



Ice Racing New South Wales Inc Constitution

May 2021

This constitution is based on the Model State Sporting Organisation Constitution Template provided by the NSW Office of Sport and based on *Associations Incorporation Act 2018 (NSW)*.

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CONSTITUTION

of

ICE RACING NEW SOUTH WALES INCORPORATED

1. NAME OF ASSOCIATION

The name of the Association is Ice Racing New South Wales Incorporated ("**Association**").

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this Constitution unless the contrary intention appears:

Act means the *Associations Incorporation Act 2009 (NSW)*.

Annual General Meeting (AGM) means the annual general meeting of the Association held in accordance with **clause 22**.

Association means Ice Racing New South Wales Incorporated.

Board means the body consisting of the Directors.

Club means a Sport club which is a Member, or is otherwise affiliated with the Association.

Constitution means this Constitution of the Association.

Delegate means the person(s) appointed from time to time to act for and on behalf of a Club and to represent the Club at Association meetings.

Director means a member of the Board and includes any person acting in that capacity from time to time appointed in accordance with this Constitution but does not include the Secretary.

Financial year (unless otherwise determined by the Board) means the year ending on the next 31 October following incorporation and thereafter a period of 12 months commencing on 1 November and ending on 31 October each year.

General Meeting means the AGM or any SGM of the Association.

IF means the International Federation for the Sport being *International Skating Union*.

Individual Member means a registered, financial member of a Club or a natural person who is otherwise recognised by the Association as an Individual Member.

Intellectual Property means all rights subsisting in copyright, business names, names, trade marks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the Association or any activity of or conducted, promoted or administered by the Association in New South Wales.

Life Member means an individual appointed as a Life Member of the Association under **clause 5.2**.

Member means a member for the time being of the Association under **clause 5**.

NSO means National Sporting Organisation for the Sport being *Australian Ice Racing Incorporated*.

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Objectives means the Objectives of the Association in **clause 3**.

Public Officer means the person appointed to be the public officer of the Association in accordance with the Act.

Register means a register of Members kept and maintained in accordance with **clause 7**.

Regulations mean any Regulations made by the Board under **clause 36**.

Special Resolution means a special resolution defined in the Act.

Special General Meeting (SGM) means a special general meeting of the Association held under **clause 22**.

Sport means the sport of *Short Track Ice Speed Skating*.

2.2 Interpretation

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other genders;
- (e) references to persons include corporations and bodies politic;
- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (h) a reference to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

2.3 Severance

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

2.4 The Act

Except where the contrary intention appears, in this Constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act. Model rules under the Act are expressly displaced by this Constitution.

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3. OBJECTIVES OF THE ASSOCIATION

3.1 The Association is established solely for the Objectives. The Objectives of the Association are to:

- (a) participate as a member of NSO so the Sport can be conducted, encouraged, promoted, advanced and administered in New South Wales;
- (b) conduct, encourage, promote, advance and administer the Sport of Ice Racing throughout New South Wales;
- (c) to affiliate with other organisations whose objects and interests are in accord with those of this Association.
- (d) ensure the maintenance and enhancement of the Association, NSO, the Members and the Sport, its standards, quality and reputation for the benefit of the Members and the Sport;
- (e) at all times promote mutual trust and confidence between the Association, NSO and the Members in pursuit of these Objectives;
- (f) at all times act on behalf of, and in the interest of, the Members and the Sport in New South Wales;
- (g) promote the economic and community service success, strength and stability of the Association, the Members and the Sport in New South Wales;
- (h) affiliate and otherwise liaise with NSO and adopt its rule and policy framework to further these Objectives and the Sport;
- (i) use and protect the Intellectual Property;
- (j) apply the property and capacity of the Association towards the fulfilment and achievement of these Objectives;
- (k) strive for Government, commercial and public recognition of the Association as the controlling body for the Sport in New South Wales;
- (l) abide by, promulgate, enforce and secure uniformity in the application of, the rules of the Sport as may be determined from time to time by NSO or IF and as may be necessary for the management and control of the Sport and related activities in New South Wales;
- (m) advance the operations and activities of the Association throughout New South Wales;
- (n) promote and develop training and competitive events.
- (o) review and/or determine any matters relating to the Sport which may arise, or be referred to it, by any Member;
- (p) recognise any penalty imposed by any affiliated Club and/or the NSO and/or the IF.
- (q) act as arbiter (as required) on all matters pertaining to the conduct of the Sport in New South Wales, including disciplinary matters;

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- (r) pursue such commercial arrangements, including sponsorship and marketing opportunities as are appropriate to further the interests of the Sport in New South Wales;
- (s) adopt and implement such policies as may be developed by NSO, including (as relevant and applicable) member protection, anti-doping, health and safety, junior sport, infectious diseases and such other matters as may arise as issues to be addressed in the Sport;
- (t) represent the interests of its Members and of the Sport generally in any appropriate forum in New South Wales;
- (u) have regard to the public interest in its operations;
- (v) do all that is reasonably necessary to enable these Objectives to be achieved and enable Members to receive the benefits which these Objectives are intended to achieve;
- (w) promote the health and safety of Members and all other participants in the Sport in New South Wales;
- (x) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of the Sport.

4. POWERS OF THE ASSOCIATION

Solely for furthering the Objectives, the Association has, in addition to the rights, powers and privileges conferred on it under section 19 of the Act, the legal capacity and powers of a company limited by guarantee as set out under section 124 of the *Corporations Act 2001 (Cth)*.

5. MEMBERS

5.1 Categories of Members

The Members of the Association shall consist of:

- (a) **Clubs**, which subject to this Constitution, shall be represented by a Delegate who is a financial member of the club.
- (b) **Individual Members** who may be
 - Active Skating Members**, who are members of an Affiliated Club. Such members shall have the right to be present at General meetings and have the right to debate and to vote at General Meetings provided they have reached the age of 16 years on the date of the General Meeting.
 - Associated Members** who do not actively skate in races or participate in practice sessions, but are members of an Affiliated Club, thereby supporting the aims of that Club. They shall have the right to be present at General meetings and have the right to debate and to vote at General Meetings;
- (c) **Affiliated Members** are those persons who wish to serve the interests of the Association and its members by performing such official duties as Referee, Starter or other race official but do not wish to be seen as associated with a particular club. Such members shall have the right to be present at General meetings and have the right to debate and to vote at General Meetings.
- (d) **Volunteers** who shall have the right to be present at General meetings and have the right to debate but have no right to vote at General Meetings;

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- (e) **Life Members**, who, subject to this Constitution, shall have the right to receive notice of General Meetings and to be present and to debate at General Meetings;
- (f) **Directors** who shall have the right to be present and debate at General meetings and have the right to vote at General Meetings; and
- (g) such new or other categories of Members as may be established by the Board. Any new category of Member established by the Board cannot be granted voting rights without the approval of the Association in a General Meeting.

5.2 Life Members

- (a) The Board may recommend to the AGM that any natural person who has rendered distinguished service to the Association or the Sport in New South Wales, where such service is deemed to have assisted the advancement of the Sport in New South Wales, be appointed as a Life Member.
- (b) A resolution of the AGM to confer life membership (subject to **clause 5.2**) on the recommendation of the Board must be a Special Resolution.
- (c) A person must accept or reject the Association's resolution to confer life membership in writing. Upon written acceptance, the person's details shall be entered upon the Register, and from the time of entry on the Register the person shall be a Life Member.

6. AFFILIATION

6.1 Clubs

- (a) To be, or remain, eligible for membership, a Club must have ten (10) registered members; and
- (b) must re-affiliate annually with the Association in accordance with the procedures set down by the Association in Regulations from time to time;
- (c) pay the capitation fee required on an annual basis.

6.2 Discretion to Accept or Reject Application

- (a) The Board may, acting in the best interests of the Club and in good faith, accept or reject an application whether the applicant has complied with all requirements.
- (b) Where the Board accepts an application, the Club shall become a Member.
- (c) Financial Members of any affiliated Club will be in turn, individual members of the Association.
- (d) Where the Board rejects an application it shall refund any fees forwarded with the application and the application shall be deemed rejected by the Association. No reasons for rejection need be given.

7. REGISTER OF MEMBERS

7.1 Association to keep Register

The Association, via the NSO, shall keep a Register in which shall be entered (as a minimum):

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- (a) the full name, address, email address, category of membership and other details required via the online entry form and
- (b) the full name, residential address, email address and date of entry to membership of each Director and Life Member; and
- (c) where applicable, the date of termination of membership of any Club.

Clubs, Directors and Life Members shall provide notice of any change and required details to the Association within one (1) month of such change.

7.2 Use of Register

Subject to the Act, confidentiality considerations and privacy laws, the Register may be used solely to further the Objectives, in such manner as the Board considers appropriate.

8. EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

- (a) this Constitution constitutes a contract between each of them and the Association and that they are bound by this Constitution and the Regulations and the NSO constitution and regulations;
- (b) they shall comply with and observe this Constitution and the Regulations and any determination, resolution or policy which may be made or passed by the Board or other entity with delegated authority;
- (c) by submitting to this Constitution and Regulations they are subject to the jurisdiction of the Association and NSO;
- (d) the Constitution and Regulations are necessary and reasonable for promoting the Objectives and particularly the advancement and protection of the Sport; and
- (e) neither membership of the Association nor this Constitution gives rise to:
 - (i) any proprietary right of Members in, to or over the Association or its property or assets;
 - (ii) any automatic right of a Member to renewal of their membership of the Association;
- (f) subject to the Act and the Association acting in good faith, the right of Members to natural justice, unless expressly provided for in this Constitution;
- (g) they are entitled to all benefits, advantages, privileges and services of Association membership; and
- (h) a right, privilege or obligation of a person by reason of their membership of the Club:
 - (i) is not capable of being transferred or transmitted to another person; and
 - (ii) terminates upon the cessation of membership whether by death, resignation or otherwise.

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9. DISCONTINUANCE OF MEMBERSHIP

9.1 Notice of Resignation

- (a) A Member having paid all arrears of fees payable to the Association may resign or withdraw from membership of the Association by giving one (1) months notice in writing to the Association of such resignation or withdrawal.
- (b) A Club may not resign, disaffiliate or otherwise seek to withdraw from the Association without approval by Special Resolution of the Club. A copy of the relevant minutes of the Club meeting showing that the Special Resolution has been passed by the Club must be provided to the Association.
- (c) If a Club ceases to be a Member under this Constitution, the Association membership of all Individual Members affiliated or registered with or through the Club shall not automatically cease at that time. Club members may be encouraged to move to another club.
- (d) When the Association receives notice of resignation of membership, it must make an entry in the Register that records the name of the member who gave notice and the date on which Club ceased to be a Member.

9.2 Discontinuance for breach

Notwithstanding anything in the Act or this Constitution:

- (a) membership of the Association may be discontinued by the Board upon breach of any clause of this Constitution or the Regulations, including but not limited to the failure to pay any monies owed to the Association, failure to comply with the Regulations or any resolutions or determinations made or passed by the Board or any duly authorised committee;
- (b) membership shall not be discontinued by the Board without the Board first giving the accused Member the opportunity to explain the breach and/or remedy the breach; and
- (c) where a Member fails, in the Board's view to adequately explain the breach, that Member's membership shall be discontinued by the Board giving written notice of the discontinuance to the Member. The Register shall be amended to reflect any discontinuance of membership as soon as practicable.

9.3 Discontinuance for failure to re-affiliate

Membership of the Association may be discontinued by the Board if a Club has not re-affiliated with the Association within one (1) month of re-affiliation falling due. The Register shall be amended to reflect any discontinuance of membership as soon as practicable.

9.4 Member to Re-Apply

A Member whose membership has been discontinued:

- (a) must seek renewal and re-apply for membership in accordance with this Constitution; and
- (b) may be re-admitted at the discretion of the Board. There is no right of appeal where the Board refuses to re-admit a former Member under this clause.

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9.5 Forfeiture of Rights

A Member who or which ceases to be a Member, for whatever reason, shall forfeit all rights in and claims upon the Association and its property and shall not use any property of the Association including Intellectual Property. Any Association documents, records or other property in the possession, custody or control of that Member shall be returned to the Association immediately. Where a Club ceases to be a Member it shall also forfeit all representation rights on the Board and at General Meetings.

9.6 Delegate Position Lapses

The position of Delegate shall lapse immediately on cessation of membership of a Club.

9.7 Membership may be Reinstated

Membership which has been discontinued under this **clause 9** may be reinstated at the discretion of the Board, with such conditions as it deems appropriate.

9.8 Refund of Membership Fees

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

10. DISCIPLINE

- (a) Where the Board is advised or considers that a Member has allegedly:
- (i) breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations, the NSO's constitution or regulations or any resolution or determination of the Board or any duly authorised committee; or
 - (ii) acted in a manner unbecoming of a Member, or prejudicial to the Objectives and/or interests of the Association, NSO and/or the Sport; or
 - (iii) brought the Association, NSO, any other Member or the Sport into disrepute;

the Board may commence or cause to be commenced, disciplinary proceedings against that Member.

That Member, will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and the appeal mechanisms of the Association set out in the Regulations or as otherwise determined by the Board.

- (b) The Board may appoint a Judiciary Committee to deal with any disciplinary matter referred to it. Such a Judiciary Committee shall operate in accordance with the procedures expressed in the Regulations or as otherwise determined by the Board.

11. SUBSCRIPTIONS AND FEES

- (a) The annual membership subscription (if any) and any fees or other levies payable by Members to the Association, the time for and manner of payment, shall be as determined by the Board.
- (b) The Board is empowered to prevent any Member who's annual subscription or any other fees are in arrears from exercising the whole or any of the rights or privileges of membership of the Club, including but not limited to the right to vote at General

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Meetings. There is no right to natural justice or any right of appeal where the Board exercises its power under this **clause 11(b)**.

12. EXISTING DIRECTORS

- (a) The members of the administrative or governing body (by whatever name called) of the Association in office immediately prior to approval of this Constitution under the Act shall continue in those positions until the next AGM following such adoption of this Constitution. After this General Meeting the positions of Directors shall be filled, vacated and otherwise dealt with in accordance with this Constitution.
- (b) The person known and appointed to the position of Secretary immediately prior to approval of this Constitution under the Act shall continue in that position following such approval, subject to any contractual arrangements.

13. POWERS OF THE BOARD

Subject to the Act and this Constitution, the business of the Association shall be managed, and the powers of the Association shall be exercised, by the Board. In particular, the Board as the governing body for the Sport in New South Wales shall be responsible for acting on State and local issues in accordance with the Objectives and shall operate for the benefit of the Members and the community throughout New South Wales and shall govern the Sport in New South Wales in accordance with this Constitution and in particular the Objectives.

14. COMPOSITION OF THE BOARD

14.1 Composition of the Board

The Board shall comprise:

- (a) up to seven (7) elected Directors who must all be Individual Members and who shall be elected under **clause 14.2**; and

14.2 Election and Appointment of Directors

- (a) The elected Directors shall be elected under **clause 15**.
- (b) The appointed Directors may be appointed under **clause 16**.

14.3 Portfolios

The Board may allocate portfolios and/or titles to Directors. Subject to this Constitution and any properly passed resolution of the Board, the allocation of portfolios or titles does not effect the powers and duties of Directors.

15. ELECTED DIRECTORS

15.1 Nominations

- (a) Nominations for elected Director positions shall be called for thirty (30) days prior to the AGM. When calling for nominations details of the necessary qualifications and job descriptions for the positions shall also be provided. Qualifications and job descriptions may be determined by the Board from time to time.
- (b) Nominees for elected Director positions must declare any position they hold in a Club including as an officer (howsoever described including as a Delegate) or as a full time employee.

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15.2 Form of Nomination

Nominations must be:

- (a) in writing;
- (b) on the prescribed form (if any) provided for that purpose;
- (c) delivered to the Association not less than 7 days before the date fixed for the AGM.

15.3 Elections

- (a) If the number of nominations received for the Board is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board, then those nominated may be declared elected only if approved by the majority of Members present and entitled to vote.
- (b) If there are insufficient nominations received to fill all vacancies on the Board, or if a person is not approved by the majority of Members under **clause 15.3(a)**, the positions will be deemed casual vacancies under **clause 17.1**.
- (c) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in alphabetical order, for each vacancy on the Board.
- (d) Voting shall be conducted in such manner and by such method as may be determined by the Board from time to time.

15.4 Term of Appointment for Elected Directors

- (a) Directors elected under this **clause 15** shall be elected for a term of one (1) year. Subject to provisions in this Constitution relating to earlier retirement or removal of Directors, elected Directors shall remain in office from the conclusion of the AGM at which the election occurred until the conclusion of the second AGM following.

16. APPOINTED DIRECTORS

16.1 Appointment of Directors

The elected Directors may appoint up to two (2) appointed Directors.

16.2 Qualifications for Appointed Directors

The appointed Directors may have specific skills in commerce, finance, marketing, law or business generally or such other skills which complement the Board composition. They do not need to be Individual Members but must be natural persons. Appointed Directors can not also be a Delegate.

16.3 Term of Appointment for Appointed Directors

- (a) Appointed Directors may be appointed by the elected Directors under this Constitution for a term of one year, which shall commence from the first Board meeting after the AGM until after the conclusion of the second AGM following.

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17. VACANCIES ON THE BOARD

17.1 Casual Vacancies

Any casual vacancy occurring in the position of Director may be filled by the remaining Directors from among appropriately qualified persons. Any casual vacancy may only be filled for the remainder of the Director's term under this Constitution.

17.2 Grounds for Termination of Director

In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:

- (a) dies;
- (b) resigns from office in writing to the Association;
- (c) is absent without the consent of the Board from meetings of the Board held during a period of six (6) months;
- (d) holds any office of employment with the Association;
- (e) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of that interest;
- (f) in the reasonable opinion of the Board (but subject always to this Constitution) has:
 - (i) acted in a manner unbecoming or prejudicial to the Objectives and interests of the Association; or
 - (ii) brought themselves or the Association into disrepute;
 - (i) is removed by Special Resolution; or
- (g) would otherwise be prohibited from being a director of a corporation under the *Corporations Act 2001 (Cth)*.

17.3 Board May Act

If a casual vacancy or vacancies arises in the office of a Director or Directors, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Director to a number sufficient to constitute such a quorum.

18. MEETINGS OF THE BOARD

18.1 Board to Meet

The Board shall meet as often as is deemed necessary in every calendar year for the dispatch of business (and shall be at least as often as is required under the Act) and subject to this Constitution may adjourn and otherwise regulate its meetings as it thinks fit. A Director may at any time convene a meeting of the Board within a reasonable time.

18.2 Decisions of Board

Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination of a majority of Directors shall for all purposes be deemed a determination of the Board. All Directors shall have one (1) vote on any question.

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Where voting is equal, the chair may exercise a casting vote. If the chair does not exercise a casting vote, the motion will be lost.

18.3 Resolutions not in Meeting

- (a) A resolution in writing, signed or assented to by any form of visible or other electronic communication by all the Directors for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one (1) or more of the Directors.
- (b) Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Board may be held where one (1) or more of the Directors is not physically present at the meeting, provided that:
 - (i) all persons participating in the meeting are able to communicate with each other effectively simultaneously and instantaneously whether by means of telephone or other form of communication;
 - (ii) notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board or this Constitution and such notice specifies that Directors are not required to be present in person;
 - (iii) if a failure in communications prevents **clause 18.3(b)(i)** from being satisfied by that number of Directors which constitutes a quorum, and none of such Directors are present at the place where the meeting is deemed by virtue of the further provisions of this Rule to be held then the meeting shall be suspended until **clause 18.3(b)(i)** is satisfied again. If such condition is not satisfied within fifteen (15) minutes from the interruption the meeting shall be deemed to have terminated or adjourned; and
 - (iv) any meeting held where one (1) or more of the Directors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Director is there present and if no Director is there present the meeting shall be deemed to be held at the place where the chair of the meeting is located.

18.4 Quorum

At meetings of the Board the number of Directors whose presence is required to constitute a 75% of the number of directors (or otherwise as decided by the full board. A quorum must remain present throughout the meeting.

18.5 Notice of Board Meetings

Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their apology or presence) not less than fourteen (14) days written notice of the meeting of the Board shall be given to each Director. The agenda shall be forwarded to each Director not less than four (4) days prior to such meeting.

18.6 Chair

The Board shall appoint a chair from amongst its number. The chair shall be the nominal head of the Association and will act as chair of any Board meeting or General Meeting at which he is present. If the chair 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.

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18.7 Directors' Interests

A Director is disqualified by holding any place of profit or position of employment in the Association or in any company or incorporated association in which the Association is a shareholder or otherwise interested or from contracting with the Association either as vendor, purchaser or otherwise except with express resolution of approval of the Board. Any such contract or any contract or arrangement entered into by or on behalf of the Association in which any Director is in any way interested will be void unless approved by the Board.

18.8 an Interest

A Director shall declare an interest in any:

- (a) contractual matter;
- (b) selection matter;
- (c) disciplinary matter; or
- (d) financial matter;

in which a conflict of interest arises or may arise, and shall, unless otherwise determined by the Board, absent himself from discussions of such matter and shall not be entitled to vote in respect of such matter. If the Director votes the vote shall not be counted. If there is any uncertainty as to whether it is necessary for a Director to absent himself from discussions and refrain from voting, the issue should be immediately determined by vote of the Board, or if this is not possible, the matter shall be adjourned or deferred.

18.9 Disclosure of Interests

- (a) The nature of the interest of such Director must be declared by the Director at the meeting of the Board at which the relevant matter is first taken into consideration if the interest then exists or in any other case at the first meeting of the Board after the acquisition of the interest. If a Director becomes interested in a matter after it is made or entered into the declaration of the interest must be made at the first meeting of the Board held after the Director becomes so interested.
- (b) All disclosed interests must also be disclosed to each AGM.

18.10 General Disclosure

A general notice that a Director is a member of any specified firm or company and that he is interested in all transactions with that firm or company is sufficient declaration under **clause 18.9** as regards such Director and the said transactions. After such general notice it is not necessary for the Director to give a special notice relating to any particular transaction with that firm or company.

18.11 Recording Disclosures

Any declaration made, any disclosure or any general notice given by a Director in accordance with **clauses 18.8, 18.9** and/or **18.10** must be recorded in the minutes of the relevant meeting and otherwise in accordance with the Act.

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19. SECRETARY

19.1 Appointment of Secretary

A Secretary may be appointed by the Board for such term and on such conditions as the Board thinks fit.

The duties of secretary and Public Officer of the Association are to administer and manage the Association in accordance with the Act and this Constitution.

19.2 Specific Duties

The Secretary shall:

- (a) unless otherwise directed by the Board, as far as practicable attend all Board meetings and all General Meetings;
- (b) prepare the agenda for all Board and General Meetings;
- (c) record and prepare minutes of the proceedings of all Board meetings and General meetings, and shall use their best endeavours to distribute minutes of General Meetings to Clubs promptly from the date of the meeting; and
- (d) regularly report on the activities of, and issues relating to, the Association.

19.3 Board Power to Manage

Subject to the Act, this Constitution, the Regulations and any policy directive of the Board, the Secretary has power to perform all such things as appear necessary or desirable for the proper management and administration of the Association. No resolution passed by the Association in General Meeting shall invalidate any prior act of the Secretary or the Board which would have been valid if that resolution had not been passed.

20. DELEGATIONS

20.1 Board may Delegate Functions

The Board may, in writing, create or establish or appoint special committees, individual officers and consultants to carry out specific duties and functions. The Board will determine what powers these committees are given. In exercising its power under this clause the Board must take into account broad stakeholder involvement and where possible gender diversity.

20.2 Delegated Function Exercised in Accordance With Terms

A function, the exercise of which has been delegated under this clause, may whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

20.3 Procedure of Delegated Entity

The procedures for any entity exercising delegated power shall, subject to this Constitution and with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under **clause 18**. The entity exercising delegated powers shall make decisions in accordance with the Objectives, and shall promptly provide the Board with details of all material decisions. The entity shall also provide any other reports, minutes and information as required by the Board from time to time.

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20.4 Delegation may be Conditional

A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the delegation.

20.5 Revocation of Delegation

The Board may by resolution and/or in writing, at any time revoke wholly or in part any delegation made under this clause. The Board may also amend or repeal any decision made by such body or person under this **clause 20**.

21. ANNUAL GENERAL MEETING

- (a) An AGM of the Association shall be held in accordance with the Act and this Constitution and on a date and at a venue to be determined by the Board.
- (b) All General Meetings other than the AGM shall be SGMs and shall be held in accordance with this Constitution.

22. SPECIAL GENERAL MEETINGS

22.1 SGMs May be Held

The Board may, whenever it thinks fit, convene a SGM of the Association and, where, but for this clause more than fifteen (15) months would elapse between AGMs, shall convene a SGM before the expiration of that period.

22.2 Requisition of SGMs

- (a) The Secretary shall on the receipt of a notice, in writing of not less than five percent (5%) of voting Members convene a SGM.
- (b) The request for an SGM shall state the objective(s) of the meeting, shall be signed by the Members making the request and be sent to the Association. The request may consist of several documents in a like form, each signed by one (1) or more of the Members making the request.
- (c) If the Secretary does not cause an SGM to be held within one (1) month after the date on which the request is sent to the Association, the Members making the request may convene a SGM to be held not later than three (3) months after that date.
- (d) A SGM convened by Members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Board.

23. NOTICE OF GENERAL MEETING

- (a) Notice of every General Meeting shall be given to every Club and Life Member, Individual and any other Member entitled to receive notice at the address appearing in the Register kept by the Association. The auditor, Secretary and Directors shall also be entitled to notice of every General Meeting, which shall be sent to their last notified address.
- (b) The notice of a General Meeting shall specify the place and day and hour of meeting and shall state the business to be transacted at the meeting and include a link to the Organisation's website for updated document notifications.

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- (c) The notice to include a request for agenda items to be received by the Secretary seven (7) days prior to the General Meeting.
- (d) At least twenty-one (21) days' notice of a General Meeting shall be given to those Members entitled to receive notice, together with the location of:
 - (i) the agenda for the meeting;
 - (ii) any notice of motion received from Members entitled to vote.
- (e) Notice of every General Meeting shall be given in the manner authorised in **clause 40**.

24. BUSINESS

- (a) The business to be transacted at the AGM includes the consideration of accounts and the reports of the Board and auditors, the election of Directors under this Constitution and subject to the requirements of the Act, the appointment of the auditors.
- (b) All business that is transacted at a General Meeting and all business that is transacted at an AGM, with the exception of those matters set down in **clause 24(a)** shall be special business.
- (c) No business other than that stated on the notice for a General Meeting shall be transacted at that meeting.

25. NOTICES OF MOTION

Members entitled to vote may submit notices of motion for inclusion as special business at a General Meeting. All notices of motion must be submitted in writing to the Secretary not less than seven (7) days prior to the General Meeting.

26. PROCEEDINGS AT GENERAL MEETINGS

26.1 Quorum

No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings shall be five percent (5%) of the of the Members entitled to vote at the meeting.

26.2 Chair to preside

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

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

If the chair is not present, or is unwilling or unable to preside the Delegates present shall appoint another Director to preside as chair for that meeting only.

26.3 Adjournment of Meeting

- (a) If within half an hour from the time appointed for the meeting, a quorum is not present the meeting shall be adjourned until the same day in the next week at the same time and place or to such other day and at such other time and place as the

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chair may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting will lapse.

- (b) The chair may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (d) Except as provided in **clause 26.3(c)** it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

26.4 Voting Procedure

At any meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

- (a) the chair; or
- (b) a simple majority of Members entitled to vote.

26.5 Recording of Determinations

Unless a poll is demanded under **clause 26.4**, 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 book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

26.6 Where Poll Demanded

If a poll is duly demanded under **clause 26.4** it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chair directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

26.7 Procedural irregularities

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

27. VOTING AT GENERAL MEETINGS

27.1 Members Entitled to Vote

Each Individual, Life and Other Affiliate Member (as defined in Definitions shall be entitled to one (1) vote at General Meetings.

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27.2 Chair May Exercise Casting Vote

Where voting at General Meetings is equal the chair may exercise a casting vote. If the chair does not exercise a casting vote the motion will be lost.

27.3 Postal or Electronic Voting

No motion shall be determined by a postal or electronic ballot unless determined by the Board. If the Board so determines, the postal or electronic ballot shall be conducted under procedures determined by the Board from time to time.

28. STRATEGIC FORUM OF ASSOCIATION

28.1 Strategic Forums

The Association shall hold a strategic forum at least once per year. The object of the strategic forum is to:

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

28.2 Attendees at Strategic Forums

The following persons may attend strategic fora of the Association:

- (a) up to two (2) representatives from each Club; and
- (b) the Directors; and
- (c) such other persons the Board considers should be invited.

29. GRIEVANCE PROCEDURE

- (a) The grievance procedure set out in this clause applies to disputes arising under this Constitution between a Member and:
 - (i) another Member; or
 - (ii) the Association.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all parties.
- (c) If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties may refer the dispute to:
 - (i) any independent tribunal established by the Association in accordance with the procedures determined by the Board from time to time; or
 - (ii) a community justice centre for mediation under the *Community Justice Centres Act 1983 (NSW)*.

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- (d) The Board may prescribe additional grievance procedures in Regulations consistent with this **clause 29**.
- (e) If the dispute is not resolved the Board may take whatever steps it considers appropriate in regard to the dispute in the best interests of the Association and the Members concerned.

30. RECORDS AND ACCOUNTS

30.1 Records

The Association shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of the Association and the Board and shall produce these as appropriate at each Board or General Meeting.

30.2 Records Kept in Accordance with Act

- (a) Proper accounting and other records of the Association including books, minutes, documents and securities shall be kept in accordance with the Act and otherwise shall be kept in the care and control of the Secretary.
- (b) Subject to the Act, the Board may determine whether and to what extent, and at what times and places and under what conditions, the financial records, accounts, books, securities or other relevant documents of the Association will be open for inspection by the Members.

30.3 Association to Retain Records

The Association shall retain such records for seven (7) years after the completion of the transactions or operations to which they relate.

30.4 Board to Submit Accounts

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

30.5 Accounts Conclusive

The statements of account when approved or adopted by an AGM shall be conclusive except as regards any error discovered in them within three months (3) after such approval or adoption.

30.6 Accounts to be available to Members

The Secretary shall ensure all persons entitled to receive notice of AGMs under this Constitution, have access to a copy of the statements of account, the Board's report, the auditor's report and every other document required under the Act (if any).

30.7 Negotiable Instruments

All cheques, promissory notes, bankers, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two (2) duly authorised Directors or in such other manner as the Board determines.

31. AUDITOR

- (a) A properly qualified auditor or auditors shall be appointed by the Association in General Meeting. The auditor's duties shall be regulated in accordance with the

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Act, or if no relevant provisions exist under the Act, in accordance with the *Corporations Act* and generally accepted principles, and/or any applicable code of conduct. The auditor may be removed by the Board.

- (b) The accounts of the Association shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor or auditors at the conclusion of each Financial Year.

32. INCOME

- (a) Income and property of the Association shall be:
 - (i) derived from such sources; and
 - (ii) managed in such manner;as the Board determines from time to time subject to the Act and this Constitution.
- (b) The income and property of the Association shall be applied solely towards the promotion of the Objectives.
- (c) Except as prescribed in this Constitution or the Act:
 - (i) no portion of the income or property of the Association shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member or Director; and
 - (ii) no remuneration or other benefit in money or money's worth shall be paid or given by the Association to any Member who holds any office of the Association.
- (d) Nothing in **clauses 32(b)** or **32(c)** shall prevent payment in good faith of or to any Member for:
 - (i) any services actually rendered to the Association whether as an employee, Director or otherwise;
 - (ii) goods supplied to the Association in the ordinary and usual course of operation;
 - (iii) interest on money borrowed from any Member;
 - (iv) rent for premises demised or let by any Member to the Association;
 - (v) any out-of-pocket expenses incurred by the Member on behalf of the Association;

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

33. WINDING UP

- (a) Subject to this Constitution the Association may be wound up or cancelled in accordance with the Act.
- (b) The liability of the Members of the Association is limited.

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34. DISTRIBUTION OF PROPERTY ON WINDING UP

If upon winding up or cancellation of the Association there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the Members. Instead, the assets or property shall be given or transferred to another organisation(s) that has Objectives similar to the Objectives. Such organisation(s) must prohibit the distribution of its or their income and property among its members to an extent at least as great as is imposed on the Association by this Constitution. Such organisation(s) will be determined by the Members in General Meeting at or before the time of winding up or cancellation. If this does not occur, the decision is to be made by such judge of the Supreme Court of New South Wales or other Court as may have or acquire jurisdiction in the matter.

35. ALTERATION OF CONSTITUTION

This Constitution shall not be altered except by Special Resolution.

36. REGULATIONS

36.1 Board to Formulate Regulations

The Board may formulate, issue, adopt, interpret and amend such Regulations for the proper advancement, management and administration of the Association, the advancement of the Objectives and the Sport in New South Wales. Such Regulations must be consistent with the Constitution, the NSO constitution, any regulations made by NSO and any policy directives of the Board.

36.2 Regulations Binding

All Regulations are binding on the Association and all Members.

36.3 Regulations Deemed Applicable

All clauses, rules, by-laws and regulations of the Association (by whatever name) in force at the date of the approval of this Constitution insofar as such clauses, rules, by-laws and regulations are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be Regulations and shall continue to apply and be in operation.

36.4 Changes Binding on Members

Amendments, alterations, interpretations or other changes to Regulations shall be advised to Members by such means as are determined and approved by the Board from time to time and prepared and issued by the Secretary. Clubs shall take reasonable steps to distribute such changes to Individual Members. All changes are binding on all Members.

37. STATUS AND COMPLIANCE OF ASSOCIATION

37.1 Recognition of Association

The Association is a member of NSO and is recognised by NSO as the controlling authority for the Sport in New South Wales and subject to compliance with this Constitution and the NSO constitution shall continue to be so recognised and shall administer the Sport in New South Wales in accordance with the Objectives.

37.2 Compliance of Association

The Members acknowledge and agree the Association shall:

- (a) be or remain incorporated in New South Wales;

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- (b) apply its property and capacity solely in pursuit of the Objectives and the Sport;
- (c) do all that is reasonably necessary to enable the Objectives to be achieved;
- (d) act in good faith and loyalty to ensure the maintenance and enhancement of the Sport, its standards, quality and reputation for the benefit of the Members and the Sport;
- (e) at all times act in the interests of the Members and the Sport;
- (f) not resign, disaffiliate or otherwise seek to withdraw from NSO without approval by Special Resolution; and
- (g) abide by the NSO constitution and the rules of the Sport.

37.3 Operation of Constitution

The Association and the Members acknowledge and agree:

- (a) that they are bound by this Constitution and that this Constitution operates to create uniformity in the way in which the Objectives and the Sport are to be conducted, promoted, encouraged, advanced and administered throughout New South Wales and;
- (b) to ensure the maintenance and enhancement of the Sport, its standards, quality and reputation for the benefit of the Members and the Sport;
- (c) not to do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of the Sport and its maintenance and enhancement;
- (d) to promote the economic and community service success, strength and stability of each other and to act interdependently with each other in pursuit of their respective Objectives;
- (e) to act in the interests of the Sport and the Members; and
- (f) that should a Member including but not only Clubs have governance, administrative, operational or financial difficulties the Board may act (but is not obliged) to assist the Member in whatever manner the Board considers appropriate.

38. ASSOCIATION'S CONSTITUTION

38.1 Constitution of the Association

This Constitution will clearly reflect the Objectives of the NSO and will conform to the NSO constitution, subject always to the Act.

38.2 Operation of NSO constitution

- (a) The Association will take all reasonable steps to ensure this Constitution conforms to the NSO constitution subject always to the Act.
- (b) The Association shall provide to NSO a copy of this Constitution and any amendments to it. The Association acknowledges and agrees that the NSO has power to veto any provision in its Constitution which, in the NSO's opinion, is contrary to the objectives of the NSO.

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38.3 Register

The Association shall maintain, in a form acceptable to NSO but otherwise in accordance with the Act, a Register of all Clubs and if appropriate all Individual Members.

39. STATUS AND COMPLIANCE OF CLUBS

39.1 Compliance

Clubs acknowledge and agree that they shall:

- (a) recognise the Association as the authority for the Sport in New South Wales and NSO as the national authority for the Sport;
- (b) adopt and implement such communications and Intellectual Property policies as may be developed by the Association from time to time; and
- (c) have regard to the Objectives in any matter of the Club pertaining to the Sport.

39.2 Club Constitutions

- (a) The constituent documents of Clubs will clearly reflect the Objectives and will conform to this Constitution.
- (b) Clubs will take all reasonable steps necessary to ensure their constituent documents conform to this Constitution.
- (c) Clubs shall provide to the Association a copy of their constituent documents and all amendments to these documents. Clubs acknowledge and agree that the Association has power to veto any provision in a Club constitution which, in the Association's opinion, is contrary to the Objectives.
- (d) The constituent documents of each Club shall, at the earliest available opportunity, but within one year of the commencement of this Constitution, recognise the Association as the authority for the Sport in New South Wales and NSO as the national authority for the Sport in Australia.

40. NOTICE

- (a) Notices may be given by the Association to any person entitled under this Constitution to receive any notice by sending the notice by:
 - (i) electronic mail;
 - (ii) prominently posting the notice on the Association's website.
- (b) Where a notice is sent by electronic mail or by posting the notice on the Association's website, service of the notice shall be deemed to be effected the next business day after it was sent or posted.
- (c) Where a notice is sent by post, service of the notice shall be deemed to be effected three (3) days after posting.

41. PATRONS AND VICE PATRONS

The Association at its AGM may appoint annually on the recommendation of the Board a chief Patron and such number of Patrons as it considers necessary, subject to approval of that person or persons.

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42. INDEMNITY

- (a) Indemnity is provided via the Association's membership of the NSW (Australian Ice Racing Inc.)
- (b) Every Director and employee of the Association shall be indemnified out of the property and assets of the Association against any liability incurred by them in their capacity as Director or employee in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is granted by the Court.
- (c) The Association shall indemnify its Directors and employees against all damages and losses (including legal costs) for which any such Director or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:
 - (i) in the case of a Director, performed or made whilst acting on behalf of in and with the authority, express or implied of the Association; and
 - (ii) the case of an employee, performed or made in the course of, and within the scope of their employment by the Association.