the Company and signed by the nominator and nominee and must be delivered to the Company at least 60 days in advance of the meeting at which the election is to be held.
- (c) A person nominated may provide a passport sized photograph and a typed statement not exceeding one A4 page in support of their nomination, to be circulated to members with the Notice of Meeting
- (d) The Directors may decline to circulate any statement under article 8.5(c) that

after the nominee has been given reasonable time, consistent with dates for service of a Notice of Meeting, to redraft, contains words the Directors consider to be defamatory, malicious, contrary to law, offensive, contrary to the interests of the Company or otherwise not appropriate.

8.6 Casual vacancy

- (a) The Directors may at any time appoint a person to be a Director to fill a casual vacancy in the office of an Elected Director.
- (a) A Director appointed under this article holds office until the next annual general meeting of the Company at which time they must retire, but shall be eligible for election as an Elected Director. Any person so elected at that meeting should hold the position only for the balance of the period of office of the Elected Director whose position became vacant.

8.7 Register of Interests of Directors

- (a) A Director must comply with the disclosure provisions of:
 - (i) section 191 of the Corporations Act;
 - (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")

8.8 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.

8.9 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 is not present personally at three consecutive Directors' meetings without leave of absence from the Directors.

9 Powers and duties of Directors

9.1 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.

9.2 Specific powers of Directors

Without limiting article 9.1, 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.

9.3 Minutes

The Directors must cause written minutes of meetings to be made within one month of any meeting and kept according to the Corporations Act. Minutes shall be signed as a correct record at the next meeting.

10 Proceedings of Directors

10.1 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 at least four times between Annual General meetings.
- 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.

10.2 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.

10.3 President

- a) The Board shall elect 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 10.3(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.

10.4 Casting vote

The Chair of the meeting has a casting vote.

10.5 Quorum

Until otherwise determined by the Directors, four (4) Directors (at least two of whom are Elected Directors entitled to vote) present in person or by proxy are a quorum.

10.6 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.

10.7 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.

10.8 Convening meetings

Any three (3) Directors may, and the Company Secretary on such request must, convene a Directors' meeting.

10.9 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.

10.10 Athletes Committee

- a) The Directors may pass a By-law for the establishment of an Athletes Committee.
- b) The By-law establishing the Athletes Committee shall provide for the following:
 - i. a maximum of 5 members of the Athletes Committee; and
 - ii. disqualification from membership of the Athletes Committee if a person is found guilty of an offence relating to doping under the Statutes and Regulations.

10.11 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.

10.12 Committee meetings

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

10.13 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 a simple majority of Directors have signed.

10.14 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.

10.15 Interested Directors

- a) Before a vote of Directors is taken, the Chairman or 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 Chairman or 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.

11 Company Secretary

11.1 Appointment of Company Secretary

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

11.2 Suspension and Removal of Company Secretary

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

11.3 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.

12 Executive Officer

12.1 Appointment of Executive Officer

The Directors may appoint a person to the position titled Executive Officer. The Executive Officer is not a Director of the Company.

12.2 Powers, duties and authorities of Executive Officer

- (a) The 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 Executive Officer is subject at all times to the control of the Directors.

12.3 Suspension and removal of Executive Officer

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

12.4 Executive Officer to attend Directors' meetings

The 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.

13 By-laws

13.1 Making and amending By-laws

- (a) 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.

13.2 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.

14 Proper Authority

14.1 Safe custody of common seals

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

14.2 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 Secretary or another person appointed by the Directors to countersign that document or a class of documents in which that document is included. and be countersigned by another Director, a Company

15 Inspection of records

15.1 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.

15.2 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.

16 Service of documents

16.1 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.

16.2 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.

16.3 Post

A document sent by post:

- a) if sent to an address in Australia, may be sent by ordinary post; and 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. Fax or electronic transmission
- b) If a document is sent by fax or electronic transmission, delivery of the document is taken:
 - c) to be effected by properly addressing and transmitting the fax or electronic transmission; and
 - d) to have been delivered on the day following its transmission.

17 Indemnity

17.1 Indemnity of officers

The Directors and other Office bearers of the Company shall be indemnified by the Company from and against all actions, suits, claims, demands, costs, damages and expenses which such Directors or Office bearers may incur, suffer or be liable to for any reason or under any contract entered into or by any act or deed done by a Director or Office bearer in the proper discharge of their duties or in any way relating thereto except as may happen through their own wilful act or default, unless the Company is forbidden by statute to indemnify the person against such liability.

17.2 Insurance

The Company may fulfil the obligation under 17.1 by paying or agreeing to pay, whether directly or through an interposed entity, a premium for a contract insuring against liability 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

18 Access to Information

18.1 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 within 7 days following the meeting at which that resolution was passed.

18.2 Financial Reports

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

18.3 Annual Report

- (a) The Directors shall cause the Company to send to each Member an annual report of the Company's operations and audited 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.

19 Winding up

19.1 Special Resolution

Any resolution for winding up the Company is a Special Resolution requiring a three quarters majority of members present at the meeting.

19.2 Contributions of Members on winding up

- (a) Each Member undertakes to contribute, up to the extent required by the Corporations Act 2001, an amount of \$10.00 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,

19.3 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 having objects similar to those of the Company; and

- (a) 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

- (b) 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.

20 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.

21 Changes to Constitution

This Constitution may only be amended or repealed by Special Resolution at a general meeting of Member Organisations requiring a 75% majority of members present and entitled to vote.