

Ice Racing New South Wales Inc Constitution



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An Incorporated Association under NSW Fair Trading

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1. Definitions and Interpretations

1.1. Definitions

In this Constitution unless the context requires otherwise:

Act refers to the *Associations Incorporation Act 2009 (NSW)*.

AGM or **Annual General Meeting** means the annual General Meeting of the Association required to be held by the Association in each calendar year under the Associations Incorporation Act.

Association means Ice Racing NSW Incorporated.

Board refers to the, all or some of the Directors acting together as a Board in accordance with their powers and authority under this Constitution.

Business day means a day on which banks are open for business excluding Saturdays, Sundays and public holidays in the place where the **Association's** registered office is located.

Chairperson means a person elected by the Directors to be the **Association's** chairperson under [clause 9.5](#).

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.

Directors means, as the case requires, all or some of the Directors acting together as a Board in accordance with their powers and authority under this Constitution.

Exercise a function includes perform a duty.

Financial year is from 1st July to 30th June.

Function includes a power, authority or duty.

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

IF means the International Federation for the Sport being the *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, trademarks (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.

Member means a member of the Association under **clause 4**

Member present means, in connection with a **general meeting**, a **member present** in person.

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

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

Objects mean the objects of the Association in [clause 2](#).

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

Secretary, of the association, means the person holding office under this constitution as Secretary.

Special General Meeting, of the association, means a general meeting of the association other than an annual general meeting.

Special resolution means a special resolution defined in the Act:

- (a) of which notice has been given, and
- (b) that has been passed by at least 75% of the votes cast by members present and entitled to vote on the resolution.

Subcommittee means a Subcommittee established under [clause 14](#)

surplus assets means any assets of the **Association** that remain after paying all debts and other liabilities of the **Association**, including the costs of winding up.

Telecommunications Meeting means a meeting held by telephone, video, any other technology (or any combination of these technologies), which permits each Director at a meeting of Directors or each Voting Member at a meeting of members to communicate with any other participant.

virtual meeting platform means any technology that allows members to participate in a meeting, including by asking questions orally and in writing, without being physically present at the meeting.

1.2. Interpretations

In this Constitution unless the context requires otherwise:

(presence of a Member) a reference to a Member present at a General Meeting means the Member present.

(document) a reference to a document or instrument includes any amendments made to it from time to time and, unless the contrary intention appears, includes a replacement;

(gender) words importing any gender include all other genders;

(person) the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;

(successors) a reference to an organisation includes a reference to its successors;

(singular includes plural) the singular includes the plural and vice versa;

(instruments) a reference to a law includes regulations and instruments made under it;

(amendments to legislation) 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;

(include) the words include, includes, including and for example are not to be interpreted as words of limitation;

(signed) 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;

(writing) 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; and

(headings) headings are inserted for convenience and do not affect the interpretation of this Constitution.

the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and

reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations).

1.3. 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.

1.4. 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.

2. Objects

2.1. Objects

The objects for 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 of the Association;
- (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 governing 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 the 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;
- (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 the 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.

3. The Association

3.1. Overview

The name of the Association is Ice Racing New South Wales Incorporated. The Association is a not-for-profit Incorporated Association under the Act in New South Wales.

3.2. Not-for-profit

- (a) The assets and income of the Association shall be applied solely in furtherance of the objects of Association set out in clause 2 and no portion shall be distributed at any time directly or indirectly to the members of, except as provided in clause 3.2(b).
- (b) Clause 3.2(a) does not stop the Association from doing the following things, provided they are done in good faith:
 - i. remunerating any employee of the Association; or
 - ii. paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the Association; or
 - iii. paying interest on money borrowed from a member at fair and reasonable rates or rates more favourable to the Association; or
 - iv. paying rent, at fair and reasonable rates or rates more favourable to the Association, for premises let by any member to the Association; or
 - v. paying reasonable costs and expenses which any officer or a patron of the Association incurs or will incur under any contract or agreement properly and fairly entered into with the Association, or as a result of an act or thing done by them within the scope of their role as an officer or as a patron, which was reasonably necessary for them to undertake or discharge their duties; or
 - vi. making a payment to a member in carrying out the Association's objects and purposes.

3.3. Amending the constitution

- a) Subject to clause 3.3(c), the members may amend this constitution by passing a special resolution.
- b) Any amendment to this constitution will take effect from the date of the special resolution, or from any later date specified in the resolution.
- (c) The members must not pass a special resolution that amends this constitution if passing it would mean the Association no longer conforms to clause 3.4.

3.4. Conformity to the NSO

- (a) This Constitution will take all reasonable actions to clearly reflect the Objectives of the NSO and conform 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 reject any proposed amendments to its Constitution which, in the NSO's opinion, is contrary to the objectives of the NSO.
- (c) 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.

3.5. Compliance of the Association

- (a) The Members acknowledge and agree the Association shall:
 - i. be or remain incorporated in New South Wales;
 - ii. apply its property and capacity solely in pursuit of the Objectives and the Sport;
 - iii. do all that is reasonably necessary to enable the Objectives to be achieved;
 - iv. 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;
 - v. at all times act in the interests of the Members and the Sport;
 - vi. not resign, disaffiliate or otherwise seek to withdraw from NSO without approval by Special Resolution; and
 - vii. abide by the NSO constitution and the rules of the Sport.

3.6. Operation of the Constitution

- (a) The Association and the Members acknowledge and agree:
 - i. 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;
 - ii. to ensure the maintenance and enhancement of the Sport, its standards, quality and reputation for the benefit of the Members and the Sport;
 - iii. not to do or permit to be done any act or thing which might adversely affect or lower the standards, quality and reputation of the Sport and its maintenance and enhancement;
 - iv. 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;
 - v. to act in the interests of the Sport and the Members; and
 - vi. 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.

3.7. Powers

Solely for furthering the Objects under clause 2, the Association, in addition to any other powers it has under the Corporations and Incorporations (NSW) Act, has the legal capacity and powers of an Association limited by guarantee as set out under section 124 of the Corporations Act.

4. Members

4.1. General

- (a) 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.
- (b) No Member whose membership ceases has any claim against the Association or the Directors for damages or otherwise arising from cessation or termination of membership.
- (c) Membership is personal to each Member. No Member shall, or purport to, assign the rights comprising or associated with membership to any other person and any attempt to do so shall be void.
- (d) A Member must treat all staff, contractors and representatives of the Association with respect and courtesy at all times.
- (e) A Member must not act in a manner unbecoming of a Member or prejudicial to the Objects and interests of the Association

4.2. Membership

- (a) An individual is taken to be a member of the association if:
 - i. the person applied to be a member in accordance with this constitution and the application has been approved, or
 - ii. the person was one of the individuals on whose behalf an application for registration of the association was made under the Act, section 6(1)(a).
- (b) A person who is not an individual is not eligible to be a member of the association unless Incorporated as an Association and are seeking membership as a Club (notwithstanding clause 4.4).

4.3. Membership And Register of Members

- (a) The members of the Association are those:
 - i. included as such on the application for incorporation of the Association with their consent, and
 - ii. any other person that the Directors allow to be a member, in accordance with this constitution,and have not since ceased to be a member.
- (b) The Association must maintain a register of members. The register of members must contain:
 - i. for each current member:

- 1) the member's full name, and
 - 2) a residential, postal or email address, and
 - 3) the date on which the person became a member, and
 - 4) if the person ceases to be a member - the date on which the person ceased to be a member, and
- i. for each person who stopped being a member in the last 7 years:
 - 1) name
 - 2) address
 - 3) any alternative address nominated by the member for the service of notices, and
 - 4) dates the membership started and ended
- (c) The Association must allow a member to inspect the register of members showing only the names of members.
- (d) Information that is accessed from the register of members must only be used in a manner relevant to the interests or rights of members.
- (e) Information about a member, other than the member's name, shall not be made available for inspection by non-members unless warranted by a court of law.

4.4. Membership Categories

Members of the Association shall fall into one of the following categories:

- (a) **Clubs**, which are affiliated to the Association in accordance with the procedures as outlined in clause 4.6, subject to this Constitution, may be represented by a Delegate who is a financial member of the club at meetings of the Association.
- (b) **Individual Members** who may be:
 - i. **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.
 - ii. **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;

- (e) **Life Members**, who, subject to this Constitution, shall have the right to receive notice of General Meetings and to be present, to debate, and vote 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;
- (g) and 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.

4.5. Life Membership

- (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 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.

4.6. Membership Applications (except Club Affiliation)

- (a) A person may apply to become a member of the Association by:
 - i. Submitting their details and pay the requisite payment for their membership type via the software program provided for that purpose.
 - ii. support the purpose(s) of the Association and the statements as outlined in clause 4.7, and
 - iii. agree to comply with the Association's constitution.
- (b) The grant of membership shall be at the discretion of the affiliated club in accordance with their own constitutional documents.
- (d) A person will become a Member only upon meeting the criteria applicable to the relevant category of membership set out in this Constitution and provided the Member has submitted an application in which the Member undertakes to support the Association in the encouragement and promotion of its Objects.

4.7. Club Membership and Affiliation

- (a) To be, or remain, eligible for membership, a Club must:
 - i. have ten (10) registered members;
 - ii. must re-affiliate annually with the Association in accordance with the procedures set down by the Association in Regulations from time to time;
 - iii. Must abide by the reporting requirements in clause 4.8; and
 - iv. pay the affiliation fee required on an annual basis.

- (b) The Board may, acting in the best interests of the Club and in good faith, accept or reject an application, even though the applicant has complied with all requirements.
- (c) Where the Board accepts an application, the Club shall become a Member. The Association Secretary shall inform the NSO of the decision.
- (d) Financial Members of any affiliated Club will be in turn, individual members of the Association.
- (e) 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. The Association Secretary shall notify the NSO to cease accepting memberships from the club.
- (f) As part of the requirements and obligations of clubs following membership and affiliation, clubs must submit any and all reports as requested by the Association within 14 days of the request.

4.8. Club Compliance

- (a) Clubs acknowledge and agree that they shall:
 - i. recognise the Association as the authority for the Sport in New South Wales and NSO as the national authority for the Sport;
 - ii. adopt and implement such communications and Intellectual Property policies as may be developed by the Association from time to time; and
 - iii. have regard to the Objectives in any matter of the Club pertaining to the Sport.
- (b) With regard to constituent documents of member clubs:
 - i. The constituent documents of Clubs will clearly reflect the club's Objectives;
 - ii. Clubs will take all reasonable steps necessary to ensure their constituent documents conform to this Constitution;
 - iii. Clubs shall provide to the Association a copy of their constituent documents and all amendments to these documents;
 - iv. 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;
 - v. The constituent documents of each Club shall recognise the Association as the authority for the Sport in New South Wales and NSO as the national authority for the Sport in Australia.

4.9. 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;
- (h) and 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.

4.10. Membership fees

- (a) Each member must pay an annual membership fee, unless the Directors decide otherwise.
- (b) The annual membership fee shall as per clause 6.1.
- (c) A member that has not paid the required membership fee in accordance with this clause may not exercise any of the rights associated with that member's membership, including the right to exercise any vote the member may have at a meeting of members.

4.11. Transfer of membership

Membership of the Association and the associated rights cannot be transferred or sold.

5. Cessation of Membership

5.1. Cessation

- (a) A member (as defined in clause 4) immediately stops being a member if they:
 - i. Die;
 - ii. fails to pay any required membership fee in accordance with clause 6.1;
 - iii. are wound up or otherwise dissolved or deregistered (for a club member);
 - iv. resign, by writing to the Secretary;

- v. are expelled under clause 7.5.

5.2. Resignation of Membership and Affiliation

- (a) For the purposes of clause 5.1(a), after having paid all arrears of fees payable to the Association, a Member may resign or withdraw from membership of the Association by giving 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 shall be encouraged to move to another club.
- (d) When the Association receives notice of resignation of Club membership, the Secretary shall inform the NSO of such fact and the name of the member who gave notice and the date on which Club ceased to be a Member.

5.3. Discontinuance of Membership (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.

5.4. Discontinuance of Membership (for failure to reaffiliate)

Membership of the Association may be discontinued by the Board if a Club has not reaffiliated 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.

5.5. Reapplication of Membership

A Member whose membership has been discontinued:

- (a) must seek renewal and re-apply for membership in accordance with clause 4.6 of 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.

5.6. Forfeiture of Rights

A Member who or which ceases to be a Member shall forfeit all right in and claim upon the Association or the Directors for damages or otherwise or claim upon its property including the 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.

5.7. Delegate Positions

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

5.8. Membership may be Reinstated

Membership which has been discontinued under this clause 5 may be reinstated at the discretion of the Board, with such conditions as it deems appropriate.

5.9. Refund of Membership Fees on Discontinuance/Resignation

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

6. Fees and Subscriptions

6.1. Membership Fee

- (a) The Directors must determine from time to time:

- i. the amount (if any) payable by an applicant for membership;
- ii. the amount of the annual subscription fee payable by each Member, or any category of Members;
- iii. any other amount to be paid by each Member, or any category of Members, whether of a recurrent or any other nature; and
- iv. the payment method and the due date for payment.

- (b) Each Member must pay to the Association the amounts determined under this clause 6 in accordance with clause 6.1(a)(iv)

6.2. Non-Payment of Fees

- (a) The right of a Member to attend and vote at a General Meeting is suspended while the payment of any subscription or other amount determined under clause 6.1 is in arrears.
- (b) The Board is empowered to prevent any Member whose 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 Meetings and participating in activities of the Association. There is no right to natural justice or any right of appeal where the Board exercises its power under this clause 6.2(b).

6.3. Deferral or reduction of subscriptions

- (a) 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:
- i. there are reasonable grounds for doing so;
 - ii. the Association will not be materially disadvantaged as a result; and
 - iii. 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
- (b) If the Directors defer or reduce a subscription or other amount payable by a Member under this clause 6.3, that Member will retain their rights to General Meetings unless otherwise specified by the Directors.

7. Dispute resolution and disciplinary procedures

7.1. Jurisdiction

All Members will be subject to, and submit unreservedly to, the jurisdiction, procedures, penalties and appeal mechanisms of the Association whether under the Policies or under this Constitution, notwithstanding the policies and regulations as set by the NSO.

7.2. Policies

- (a) The Directors may make a Policy or Policies:
- i. on the hearing and determination of:
 - 1) grievances by any Member who feels aggrieved by a decision or action of the Association; and
 - 2) disputes between Members
 - ii. for the discipline of Members;
 - iii. for the formation and administration of an appeals tribunal which must be independent of any party before it on the matter which is the subject of the appeal in question; and
 - iv. for the termination of Members.
- (b) The Directors in their sole discretion may refer an allegation (which in the opinion of the Directors is not vexatious, trifling or frivolous) by a complainant (including a Director or a Member) that a Member has:
- i. breached, failed, refused or neglected to comply with a provision of this Constitution, the constitution and policies of the NSO, the Policies or any other

resolution or determination of the Directors or any duly authorised Subcommittee;
or

- ii. acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of the Association; or
- iii. prejudiced the Association or brought the Association, the NSO, another member, or themselves into disrepute,

for investigation or determination either under the procedures set down in the Policies or by such other procedure and/or persons as the Directors consider appropriate.

- (c) During investigatory or disciplinary proceedings under this clause 7, a respondent may not participate in activities managed by the Association pending the determination of such proceedings (including any available appeal) unless the Directors decide continued participation is appropriate having regard to the matter at hand.

7.3. Dispute resolution

- (a) The dispute resolution procedure in this clause applies to disputes (disagreements) under this constitution between a member or director and:
 - i. one or more members
 - ii. one or more Directors, or
 - iii. the Association.
- (b) A member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 7.5 until the disciplinary procedure is completed.
- (c) Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it, or within a timeframe agreed by those involved.
- (d) If those involved in the dispute do not resolve it they must within 10 days (or within a timeframe agreed by those involved):
 - i. tell the Directors about the dispute in writing
- (e) agree or request that a mediator be appointed, and
- (f) attempt in good faith to settle the dispute by mediation.

7.4. Mediation

- (a) The mediator must:
 - i. be chosen by agreement of those involved, or
 - ii. where those involved do not agree:
 - 1) for disputes between members, a person chosen by the Directors, or
 - 2) for other disputes, a person chosen by the president of the law institute or society in the state or territory in which the Association has its registered office.

- (b) A mediator chosen by the Directors under clause 7.4:
- i. may be a member or former member of the Association
 - ii. must not have a personal interest in the dispute, and
 - iii. must not be biased towards or against anyone involved in the dispute.

- (c) When conducting the mediation, the mediator must:
- i. allow those involved a reasonable chance to be heard
 - ii. allow those involved a reasonable chance to review any written statements
 - iii. ensure that the mediation is conducted in a manner free from bias, and
 - iv. not make a decision on the dispute.

7.5. Disciplining members

- (a) In accordance with this clause, the Directors may resolve to warn, suspend, or expel a member from the Association if the Directors consider that:
- i. the member has breached this constitution, or
 - ii. the member's behaviour is causing, has caused, or is likely to cause harm to the Association.
- (b) At least 14 days before the Directors' meeting at which a resolution under this clause will be considered, the Secretary must notify the member in writing:
- i. that the Directors are considering a resolution to warn, suspend or expel the member
 - ii. that this resolution will be considered at a Directors' meeting and the date of that meeting
 - iii. what the member is said to have done or not done
 - iv. the nature of the resolution that has been proposed, and
 - v. that the member may provide an explanation to the Directors, and details of how to do so.
- (c) Before the Directors pass any resolution under this clause, the member must be given a chance to explain or defend themselves by:
- i. sending the Directors a written explanation before that Directors' meeting, and/or
 - ii. speaking at the meeting.
- (d) After considering any explanation under clause 7.5(c), the Directors may:
- i. take no further action
 - ii. warn the member
 - iii. suspend the member's rights as a member for a period of no more than 12 months
 - iv. expel the member

- v. refer the decision to an unbiased, independent person on conditions that the Directors consider appropriate (however, the person can only make a decision that the Directors could have made under this clause), or
 - vi. require the matter to be determined at a general meeting.
- (e) The Directors cannot fine a member.
- (f) The Secretary must give written notice to the member of the decision under clause 7.5 as soon as possible.
- (g) Disciplinary procedures must be completed as soon as reasonably practical.
- (h) There will be no liability for any loss or injury suffered by the member as a result of any decision made in good faith under this clause.

8. General Meetings

8.1. Annual General Meeting (AGM)

AGMs of the Association are to be held:

- (a) according to the Act; and
- (b) at a date and venue determined by the Directors.

8.2. 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 Act.
- (b) The Voting Members may convene a General Meeting in accordance with the Act.

8.3. Notice of a General Meeting

- (a) Notice of a General Meeting of Members must be given:
 - i. to all Members entitled to attend the General Meeting, the Directors, and the auditor of the Association; and
 - ii. in accordance with clause 20.3 and the Act
- (b) At least 45 days prior to the proposed date of the AGM, the Secretary will request from Voting Members: board nominations and notices of motions, which must be received no less than 28 days prior to the AGM.
- (c) At least 21 days' notice of the time and place of a General Meeting must be given, together with:
 - i. all information required to be included in accordance with the Act;
 - ii. in the case of a proposed Special Resolution, the intention to propose the Special Resolution and the terms of the proposed Special Resolution;
 - iii. where applicable, any notice of motion received from any Voting Member or Director in accordance with the Act; and

- iv. where applicable, a list of all nominations received for positions to be elected at the relevant General Meeting.

8.4. No other business

No business other than that stated in the notice of meeting may be transacted at a General Meeting.

8.5. Cancellation or postponement of General Meetings

Where a General Meeting (including an AGM) 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. This clause does not apply to a General Meeting convened by:

- (a) Members according to the Act;
- (b) the Directors at the request of Members; or
- (c) a court.

8.6. Written notice of cancellation or postponement of General Meeting

- (a) Notice of the cancellation or postponement of a General Meeting must state the reasons for doing so and be given to:
 - i. each Member entitled to attend the General Meeting; and
 - ii. each other person entitled to notice of a General Meeting under the Act.
- (b) A notice postponing a General Meeting must specify:
 - i. the new date and time for the meeting;
 - ii. 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
 - iii. 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.

8.7. Special General Meetings

- (a) If members with at least 10% of the votes that may be cast at a general meeting make a written request to the Association for a special general meeting to be held for a proper purpose, the Directors must:
 - i. within 21 days of the members' request, give all members notice of a general meeting, and
 - ii. hold the special general meeting within 2 months of the members' request.
- (b) The Secretary shall confirm the accurate percentage of eligible voting members against the membership register as of 11:55pm the night before the members request the meeting.
- (c) The members who make the request for a general meeting must:
 - i. state in the request the resolution to be proposed at the meeting

- ii. sign the request, and
 - iii. give the request to the Association.
- (d) The members making the request may sign the request by signing a physical form of the document by hand or by signing an electronic form of the document using electronic means, which identifies the person and indicates the person's intention.
- (e) Separate copies of a document setting out the request may be signed by members if the wording of the request is the same in each copy.
- (f) If the Directors do not call the meeting within 21 days of being requested under clause 8.12, 50% or more of the members who made the request may call and arrange to hold a general meeting.
- (g) To call and hold a meeting under this clause the members must:
- i. as far as possible, follow the procedures for general meetings set out in this constitution,
 - ii. call the meeting using the list of members on the Association's member register, which the Association must provide to the members making the request at no cost, and
 - iii. hold the general meeting within two months after the request was given to the Association.

8.8. Notice of SGMs

- (a) If the Association has been given a notice or request under clause 8.7:
- i. in time to send the notice of proposed members resolution or a copy of the members statement to members with a notice of meeting, it must do so at the Association's cost; or
 - ii. too late to send the notice of proposed members resolution or a copy of the members' statement to members with a notice of meeting, then the members who proposed the resolution or made the request must pay the expenses reasonably incurred by the Association in giving members notice of the proposed members resolution or a copy of the members statement. However, at a General Meeting, the members may pass a resolution that the Association will pay these expenses.
- (b) The Association does not need to send the notice of proposed members resolution or a copy of the members statement to members if:
- i. it is more than 1,000 words long; or
 - ii. the Directors consider it may be defamatory; or
 - iii. if the members who proposed the resolution or made the request have not paid the Association enough money to cover the cost of sending the notice of the proposed members resolution or a copy of the members' statement to members; or

- iv. in the case of a proposed members' resolution, the resolution does not relate to a matter that may be properly considered at a General meeting or is otherwise not a valid resolution able to be put to the members.

8.9. Using technology to hold meetings

- (a) The Association may hold a general meeting at two or more venues using any virtual meeting platform or using a virtual meeting platform only, where the platform gives members a reasonable opportunity to participate, including to hear and be heard.
- (b) Anyone using this platform is taken to be present in person at the meeting.
- (c) If the general meeting is held using a virtual meeting platform only, then
 - i. The place of the meeting is taken to be the registered office of the Association, and
 - ii. The time of the meeting is taken to be the time at the registered office of the Association.
- (d) If the general meeting is held at more than one physical venue (whether or not it is also held using a virtual meeting platform), then:
 - i. The place of the meeting is taken to be the main physical venue of the meeting as set out in the notice of the meeting, and
 - ii. The time of the meeting is taken to be the time at the main physical venue of the meeting as set out in the notice of the meeting.
 - iii. All documentation resulting from the meeting, is to note that the meeting was also held virtually.

9. Proceedings at General Meetings

9.1. Quorum

For a general meeting to be held, at least 20% of eligible voting members (a quorum) must be present for the whole meeting. When determining whether a quorum is present, a person may only be counted once.

9.2. Requirement for a quorum

No business may be conducted at a general meeting if a quorum is not present.

9.3. Quorum and time

- (a) If there is no quorum present within 30 minutes after the starting time stated in the notice of general meeting, the general meeting is adjourned to the date, time and place that the chairperson specifies. If the chairperson does not specify one or more of those things, the meeting is adjourned to:
 - i. if the date is not specified – the same day in the next week
 - ii. if the time is not specified – the same time, and
 - iii. if the place is not specified – the same place.

- (b) If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.

9.4. Right of non-members to attend meetings

- (a) The chairperson of a general meeting may invite any person to attend and address a meeting.
- (b) Any auditor and any director of the Association is entitled to attend and address a general meeting.
- (c) The Association must give the auditor (if any) any communications relating to the general meeting that a member of the Association is entitled to receive.

9.5. Chairperson for general meetings

- (a) The chairperson is entitled to chair general meetings.
- (b) The members present and entitled to vote at a general meeting may choose a director or member to be the chairperson, in accordance with clause 9.5(c) for that meeting if:
 - i. there is no chairperson, or
 - ii. the chairperson is not present within 30 minutes after the starting time set for the meeting, or
 - iii. the chairperson is present but says they do not wish to act as chairperson of the meeting.
- (c) the following may preside as chair (in order of entitlement):
 - i. The President of the Association;
 - ii. a Director (or other person) chosen by a majority of the Directors present;
 - iii. the only Director present; or
 - iv. a Voting Member who is entitled to vote and is chosen by a majority of the Voting Members present.

9.6. Role of the chairperson

- (a) The Chairperson:
 - 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 his or her 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 Act, terminate discussion or debate on any matter whenever he or she considers it necessary or desirable for the proper conduct of the meeting.
- (b) A decision by the Chairperson under this clause is final.

9.7. Adjournment of meetings

- (a) The Chairperson may, with the consent of any General Meeting at which a quorum is present, or is directed by 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 place agreed by vote of the members present.
- (c) Only unfinished business is to be transacted at a meeting resumed after an adjournment.

9.8. Notice of Adjourned Meetings

- (a) 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 30 days or more.
- (b) In that case, at least the same period of notice as was originally required for the meeting must be given for the adjourned meeting.

9.9. Questions decided by majority

Subject to the requirements of the Act and except in the case of a Special Resolution, a resolution is carried if a simple majority of the votes cast on the resolution are in favour of it.

9.10. Equality of votes

Where an equal number of votes are cast in favour of or against the resolution, the resolution is not carried.

9.11. 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 Chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, an entry to that effect in the minutes of the meetings of the Association, is conclusive evidence of the fact.
- (c) Neither the Chairperson 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.

9.12. Poll

- (a) If a poll is properly demanded in accordance with the Act or by the Chairperson of the meeting, it must be taken in the manner and at the date and time directed by the Chairperson, 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 General Meeting continuing for the transaction of any business other than the question on which the poll was demanded.

9.13. Objection to voting qualification

- (a) An objection to the right of a person to attend or vote at a General Meeting (including an adjourned meeting):
 - i. may not be raised except at that meeting; and
 - ii. must be referred to the Chairperson, whose decision is final.

9.14. Chairperson to determine any poll dispute

If there is a dispute about the admission or rejection of a vote, the Chairperson must decide it and the Chairperson's decision is final.

9.15. Electronic voting

Voting by electronic communication at General Meetings may be permitted from time to time in such instances as the Directors may determine and shall be held in accordance with procedures prescribed by the Directors.

9.16. Recording of Determinations

Unless a poll is demanded, 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 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.

9.17. Procedural irregularities

- (a) A decision of the Association, the Board or any Board authorised entity shall not 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.

10. Votes of Members

10.1. Votes of Members

- (a) At a General Meeting, on a show of hands and on a poll, each of the Voting Members shall have the votes set out in this clause.
- (b) Each eligible Member will be entitled to one vote.
- (c) No Member other than those with right to vote, as per clause 4.4(b), shall be entitled to vote at General Meetings.
- (d) On a show of hands, the chairperson's decision is conclusive evidence of the result of the vote.
- (e) The chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

- (f) Members eligible to vote at General Meetings must have become members twenty-one (21) days prior to the General Meeting.

10.2. Casting Vote of the Chair

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

10.3. Postal and 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.

10.4. When and how a vote in writing must be held

- (a) A vote in writing may be demanded on any resolution instead of a vote by a show of hands by:
 - i. at least five members present who are entitled to vote on the relevant resolution,
 - ii. Members present with at least 5% of the votes, or,
 - iii. The chairperson of the meeting.
- (b) A vote in writing must be taken when and how the chairperson directs.
- (c) A vote in writing must be held immediately if it is demanded under clause 10.4(a):

10.5. Election of Directors

- (a) Elections for Elected Directors shall be by ballot in accordance with this clause 10.5 at the relevant General Meeting on papers prepared by the Secretary.
- (b) The ballot for an election to fill one or more Elected Director positions will be conducted in accordance with the following procedure:
 - i. If, at the close of nominations for an election to fill one or more Elected Director positions, the number of eligible nominees is equal to or less than the number of positions to be filled, then no election is to take place and those eligible nominees will be taken to be elected to fill one or more of the Elected Director positions; and
 - ii. if at the close of nominations for an election to fill one or more Elected Director positions there are more eligible nominees than the number of positions to be filled, a ballot will be conducted as a poll and the eligible nominee who receives the highest number of votes will be elected to fill the Elected Director positions. If two or more nominees get the same number of votes and at the relevant time there is only one Elected Director position to be filled then the Chairperson is to draw the name of one of those nominees by lot. That nominee is to be elected as an Elected Director.
 - iii. Notwithstanding the clauses above, the nominations for available Director positions must, if possible, abide by the 50/50 principle of male to female Directors whereby the composition of the Board for one specific gender shall make up a number not greater than 50% +1 of all Board positions.

- 1) For example, should the current board compose of 3 male and 2 female Directors with 4 positions up for election, the election must result in no more than 2 elected male Directors.
- (c) Each of the Directors must be appointed by a separate resolution, unless:
- i. the members present have first passed a resolution that the appointments may be voted on together, and
 - ii. no votes were cast against that resolution.

10.6. Resolutions without meetings

- (a) Subject to clause 10.6(c) the Directors may put a resolution to the members to pass the resolution without a general meeting being held.
- (b) The Directors must notify the auditor (if any) as soon as possible that a resolution has or will be put to members and set out the wording of the resolution.
- (c) The Association cannot pass resolutions for the following without holding a meeting:
- i. for a resolution to remove an auditor or remove a director
 - ii. for passing a special resolution, or
 - iii. where the Act or this constitution requires a meeting to be held.
- (d) A resolution is passed if all the members entitled to vote on the resolution sign or agree to the resolution, in the manner set out in clause 10.6(e).
- (e) The Association may send a resolution by email to members and members may agree or disagree by sending a reply email to that effect, including the text of the resolution in their reply.

11. Board of Directors

11.1. General

- a) Subject to the Act, the Regulation, this constitution and any resolution passed by the association in general meeting, the Board of Directors:
- i. is to control and manage the affairs of the association, and
 - ii. may exercise all the functions that may be exercised by the association, other than a function that is required to be exercised by the association in a general meeting and has the power to do all things that are necessary or convenient to be done for the proper management of the affairs of the association.

11.2. Composition of the Board

- (a) The Association must have at least three and no more than seven Directors. The number of elected Directors appointed under clause 11.4 must not exceed seven (7). The Board may appoint up to two (2) appointed Directors under clause 11.8 for any casual vacancies on the Board.

(a) The Board must assign the following offices to the available Directors:

- i. President,
- ii. Secretary/Public Officer,
- iii. Treasurer.

(b) The Board may assign the following offices to the remaining Directors:

- i. Vice President
- ii. Grants Officer
- iii. Events Coordinator

(c) A Director may hold up to 2 offices, other than:

- i. both the offices of President and Vice-President; or
- ii. both the offices of President and Secretary; or
- iii. both the offices of President and Treasurer; or
- iv. both the offices of Secretary and Treasurer.

11.3. Gender Equality with the Board

(a) The Association shall strive to maintain, as close as practicable, a gender equal board composition of 50:50 male to female or gender-diverse Directors.

(b) Where possible, the Board of Directors shall have no more than 50% composition of a gender rounded up to the nearest whole number. It is intended that one gender shall not make up more than 50% plus one of the total positions on the Board.

(c) Where the Chair elected under clause 13.7 is identified as male, the vice chair must be female.

11.4. Initial Directors

The initial Directors are the people who have agreed to act as Directors and are currently elected Directors at the time this constitution is accepted in a general meeting.

11.5. Eligibility

(a) A person is eligible for election as a director of the Association if they:

- i. are a member of the Association,
- ii. are 18 years of age or older
- iii. give the Association their signed consent to act as a director of the Association,
- iv. are not ineligible to be a director under the Corporations Act,
- v. are not ineligible to be a director under the Australian Charities and Non-profits Commission,
- vi. have no adverse findings against them by the National Sporting Tribunal or Sport Integrity Australia within the past 5 years,

- vii. has not been convicted of an offence involving fraud or dishonesty for which the maximum penalty is imprisonment for at least 3 months, and
 - viii. is not a mentally incapacitated person.
- (b) The Directors may determine position or role descriptions or necessary qualifications for Director positions.

11.6. Nomination for Election

- (a) At least 45 days prior to the proposed date of the Annual General Meeting at which a resolution or resolutions will be proposed to fill a vacancy in an Elected Director position, the Secretary will request nominations from Members for elections to the positions falling vacant. Nominations must be received 28 days prior to the AGM.
- (b) A nomination must:
- i. be in the form required by the Directors; and
 - ii. signed by the nominee.

11.7. Term of office

Directors elected shall be elected for a term of three (3) years.

- (a) 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 their election occurred until the conclusion of the third AGM following.
- (b) Effective at the first AGM after adopting this constitution change (year 2026), the number of vacancies declared to be fifty percent (50%) rounded down to the nearest whole number, of the Board. The positions to be vacated to be determined by the Board prior to that AGM.

11.8. Office held until end of meeting

A retiring Elected Director holds office until the end of the meeting at which that Elected Director retires but, subject to the requirement of this Constitution, is eligible for re-election.

11.9. Elected Director elected at General Meeting

- (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 a Director,
- there will be a vote of the Members conducted in accordance with clause 10.4 to fill the vacancy by electing someone to that office.
- (b) An Elected Director elected under clause 11.7(a)(ii) is elected for the remainder of the term of office for the position that they are filling.

11.10. Casual vacancy in ranks of Elected Directors

- (a) The Directors may appoint a person as a director (appointed director) to fill a casual vacancy or as an additional director if that person:
- i. is a member of the Association,
 - ii. is 18 years of age or older
 - iii. give the Association their signed consent to act as a director of the Association,
 - iv. are not ineligible to be a director under the Corporations Act,
 - v. are not ineligible to be a director under the Australian Charities and Non-profits Commission,
 - vi. no have any adverse findings against them by the National Sporting Tribunal or Sport Integrity Australia within the past 5 years,
 - vii. has not been convicted of an offence involving fraud or dishonesty for which the maximum penalty is imprisonment for at least 3 months, and
 - viii. is not a mentally incapacitated person
- (b) If the number of Directors is reduced to fewer than three or is less than the number required for a quorum, the continuing Directors may act but only:
- i. in an emergency
 - ii. for the purpose of increasing the number of Directors to three (or higher if required for a quorum), or
 - iii. to call a general meeting.

11.11. Remuneration of Directors

- (a) Subject to clause 11.10, a Director must not be paid for services as a Director but, with the approval of the Directors and subject to the Corporations Act, may be:
- i. paid by the Association for services rendered to it other than as a Director; and
 - ii. reimbursed by the Association for their reasonable travelling, accommodation and other expenses when:
 - 1) travelling to or from meetings of the Directors, a Subcommittee or the Association; or
 - 2) otherwise engaged in the affairs of the Association.

11.12. Honorarium

The Association may in General Meeting by ordinary resolution determine to pay a Director an ex-gratia payment.

11.13. Removal of Director

- (a) A Director may be removed by the members in accordance with the Act.

- (b) A Director may only be removed by the remaining Directors due to a breach of the applicable Board by-laws or charter. Removal of the Director under clause 11.13(b) must be in accordance with the process as outlined in clause 7.5.
- (c) Unless otherwise resolved at a General Meeting, a Director, removed in accordance with clause 11.13(a), cannot be re-appointed as a Director within three years of their removal.

11.14. Vacation of Office

- (a) The office of a Director becomes vacant when the Act says it does and also if the Director:
 - i. give written notice of resignation as a director to the Association;
 - ii. dies;
 - iii. are removed as a director in accordance with clause 11.13;
 - iv. is absent without the consent of the Board from meetings of the Board held during a period of six (6) months;
 - v. is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of that interest;
 - vi. holds any office of employment with the Association or NSO;
 - vii. stop being a member of the Association;
 - viii. is a representative of a member, and that member stops being a member;
 - ix. is a representative of a member, and the member notifies the Association that the representative is no longer a representative; or
 - x. become ineligible to be a director of the Association under the Corporations Act or the Australian Securities and Investment Commission.
 - xi. in the reasonable opinion of the Board (but subject always to this Constitution) has:
 - 1) acted in a manner unbecoming or prejudicial to the Objectives and interests of the Association; or
 - 2) brought themselves or the Association into disrepute; or
 - 3) is removed by Special Resolution.

12. Powers and Duties of Directors

12.1. Directors to manage the Association

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

12.2. Powers of Directors

- (a) The Directors are responsible for managing and directing the activities of the Association to carry out the purpose(s) set out in Clause 2.

- (b) The Directors may use all the powers of the Association except for powers that, under the Act or this constitution, may only be used by members.
- (c) The Directors must decide on the responsible financial management of the Association including:
 - i. any suitable written delegations of power under this clause, and
 - ii. how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.
- (d) The Directors cannot remove a director or auditor unless in accordance with clause 11.11(b). Directors and auditors may only be removed by a members' resolution at a general meeting for any other reason.
- (e) Without limiting clause 12.1, the Directors may exercise all the Association'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 Association or of any other person.

12.3. Delegation of Directors' powers

- (a) The Directors may delegate any of their powers and functions to a Subcommittee, a director, an employee of the Association (such as a chief executive officer) or any other person, as they consider appropriate.
- (b) Any delegation by the Directors of their powers:
 - i. must specify the powers delegated, any restrictions on, and conditions attaching to, the exercise of those powers and the period during which that delegation is to be in force;
 - ii. may be either general or limited in any way provided in the terms of the delegation;
 - iii. need not be to a specified person but may be to any person holding, occupying or performing the duties of a specified office or position; and
 - iv. may include the power to delegate.
- (c) If exercising a power depends on a person's opinion, belief or state of mind, then that power may be exercised by the delegate on the delegate's opinion, belief or state of mind about that matter.
- (d) Any power exercised by a delegate is as effective as if it had been exercised by the Directors.
- (e) The Association must keep appropriate records of any delegations.

12.4. Delegation to subcommittees

- (a) The Directors may delegate any of their powers to subcommittees consisting of those persons they think fit (including Directors, individuals and consultants) and may vary or revoke any delegation.
- (b) The Board may:
 - i. establish 1 or more subcommittees to assist the Directors to exercise the Board's functions, and

- ii. appoint 1 or more members of the association to be the members of the subcommittee.
- (c) The Board may delegate to the subcommittee the exercise of the Board's functions specified in the instrument, other than:
 - i. this power of delegation, or
 - ii. a duty imposed on the Board by the Act or another law.
- (d) A subcommittee must exercise the powers delegated to it according to the terms of the delegation and any directions of the Directors.
- (e) Powers delegated to and exercised by a subcommittee are taken to have been exercised by the Directors.
- (f) Unless otherwise determined by the Directors, subcommittee meetings are governed by the provisions of this Constitution dealing with Directors' meetings, as far as they are capable of application.

12.5. Execution of documents

- (a) The Association may execute a document without using a common seal if the document is signed by:
 - i. two Directors of the Association
 - ii. a director and the Secretary, or
 - iii. or some other person or combination of persons appointed by the Board for that purpose,
- (g) whether by signing a physical form of the document by hand or by signing an electronic form of the document using electronic means, which identifies the person and indicates the person's intention.

12.6. Validity

- (a) An act done by a director or by a meeting of the Directors or a Subcommittee attended by a director is not invalid just because:
 - i. of a defect in the appointment of the director
 - ii. the person is disqualified from being a director or has vacated office, or
 - iii. the person is not entitled to vote,
- (b) if that circumstance was not known by the person or the Directors or Subcommittee, as the case may be, when the act was done.

12.7. Duties of Directors

- (a) The Directors must comply with their duties:
 - i. to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise,

- ii. to act in good faith in the best interests of the Association and to further the objects and purpose(s) of the Association set out in clause 2;
- iii. not to misuse their position as a director;
- iv. not to misuse information they gain in their role as a director;
- v. to disclose any perceived or actual material conflicts of interest in the manner set out in clause 12.10;
- vi. to ensure that the financial affairs of the Association are managed responsibly; and
- vii. not to allow the Association to operate while it is insolvent.

12.8. Secretary

- (a) As soon as practicable after being elected as Secretary, the Secretary must lodge a notice with the association specifying the Secretary's address.
- (b) The Secretary must keep minutes of:
 - i. all elections of Directors, and
 - ii. the names of Directors present at a meeting of the Board or a general meeting, and
 - iii. all proceedings at Board meetings and general meetings.
- (c) The minutes must be:
 - i. kept in written or electronic form, and
 - ii. for minutes of proceedings at a meeting -signed, in writing or by electronic means, by:
 - 1) the member who presided at the meeting, or
 - 2) the member presiding at the subsequent meeting.

12.9. Treasurer

- (a) The treasurer of the association must ensure:
 - i. all money owed to the association is collected, and
 - ii. all payments authorised by the association are made, and
 - iii. correct books and accounts are kept showing the financial affairs of the association, including full details of receipts and expenditure relating to the association's activities.

12.10. Conflicts of interest

- (a) A Director must resign from any committee or Board position of any affiliated club or the NSO before the first meeting of the Directors after an election. This requirement is waived if there are insufficient numbers of nomination for the Director positions.
- (b) A director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of Directors (or that is proposed in a resolution to be passed under clause 13.9):

- i. to the other Directors, or
 - ii. if all of the Directors have the same conflict of interest, to the members at the next general meeting, or at an earlier time if reasonable to do so.
- (c) The disclosure of a conflict of interest by a director must be recorded in the minutes of the meeting.
 - i. Each director who has a material personal interest in a matter that is being considered at a meeting of Directors (or that is proposed in a resolution to be passed under clause 13.9) must not:
 - ii. be present at the meeting while the matter is being discussed, or
 - iii. vote on the matter,
 - iv. except as provided under clause 12.7(c).
- (d) A director may still be present and vote if:
 - i. their interest arises because they are a member of the Association, and the other members have the same interest
 - ii. their interest relates to an insurance contract that insures, or would insure, the director against liabilities that the director incurs as a director of the Association (see clause (a))
 - iii. their interest relates to a payment by the Association under clause 21.1 (indemnity), or any contract relating to an indemnity that is allowed under the Corporations Act
 - iv. the Australian Securities and Investments Commission (ASIC) makes an order allowing the director to vote on the matter, or
 - v. the Directors who do not have a material personal interest in the matter pass a resolution that:
 - 1) identifies the director, the nature and extent of the director's interest in the matter and how it relates to the affairs of the Association, and
 - 2) says that those Directors are satisfied that the interest should not stop the director from voting or being present.

13. Proceedings Of Directors

13.1. Directors' meetings

- (a) Subject to clause 13.1(b), the Directors may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.
- (b) The Directors must meet at least six times in each calendar year.
- (c) The Board shall invite one (1) representative of each affiliated club to attend meetings of the Board.
 - i. Directors who are members of an affiliated club shall not act in the capacity of a club representative where a representative is not present or unable to attend.

13.2. Questions decided by majority

A question arising at a Directors' meeting is to be decided by a majority of votes of the Directors present in person and entitled to vote. Each Director present has one vote on a matter arising for decision by Directors.

13.3. Chairperson's casting vote

- (a) The chair of the meeting will have a casting vote.
- (b) If the chair does not exercise a casting vote, the motion will be lost.

13.4. Quorum at Directors' meetings

- (a) The number of Directors whose presence is required to constitute a quorum is 50% of the number of directors plus one, rounded down if necessary.
- (b) A quorum must be present for the whole Directors' meeting.
- (c) If a quorum is not present within half an hour of the time the meeting commences, the meeting is adjourned:
 - i. to the same place, and
 - ii. to the same time of the same day in the following week.
- (d) If a quorum is not present within half an hour of the time the adjourned meeting commences, the meeting is dissolved.

13.5. 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.

13.6. Convening meetings

- (a) A director may call a Directors' meeting by giving reasonable notice to all of the other Directors.
- (b) Notice of a meeting of Directors must be given individually to each Director (except a Director on leave of absence approved by the Directors). Notice of a meeting of Directors may be given in person, or by post or by telephone, email or other electronic means.
- (c) A Director may cancel a meeting of Directors by giving notice to that effect to the other directors in person or by post or by telephone, email or other electronic means.

13.7. Chairperson for Directors' meetings

- (a) The Directors must, at the first Directors' meeting after the AGM, elect one of their number to be the Chairperson by a majority vote.
- (b) The Director elected to be Chairperson under clause 13.7(a) will, subject to remaining a Director, remain Chairperson for from the date of their election until the first Directors'

meeting after the following AGM at the end of their term and shall chair any meeting of Directors.

(c) Despite clause 13.7(b), if:

- i. there is no person elected as Chairperson; or
- ii. the Chairperson is not present within 15 minutes after the time appointed for the holding of the meeting; or
- iii. the Chairperson is unwilling to act,

(d) the Directors present shall elect one of their number to be Chairperson of the meeting, subject to the following priority:

- i. President
- ii. Vice-President
- iii. Secretary

(e) A Director elected as Chairperson may be re-elected as Chairperson in following years, so long as he or she remains a Director.

13.8. Passing Directors' resolutions

(a) A Directors' resolution is voted on by the Directors present and entitled to vote on the resolution.

(b) All Directors shall have one (1) vote on any question.

13.9. Resolutions of Directors without a meeting

(a) The Directors may pass a resolution without a Directors' meeting being held if notice in writing (including by email) of the resolution is given to all Directors and a majority of the Directors entitled to vote on the resolution (not being less than the number required for a quorum at a meeting of Directors) 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. An email or other document produced by electronic means under the name of a Director with the Director's authority is taken to be a document signed by the Director for the purposes of clause 13.9(a) and is taken to be signed when received by the Association in legible form.

(c) The resolution is passed when the last Director signs.

13.10. Directors' Interests

(a) A Director shall declare to the Directors any material personal interest or related party transaction, as defined by the Corporations Act, as soon as practicable after that Director becomes aware of their interest in the matter.

(f) Where a Director declares a material personal interest or in the event of a related party transaction, that Director is ineligible to receive the Directors' meeting papers related to the

matter, and must absent himself or herself from discussion of such matter and shall not be entitled to vote in respect of such matter unless otherwise determined by the Directors.

- (g) In the event of any uncertainty in this regard, the issue shall immediately be determined by a vote of the Directors or, if this is not possible, the matter shall be adjourned or deferred to the next meeting.
- (h) The Secretary shall maintain a register of declared interests.

13.11. Using technology to hold Directors' meetings

- (a) The Directors may hold their meetings by using any virtual meeting platform that is agreed to by all of the Directors.
- (b) The Directors' agreement may be a standing (ongoing) one.
- (c) A director may only withdraw their consent within a reasonable period before the meeting.

13.12. Minutes

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

If the secretary is not present at a meeting, the meeting's chairperson must assign someone attending the meeting, to produce the minutes.

14. Subcommittees

14.1. Subcommittees

The Directors may delegate any of their powers to Subcommittees consisting of those persons they think fit (including Directors, individuals and consultants), and may vary or revoke any delegation.

14.2. Powers delegated to Subcommittees

- (a) A Subcommittee 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 Subcommittee are taken to have been exercised by the Directors.

14.3. Subcommittee meetings

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

15. Telecommunication Meetings of The Association

15.1. Telecommunication Meeting

- (a) A General Meeting or a Directors' Meeting may be held by means of a Telecommunication Meeting, provided that:

- i. the number of Members or Directors (as applicable) participating is not less than a quorum required for a General Meeting or Directors' Meeting (as applicable); and
 - ii. the meeting is convened and held in accordance with the Corporations Act.
- (b) All provisions of this Constitution relating to a meeting apply to a Telecommunication Meeting in so far as they are consistent with the provisions of this clause 15.

15.2. Conduct of Telecommunication Meeting

The following provisions apply to a Telecommunication Meeting of the Association:

- (a) all persons participating in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the meeting;
- (b) each of the persons taking part in the meeting must be able to hear and be heard by each of the other persons taking part at the commencement of the meeting and each person so taking part is deemed for the purposes of this Constitution to be present at the meeting;
- (c) at the commencement of the meeting each person must announce his or her presence to all other persons taking part in the meeting;
- (d) a person may not leave a Telecommunication Meeting by disconnecting his or her telephone, audio-visual or other communication equipment unless that person has previously notified the Chairperson;
- (e) a person may conclusively be presumed to have been present and to have formed part of a quorum at all times during a Telecommunication Meeting unless that person has previously notified the Chairperson of leaving the meeting; and
- (f) a minute of proceedings of a Telecommunication Meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the Chairperson.

16. Chief Executive Officer

16.1. Appointment of CEO

The Directors may appoint a CEO. The CEO shall be required to meet eligibility requirements of a Director as stated in clause 11.5.

16.2. Powers, duties and authorities of CEO

- (a) The CEO holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, delegated to them by the Directors.
 - (i) The exercise of those powers and authorities, and the performance of those duties, by the CEO are subject at all times to the control of the Directors.

16.3. Suspension and removal of CEO

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

16.4. Delegation by Directors to CEO

The Directors may delegate to the CEO the power (subject to such reservations on the power as are decided by the Directors) to conduct the day-to-day management and control of the business and affairs of the Association. The delegation will include the power and responsibility to:

- (a) develop business plans, budgets, strategies, policies, processes and codes of conduct for consideration by the Directors and to implement them to the extent approved by the Directors;
- (b) manage the financial and other reporting mechanisms of the Association;
- (c) approve and incur expenditure subject to specified expenditure limits;
- (d) sub-delegate his or her powers and responsibilities to employees or internal management Subcommittees of the Association; and
- (e) any other powers and responsibilities which the Directors consider appropriate to delegate to the CEO.

17. Secretary

17.1. Appointment of Association Secretary

The Directors shall appoint an Association Secretary from available Directors.

17.2. Suspension and removal of Association Secretary

The Directors may suspend or remove an Association Secretary from that position, notwithstanding clause 12.2(d).

17.3. Powers, duties and authorities of Association Secretary

An Association Secretary holds office on the terms and conditions and with the powers, duties and authorities, delegated to them by the Directors.

This includes:

- (a) Maintaining a register of the Association's members, and
- (j) the minutes and other records of general meetings (including notices of meetings), Directors' meetings and resolutions.

18. Minutes And Records

18.1. Minutes and records

- (a) The Association must make and keep the following records regarding general meetings:
 - i. minutes of proceedings and resolutions of general meetings
 - ii. minutes of any other resolutions of members, and
 - iii. a copy of a notice of each general meeting.

(k) The Association must make and keep the following records:

- iv. minutes of proceedings and resolutions of Directors' meetings (including meetings of any Subcommittees), and
- v. minutes of any other resolutions of Directors.

18.2. Inspection Of Records

A Member does not have the right to inspect any document of the Association (excluding registers of members kept by the Association) except as required by law.

18.3. Confirmation of Minutes and Resolutions

- (a) The Directors must ensure that minutes of a general meeting or a Directors' meeting are signed within a reasonable time after the meeting by:
 - i. the chairperson of the meeting, or
 - ii. the chairperson of the next meeting.
- (b) The Directors must ensure that minutes of the passing of a resolution passed without a meeting (of members or Directors) are signed by a director within a reasonable time after the resolution is passed.

19. Accounts

19.1. Financial Year

The Association's financial year is from 1 July to June 30.

19.2. Financial and related records

- (a) The Directors will cause proper accounting and other records to be kept of all sums of money received and expended by the Association, and the matters in respect of which such receipts and expenditure take place, and of the assets and liabilities of the Association, and in compliance with the Act.
- (b) The Association will distribute copies of financial statements as required by the Act.
- (l) The Association shall make and keep written financial records that:
 - i. correctly record and explain its transactions and financial position and performance, and
 - ii. enable true and fair financial statements to be prepared and to be audited.
- (m) The Association must also keep written records that correctly record its operations.
- (n) The Association must retain its records for at least 7 years.
- (o) The Directors must take reasonable steps to ensure that the Association's records are kept safe, by means of being kept at the registered office of the Association, or at such place or places as the Directors decide.

19.3. Auditor

- (a) A properly qualified auditor or auditors may be appointed by the Directors and the remuneration of such auditor or auditors fixed and duties regulated in accordance with the Corporations Act.
- (b) Should a majority vote at an AGM or SGM request an audit of the Financial Accounts of the Association, a qualified auditor shall be appointed by the board to examine the accounts of the Association. The auditor's report shall be made available to members.
- (c) The accounts of the Association, after being closed, the statement of financial performance and statement of financial position must be examined to be free from material misstatement as ascertained by the auditor as appointed in clause 19.3(a).
- (d) The auditor must present its report on the audit to the Secretary prior to holding the annual general meeting for the financial year in which the audit was carried out..

19.4. Funds and Income

- (a) The funds and income of the Association shall be derived from membership fees, service fees, Gifts, sponsorships, grants and such other sources as the Board determines.
- (b) The income and property of the Association shall be applied solely towards the promotion of the Objectives.
- (c) All monies received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank accounts.
- (d) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments issued by the Association must be signed by two authorised signatories.
- (e) 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.
- (f) Nothing in clauses 19.4(e) 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 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.

20. Notice And Service of Documents

20.1. What is a Notice

- (a) A notice is anything written to or from the Association under any clause in this constitution is considered a written notice and is subject to this clause, unless specified otherwise.

20.2. Notice served on the Association

- (a) Written notice or any communication under this constitution may be given to the Association, the Directors or the Secretary by:
- i. delivering it to the Association's registered office
 - ii. posting it to the Association's registered office or to another address chosen by the Association for notice to be provided
 - iii. sending it to an email address, or other electronic address notified by the Association to the members, as the Association's email address or other electronic address.

20.3. Notice served on a Member

- (a) Written notice or any communication under this constitution may be given to a member:
- i. in person
 - ii. by posting it to, or leaving it at the address of the member in the register of members or an alternative address (if any) nominated by the member for service of notices
 - iii. sending it to the email or other electronic address nominated by the member as an alternative address for service of notices (if any)
- (b) If a member elects to receive documents in physical form or electronic form, the Association must take reasonable steps to send documents in a manner that complies with the selection.
- (c) If the Association does not have an address for the member, the Association is not required to give notice in person.

20.4. When a notice is taken to be given

- (a) A notice:
- i. delivered in person, or left at the recipient's address, is taken to be given on the day it is delivered
 - ii. sent by post: is taken to be given on the third business day after it is posted to the address notified by the recipient
 - iii. sent by email or other electronic method, is taken to be given when it is sent, unless the sender receives an automated message that the notice has not been delivered, and
- (b) If the delivery or receipt of a notice is on a day which is not a business day or is after 5.00pm on a business day, it is deemed to be received at 9.00am on the following business day.

21. Indemnity, Insurance and Access

21.1. Indemnity of Officers

(a) This clause applies to every person who is or has been:

- i. a Director, CEO or Secretary of the Association; and
- ii. to any other officers, employees, former officers or former employees of the Association or of its related bodies corporate as the Directors in each case determine.

Each person referred to in this paragraph (a) is referred to as an "Indemnified Officer" for the purposes of the rest of this clause.

(b) The Association will indemnify each Indemnified Officer out of the property of the Association against:

- i. every liability (except a liability for legal costs) that the Indemnified Officer incurs as an Officer of the Association; and
- ii. all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the Indemnified Officer becomes involved as an officer of the Association,

unless,

- iii. the Association is forbidden by statute to indemnify the person against the liability or legal costs; or
- iv. an indemnity by the Association of the person against the liability or legal costs would, if given, be made void by statute.

21.2. Insurance

To the extent permitted by law (including the Corporations Act), and if the Directors consider it appropriate, the Association may agree to pay a premium for a contract insuring a person who is or has been an officer of the Association against any liability incurred by the person as an officer of the Association.

21.3. Directors' access to documents

- (a) A director has a right of access to the financial records of the Association at all reasonable times.
- (b) The Directors may resolve to give a director or former director access to other records, including documents provided for or available to the Directors.

22. By-laws and Regulations

22.1. 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 and 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.

22.2. Regulations Binding

All Regulations are binding on the Association and all Members.

22.3. 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.

22.4. 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.

23. Strategic Forums

23.1. Strategic Forum

- (a) The Association shall hold a strategic forum at least once every four (4) years.
- (b) The object of the strategic forum is to:
 - i. inform the Board of significant membership issues;
 - ii. assist the Board to design or review the Association's strategic plan and direction;
 - iii. discuss statewide issues; and
 - iv. provide feedback to the Board on the results of its governance decisions in practice at Member level

23.2. Attendees at Strategic Forums

- (a) The following persons may attend strategic fora of the Association:
 - i. up to two (2) representatives from each Club; and
 - ii. the Directors; and

- iii. such other persons the Board considers should be invited.

24. Winding up and Revocation

24.1. Winding up voluntarily

If permitted by law, the Association may be wound up voluntarily by special resolution.

24.2. Excess property on winding up

- (a) If on the winding up or dissolution of the Association, and after satisfaction of all its debts and liabilities, any property remains, that property must be given or transferred to another charitable body or bodies:
 - i. with purpose(s) similar to, or inclusive of, this association;
 - ii. 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
 - iii. which are charitable at law, exempt from income tax and are a DGR under the ITAA 97.
- (b) That body is, or those bodies are, to be determined by the Voting Members at or before the time of dissolution or, failing that determination, by a judge who has or acquires jurisdiction in the matter