



## **Constitution**

**Australian Billiards & Snooker Council Limited**

**Date: 23 October 2021**

## Constitution

### Australian Billiards & Snooker Council Limited

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## 1. DEFINITIONS AND INTERPRETATIONS

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### 1.1 Definitions

In this Constitution and in the Policies and By-Laws, unless the context requires otherwise:

**ACBS** means the Australian Confederation of Billiard Sports or such other body as may be formed in the future to represent all cue sport disciplines nationally;

**Act** means the *Corporations Act 2001 (Cth)* as modified and amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the Council;

**AGM** or **Annual General Meeting** means the annual General Meeting of the Council required to be held by the Council in each calendar year under the Act;

**Board** means the **Directors** acting in the discharge of their responsibilities under this Constitution;

**By-law** means a by-law made under **clauses 7** and **18**;

**Chairperson** or **Chair** means the President;

**Constitution** means this Constitution as amended from time to time, and a reference to a particular clause is a reference to a clause of this Constitution;

**Council** means the Australian Billiards & Snooker Council Limited;

**Elected Director** means a Director elected under **clause 13**;

**Director** means a Director of the Council and comprises the President, Nominated Directors and Elected Directors;

**Directors** mean, as the case requires, all or some of the Directors acting together in accordance with their powers and authority under this Constitution;

**First Elected Directors** mean the persons referred to in **clause 13**;

**First Nominated Directors** mean the persons referred to in **clause 13**;

**General Meeting** means a general meeting of the Members and includes the AGM;

**IBSF** means the International Billiards & Snooker Federation;

**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 Council or any activity of or conducted, promoted or administered

by the Council;

**Life Member** means a person admitted to the Council as a life member under **clause 5**;

**Member** means a member of the Council under **clause 5**;

**Member State** means a legal entity recognised by the Council under **clause 5** as representing a State;

**Nominated Director** means a Director nominated under **clause 13**;

**Objects** mean the objects of the Council in **clause 2**;

**Ordinary Member** means a person admitted to the Council as an Ordinary Member under **clause 5**;

**Policy** means a policy made under **clauses 7 and 18**;

**President** means the President of the Council elected pursuant to **clause 12**;

**Registration** means registration of a Member, such registration being in the form of a signed application form, whether in hard copy or by electronic means of acceptance and, in the case of Ordinary Members, their consent to membership of the Council as required by **clause 5**. **Registered** has a corresponding meaning;

**Resolution** means a general resolution passed by a majority of votes;

**Secretary General** means a person appointed as a secretary general of the Council by the Board under **clause 5**;

**Special Resolution** has the same meaning as that given to it in the Act namely a resolution passed by at least 75% of the votes of those members of the Council who, being entitled to vote, vote in person or, if the Constitution permits voting by representative, proxy or attorney, vote by representative, proxy or attorney at a General Meeting;

**the Sport** means the sports of Billiards and Snooker as recognised and regulated by the World Bodies from time to time;

**the Sporting Power** means that power delegated to the Council by the Australian Sports Commission for the exclusive control and management of the Sport in Australia;

**State** means the States of Australia, which shall be deemed to include each of the Northern Territory and the Australian Capital Territory;

**Statutes and Regulations** mean the statutes and regulations of the World Bodies in force from time to time;

**Sub-committee** means a sub-committee established by the Board under **clause 19**;

**Telecommunication 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 the Board or each Voting Member at a meeting of Members to communicate with any other participant;

**Voting Member** means, in relation to a General Meeting, those Members present and entitled to vote in accordance with **clause 5**;

**WCBS** means the World Confederation of Billiards Sports;

**World Bodies** means the WCBS, the WPBSA and the IBSF; and

**WPBSA** means the World Professional Billiards & Snooker Association.

## 1.2 Interpretation

In this Constitution and in the Policies and By-Laws, unless the context requires otherwise:

- (a) **(presence of a Member)** a reference to a Member present at a General Meeting means the Member present in person or by Proxy, Attorney or Representative;
- (b) **(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;
- (c) **(gender)** words importing any gender include all other genders;
- (d) **(person)** the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
- (e) **(successors)** a reference to an organisation includes a reference to its successors;
- (f) **(singular includes plural)** the singular includes the plural and vice versa;
- (g) **(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;
- (h) **(include)** the words include, includes, including and for example are not to be interpreted as words of limitation;
- (i) **(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 Board;



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

### 1.3 Act

- (a) In this Constitution, unless the context requires otherwise, an expression has, in a provision of this Constitution that deals with a matter dealt with by a provision of the Act, the same meaning as in that provision of the Act.
- (b) If the model rules under the Act make provision in relation to any matter not provided for in this Constitution, the Constitution is taken to include the provision of the model rules in relation to that matter.

## 2. OBJECTS

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The World Bodies are the international sporting authorities entitled to make and enforce regulations for the encouragement and control of the Sport. So that the authority may be exercised in a fair and equitable manner, the World Bodies have drawn up Statutes and Regulations governing the Sport.

Each national federation, including the Council, belonging to the World Bodies, is presumed to acquiesce to and be bound by the Statutes and Regulations.

Subject to such acquiescence and restraint, one single national entity in each country is recognized by the World Bodies as the sole national Sporting Power for the enforcement of the Statutes and Regulations and control of the Sport in that country. The Council has been so recognised by the World Bodies as exercising the Sporting Power in Australia.

The Objects of the Council shall be to:

- (a) adopt and exercise the Sporting Power as the national body for the Sport in Australia and to act as the sole Australian affiliated member of the World Bodies in accordance with the Statutes and Regulations;
- (b) conduct, encourage, promote, advance, control and manage all levels of the Sport in Australia interdependently with Members and others;
- (c) to foster, encourage and provide where possible the facilities for the playing of the Sport and stimulate interest in the Sport;
- (d) to endeavour to maintain a high standard of sportsmanship in the playing of the Sport;
- (e) to provide an on-line centre of information, training, learning research and advice on all matters pertaining to the Sport;

- (f) where applicable to be the accredited representative of persons in Australia who play the Sport and of all clubs, associations, groups or organisations of such persons and to promote the welfare of the Sport and that of the players;
- (g) to take such action as may be deemed expedient to promote the Sport in Australia and elsewhere;
- (h) adopt, formulate, issue, interpret and amend Policies and By-laws for the control and conduct of the Sport in Australia;
- (i) encourage the provision and development of appropriate facilities for participation in the Sport;
- (j) maintain and enhance standards, quality and reputation of the Sport for the collective and mutual benefit and interests of members and the Sport;
- (k) promote the Sport for commercial, government and public recognition and benefits;
- (l) be the only body entitled to prepare and enter Australian players and teams in international competitions in the Sport;
- (m) to control and be responsible for the playing of the Sport in Australia and for championship tournaments whether locally or through Member States or other bodies and to promote, control, manage and conduct the other events and competitions as determined by the Board;
- (n) to administer the Sport in Australia and to assist it by way of membership, and provision or delegation of representatives to meetings, of other bodies associated with and engaged in the administration of the Sport elsewhere and for those purposes to pay membership fees to other bodies and to affiliate with such international bodies as the Board may recognize;
- (o) to affiliate with or form part of any body established to promote and develop any sport played on a Billiard Table or similar table including a Pool Table;
- (p) to provide rules and regulations applicable to the Sport in general, its players and their conduct, the terms and conditions subject to which players may participate in competitive play of the Sport of whatsoever nature in Australia and where applicable in other countries;
- (q) when necessary to enter into contracts of whatsoever nature with players, sponsors, promoters, or other persons or bodies;
- (r) to accept the authority and requirements of the World Bodies as they apply directly or indirectly to the conduct of the Sport in Australia and in National and International competitions;
- (s) to remain a member of the ACBS;

- (t) to determine, adopt or ratify such rules and playing conditions as may from time to time be laid down by the World Bodies as they shall apply to the playing of the Sport in Australia;
- (u) to determine rules and playing conditions in respect of any tournament or competition of the Sport played in Australia provided that the Council may permit any Member State to determine rules and playing conditions in respect of a particular tournament or competition;
- (v) to lay down experimental rules for playing conditions for use in tournaments or competitions of the Sport in Australia and to determine the period of application of such rules;
- (w) to impose penalties on Members and players for infringement of this Constitution, its Policies and By-laws or of the rules and regulations as laid down by the Board.
- (x) encourage and promote widespread participation in the Sport and physical activity;
- (y) to devote any part of the funds of the Council towards the expenses of tournaments and the provision of prizes and trophies;
- (z) to organise funds for the working of the Council;
- (aa) to render monetary assistance if considered advisable for the welfare of the Council's employees or persons connected with playing the Sport and to subscribe and contribute to any charitable, benevolent or useful object of a public character;
- (bb) to employ salaried officers, if necessary, to work for the Council and to fix and provide for their remuneration;
- (cc) to manage, invest and deal with all funds and assets of the Council in such manner as the Board may consider necessary, appropriate, incidental or conducive to the furtherance of these Objects;
- (dd) to borrow or raise or secure payment of money in such manner as the Council shall think fit and in particular by mortgage or lien or by issue of debentures or debenture stock perpetual or otherwise, charges upon all or any of the Council's property both present and future and to purchase redeem or pay off any such securities;
- (ee) to purchase, take on lease or in exchange, or otherwise acquire or dispose of any real or personal property or otherwise deal with all or any part of the properties or finances of the Council;
- (ff) to remunerate any person for services rendered or to be rendered for placing or assisting to place or guaranteeing the placing of any of the debentures or other securities of the Council;
- (gg) to draw, make, accept, endorse, discount, execute and issue Promissory Notes, Bills of Exchange, Debentures and other negotiable or

- transferable instruments;
- (hh) use and promote the Intellectual Property;
  - (ii) to own and preserve the records of the Council
  - (jj) have regard to the public interest in its operations; and
  - (kk) undertake other actions or activities necessary, incidental or conducive to advance these Objects.

### **3. POWERS**

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- 3.1** Solely for furthering the Objects under **clause 2**, the Council, in addition to the Sporting Power and any other powers it has under the Act, has the legal capacity and powers of in incorporated body as set out in the Act.
- 3.2** The Council may at a General Meeting appoint one or more Patrons of the Council for such period as it may determine. A Patron need not be a Member of the Council. A Patron shall be entitled to receive notice to attend all General Meetings of the Council but shall not be entitled to vote. The privileges of membership shall be extended to every Patron even if the Patron is not a Member of the Council.
- 3.3** From the time of the decision to conduct any Australian Championship in any State or Territory until the completion or abandonment of such event, the President for the time being of Member State shall be deemed to be a Vice-Patron of the Council with authority to act for the Council in respect of such event or such functions and to conduct such correspondence as may be reasonably necessary and proper for the purposes of such event subject to such action being reported to the President forthwith.

### **4. INCOME AND PROPERTY OF COUNCIL**

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#### **4.1 Sole Purpose**

The income and property of the Council will only be applied towards the promotion of the Objects of the Council.

#### **4.2 Payments to Members**

No income or property will be paid or transferred directly or indirectly to any Member except for payments to a Member:

- (a) As prizes won in any event conducted by the Council;
- (b) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Council; or
- (c) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent; or
- (d) of reasonable rent for premises let to the Council by them.

## 5. MEMBERSHIP

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### 5.1 Categories of Members

Members of the Council shall fall into one of the following categories:-

- (a) Members States which, subject to this Constitution, shall have the right to receive notice of, attend and vote at General Meetings;
- (b) Life Members who, subject to this Constitution, shall have the right to receive notice of and attend, but not vote at General Meetings;
- (c) Ordinary Members who, subject to this Constitution, shall have the right to receive notice of and attend, but not vote at General Meetings; and
- (d) such other category of Member as may be created by the Board. Any category of Member created by the Board under this **clause 5.1** shall not be granted voting rights.

### 5.2 Admission of Members

A person or body will become a Member, only upon:-

- (a) meeting the criteria applicable to the relevant category of membership set out in this Constitution; and
- (b) submitting an application, which is accepted by Board, or otherwise acknowledging in a manner approved by the Board that the Member undertakes to:
  - (i) be bound by this Constitution, the Statutes and Regulations and the Policies and By-laws (including Policies and By-laws specific to the relevant category of Membership);
  - (ii) pay the fees and subscriptions determined to apply to the Member under **clause 9**; and
  - (iii) support the Council in the encouragement and promotion of the Objects.

The Board will direct the Secretary General to record the names of the Members and the date on which they became a member, in a register of Members kept by the Board together with some or all of such details as it may require including, a street address, an email address and a contact telephone number.

### 5.3 Members States

- (a) The Council will recognise only one entity in each State (**Member State**) as the controlling body responsible for ensuring the efficient administration of the Sport in that State in accordance with the Objects. Member States must be legal entities.

- (b) Unless otherwise determined by the Council, and subject always to **clause 5.2**, at the time of adoption of this Constitution, the Member States of the Council are those entities which are currently recognised by the Council as the recognised controlling body for the Sport in their respective State namely:-
- (i) The Queensland Billiards and Snooker Association Incorporated in Queensland;
  - (ii) Snooker & Billiards New South Wales Incorporated in New South Wales;
  - (iii) The Billiards & Snooker Association of the Australian Capital Territory in the Australian Capital Territory;
  - (iv) The Victorian Billiards & Snooker Association Incorporated in Victoria;
  - (v) The Tasmanian Billiards & Snooker Association Incorporated in Tasmania;
  - (vi) The Billiards and Snooker Association of South Australia Incorporated in South Australia; and
  - (vii) The Billiards and Snooker Association of Western Australia Incorporated in Western Australian.
- (c) Each Member State will:
- (i) have objects that align with those of the Council as stated in **clause 2** and do all that is reasonably necessary to enable the Objects to be achieved, having regard to any legislation applicable to that Member State;
  - (ii) effectively promulgate and enforce the Constitution and Policies and By-laws of the Council and the Statutes and Regulations;
  - (iii) at all times act in the best interests of the Council, the Members and the Sport;
  - (iv) be responsible and accountable to the Council for fulfilling its obligations under the Council's strategic plan as revised from time to time;
  - (v) provide the Council with copies of its audited accounts, annual report and associated documents immediately following its Annual General Meeting;
  - (vi) provide the Council with copies of its business plans and budgets from time to time and within 14 days of a request by the Board;
  - (vii) be bound by this Constitution and the Policies and By-laws and the Statutes and Regulations;

- (viii) act in good faith and loyalty to maintain and enhance the Council and the Sport, its standards, quality and reputation for the collective and mutual benefit of the Members and the Sport;
- (ix) at all times operate with and promote mutual trust and confidence between the Council and the Members, promoting the economic and the Sporting success, strength and stability of each other and working cooperatively with each other in the pursuit of the Objects;
- (x) maintain a database of all clubs, officials and members registered with it in accordance with the Policies and By-laws and provide a copy to the Council upon request from time to time by the Board by such means as may be required;
- (xi) not do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of the Sport and its maintenance and development; and
- (xii) advise the Council as soon as practicable of any serious administrative, operational or financial difficulties, assist the Council in investigating those issues and cooperate with the Council in addressing those issues in whatever manner, including by:
  - (A) allowing the Council to appoint an administrator to conduct and manage its business and affairs; or
  - (B) allowing the Council itself to conduct all or part of the business or affairs of the relevant Member State,

and on such conditions as the Council considers appropriate.

(d) Constitutions of Member States

- (i) Each Member State shall take all steps necessary to ensure its constituent documents conform, and amendments conform, with this Constitution and the Policies, subject to any prohibition or inconsistency in any legislation applicable to that Members State.
- (ii) If the constituent documents do not conform to this Constitution or the Policies, the relevant Member State shall, without delay, take all steps necessary to address the inconsistency so that those documents conform to this Constitution and the Policies.
- (iii) For the avoidance of doubt, if any inconsistency remains between the constituent documents of a Member State and this Constitution or the Policies or By-laws, then this Constitution and the Policies and By-laws shall prevail to the extent of that inconsistency.

- (iv) The constituent documents of a Member State must require the Member State to:
  - (A) advise the Council as soon as practicable of any serious administrative, operational or financial difficulties the Member State is having;
  - (B) assist the Council in investigating those issues; and
  - (C) cooperate with the Council in addressing those issues in whatever manner, including by allowing the Council to appoint an administrator to conduct and manage the Member State's business and affairs, or to allow the Council itself to conduct all or part of the business or affairs of the Member State and on such conditions as the Council considers appropriate.
- (e) The Board may develop and implement Policies and By-laws which may set out the membership criteria to be met by Member States and the obligations, privileges and benefits of Member State membership in addition to those set out in this Constitution.
- (f) The Board must:
  - (i) adopt a Privacy Policy.
  - (ii) periodically review the Privacy Policy in light of the general principles of good corporate governance;
  - (iii) handle the personal information it receives in respect of Ordinary Members in accordance with its Privacy Policy; and
  - (iv) in formulating and maintaining the Privacy Policy have due regard to the Member State's Privacy Policies.

#### **5.4 Life Members**

- (a) Life Membership is the highest honour that can be bestowed by the Council for longstanding and valued service to the Sport in Australia.
- (b) Any Member may forward a proposed nomination to the Board for its consideration.
- (c) On the nomination of the Board, any individual may be nominated as a Life Member at any General Meeting by Special Resolution, subject to that individual completing an application in accordance with **clause 5**.
- (d) Nominations for Life Membership shall include a written report outlining the history of services of any nominee, together with comments on the suitability of the honour.
- (e) The Policies and By-laws will set out:



- (i) the categories of Life Membership which exist;
  - (ii) the criteria to be met by each category of Life Member; and
  - (iii) the obligations, privileges and benefits of each category of Life Member in addition to those set out in this Constitution.
- (f) A person may be posthumously recognised as a Life Member.
- (g) Subject to **clause 5**, at the time of adoption of this Constitution, the Life Members of the Council shall be the persons listed in Schedule 1 to this Constitution.

### 5.5 Ordinary Members

- (a) No individual shall be Registered with the Council as an Ordinary Member except in accordance with this **clause 5**. The Board may in its absolute discretion:-
- (i) refuse to accept a person as an Ordinary Member and shall not be required or compelled to provide any reason for such rejection; and/or
  - (ii) revoke a person's status as an Ordinary Member and shall not be required or compelled to provide any reason for such revocation.
- (b) Subject to **clause 5.5(a)**, every individual member of a Member State is deemed to be an Ordinary Member of the Council and is subject to the provisions of this Constitution, its Policies and By-laws.
- (c) In addition to the effect of membership set out in **clause 5.2**, an Ordinary Member must comply with this Constitution and the Policies and By-laws and support the Council and the Objects.
- (d) An Ordinary Member is entitled to any benefits of membership prescribed to apply to Ordinary Members in the Policies and By-laws.
- (e) The Board may develop and implement Policies and By-laws which may set out the membership criteria to be met by Ordinary Members and the obligations, privileges and benefits of Ordinary Members' membership in addition to those set out in this Constitution.

### 5.6 General

- (a) The Council must keep a register of all Members in accordance with the Act and as otherwise determined by the Board.
- (b) No Member whose membership ceases has any claim against the Council or the Board for damages or otherwise arising from the cessation or termination of that Member's membership.
- (c) Membership is personal to each Member. No Members shall, or shall

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 always treat all other Members, Directors, and all the staff, contractors and representatives of the Council with respect and courtesy.
- (e) A Member must not act in a manner unbecoming of a Member or prejudicial to the Objects or to the interests of the Council or the Sport, or both.

### **5.7 Limited Liability**

Members have no liability in that capacity except as set out in **clause 23**.

## **6. CESSATION OF MEMBERSHIP**

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### **6.1 Cessation**

A person ceases to be a Member on:

- (a) resignation;
- (b) death;
- (c) the termination of their membership according to this Constitution or the Policies or By-laws;
- (d) if it is a body corporate then upon being dissolved or otherwise ceasing to exist; and
- (e) without limiting the foregoing:
  - (i) in the case of Members who are not Members States, that Member no longer meeting the requirements for membership according to **clause 5**; and
  - (ii) in the case of Members who are Members States, that Member ceasing to be a Member in accordance with **clause 8**.

### **6.2 Resignation**

For the purposes of **clause 6.1(a)**, a Member may resign as a member of the Council by giving 14 days written notice to the Secretary General. Where a Member State seeks to resign as a member of the Council the written notice must be accompanied by a copy of the special resolution passed by the Member State's members resolving that the Member State resign from the Council.

### **6.3 Forfeiture of Rights**

A Member who or which ceases to be a Member shall forfeit all right in and claim upon the Council, the Board or a Director for damages or otherwise, or claim upon the Council's property including the Intellectual Property.

## 7. GRIEVANCES AND DISCIPLINE OF MEMBERS

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### 7.1 Jurisdiction

All Members will be subject to, and submit unreservedly to, the jurisdiction, procedures, penalties and appeal mechanisms of the Council whether under this Constitution or under the Policies or By-laws.

### 7.2 Policies and By-laws

- (a) The Board may make Policies and By-laws:
- (i) for the hearing and determination of grievances by any Member who feels aggrieved by a decision or action of the Council, a Member State or an Ordinary Member;
  - (ii) for the hearing and determination of grievances disputes between Members relating to the conduct or administration of the Sport;
  - (iii) for the discipline of Members;
  - (iv) 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
  - (v) for the termination of the membership of a Member (except in respect of Member States).
- (b) The Board in their sole discretion may refer an allegation (which in the opinion of the Board 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 Policies or By-laws or any other resolution or determination of the Board or any duly authorised sub-committee; or
  - (ii) acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of the Council or the Sport, or both; or
  - (iii) prejudiced the Council or the Sport or brought the Council or the Sport or themselves into disrepute,
- for investigation or determination either under the procedures set down in the Policies or By-laws or by such other procedure and/or persons as the Board considers appropriate.
- (c) During any investigatory or disciplinary proceedings under this **clause 7**, a respondent may not participate in the Sport, pending the determination of such proceedings (including any available appeal) unless the Board decide that their continued participation is appropriate having regard to the matter at hand.

- (d) The Board may include in any Policy or Policies or By-laws a final right of appeal to itself or to an independent body outside the control of the Sport.

## **8. TERMINATION OF MEMBERSHIP OF A MEMBER STATE**

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### **8.1 Sanctions for Discipline of Member States**

Without limiting matters that may be referred to in the Policies or By-laws, any Member State that is determined by the Board to have acted in a manner set out in **clause 7.2(b)** shall be liable to the sanctions set out in that Policy or By-law, including termination of membership (which shall only take place in accordance with the procedure set out in this **clause 8**).

### **8.2 Termination of Membership of Member States**

- (a) No recommendation can be made by the Board under this clause 8 unless all avenues of appeal available to the relevant Member State under the Policies and By-laws have been exhausted.
- (b) Subject to compliance with clause 8.2(a) (and the Policies and By-laws), the Board may recommend to a General Meeting to terminate the membership of a Member State.
- (c) Upon recommendation from the Board under clause 8.2(b), a General Meeting may, by Special Resolution, terminate the membership of a Member State.
- (d) The Member State and the Director nominated by that Member State that is the subject of the recommendation of termination shall not be entitled to vote on the motion.
- (e) Where the membership of a Member State is terminated in accordance with this clause 8.2, the Board may admit another body, which meets the requirements in clause 5.3(a), as the Member State to represent the relevant State.

## **9. FEES AND SUBSCRIPTIONS**

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### **9.1 Membership Fee**

- (a) The Board 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 Council the amounts determined under this **clause 9** in accordance with **clause 9.1(a)(iv)**.

## **9.2 Non-Payment of Fees**

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 9** is in arrears by greater than 30 days.

## **9.3 Deferral or reduction of subscriptions**

- (a) The Board 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 Board is satisfied that:
- (i) there are reasonable grounds for doing so;
  - (ii) the Council 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 Board.
- (b) If the Board defers or reduces a subscription or other amount payable by a Member under this **clause 9.3**, that Member will retain their rights to attend and vote at a General Meeting, unless otherwise specified by the Board.

## **10. GENERAL MEETINGS**

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### **10.1 Annual General Meeting**

AGMs of the Council are to be held:

- (a) according to the Act; and
- (b) at a date and venue determined by the Board, but in any event by no later than 30 November in any given year.

### **10.2 Power to convene General Meeting**

- (a) The Board may convene a General Meeting when they think fit and must do so if required by the Act.
- (b) If at least two State Members request a General Meeting, then the Board must convene the meeting as soon as possible.

### **10.3 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 Council; and

- (ii) in accordance with **clause 21** and the Act.
- (b) At least 42 days prior to the proposed date of the AGM, the Secretary General will request from Voting Members and Directors notices of motion, which must be received no less than 28 days prior to the AGM.
- (c) At least 28 days' notice of the time and place of a General Meeting must be given to the Members, 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; and
  - (iv) where applicable, a list of all nominations received for positions to be filled at the relevant General Meeting.

#### **10.4 No other business**

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

#### **10.5 Cancellation or postponement of General Meeting**

Where a General Meeting (including an AGM) is convened by the Board 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 Board at the request of Members; or
- (c) a Court.

#### **10.6 Notice of cancellation or postponement of General Meeting**

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

- (a) each Member entitled to attend the General Meeting; and
- (b) each other person entitled to notice of a General Meeting under the Act.

#### **10.7 Contents of notice postponing General Meeting**

A notice postponing a General Meeting must specify:

- (a) the new date and time for the meeting;

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

#### **10.8 Number of clear days for postponement of General Meeting**

The number of clear days from the giving of a notice postponing a General Meeting to the date specified in that notice for the postponed meeting must not be less than the number of clear days' notice of that General Meeting required to be given by **clause 11.8** or the Act.

#### **10.9 Business at postponed General Meeting**

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

#### **10.10 Representative, Proxy or Attorney at postponed General Meeting**

Where:

- (a) by the terms of an instrument appointing a Representative, Proxy or Attorney that appointed person is authorised to attend and vote at a General Meeting on behalf of the appointing Member to be held on a specified date or at a General Meeting or General Meetings to be held on or before a specified date; and
- (b) the date for the meeting is postponed to a date later than the date specified in the instrument,

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

#### **10.11 Non-receipt of notice**

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

#### **10.12 Right to appoint a Representative**

Each Voting Member is entitled to appoint an individual as their Representative to attend General Meetings (provided that the Voting Member has not appointed a Proxy under **clause 10.13**) and to exercise the powers of the Voting Member in relation to resolutions to be passed at that meeting.

#### **10.13 Right to appoint Proxy**

- (a) A Voting Member entitled to attend a General Meeting of the Council is entitled to appoint a person as their Proxy to attend the meeting in their place in accordance with the Act.
- (b) A Proxy may be revoked by the appointing Member at any time by notice in writing to the Secretary General.

#### **10.14 Form of Proxy**

The instrument appointing a Proxy shall be in a form determined by the Board from time to time provided it complies with the requirements of the Act.

#### **10.15 Attorney of Member**

A Member may appoint an Attorney to act on the Member's behalf at all or any meetings of the Council.

#### **10.16 Lodgement of Proxy or Attorney documents**

- (a) A Proxy or Attorney may vote at a General Meeting or an adjourned or postponed meeting (as the case may be) only if the instrument appointing the Proxy or Attorney, and the original or a certified copy of the power of attorney or other authority (if any) under which the instrument is signed, are received by the Secretary General:
  - (i) at the office, the facsimile number at the office or at such other place, facsimile number or electronic address specified for that purpose in the notice of meeting; and
  - (ii) at least 48 hours before the scheduled commencement time for the meeting or adjourned or postponed meeting (as the case may be) at which the person named in the instrument proposes to vote. The scheduled commencement time is as specified in the notice of meeting.
- (b) An undated proxy is taken to be dated on the day that it is received by the Council.

#### **10.17 Authority given by appointment**

- (a) Unless the terms of the appointment specify to the contrary, an appointment by a Voting Member confers authority on a Proxy, Attorney or Representative:
  - (i) to agree to a General Meeting being convened by shorter notice than is required by the Act or by this Constitution;
  - (ii) to speak to any proposed resolution; and
  - (iii) to demand or join in demanding a poll on any resolution.
- (b) Unless the terms of the appointment specify to the contrary, even if the instrument of appointment refers to specific resolutions and directs the



Proxy, Attorney or Representative on how to vote on those resolutions, the appointment is taken to confer authority:

- (i) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;
  - (ii) to vote on any procedural motion; and
  - (iii) to act generally at the meeting.
- (c) Unless the terms of the appointment specify to the contrary, if the instrument of appointment refers to a specific meeting to be held at a specified time or venue and the meeting is postponed or adjourned or changed to another venue, then the appointment confers authority to attend and vote:
- (i) at the postponed or adjourned meeting; or
  - (ii) at the new venue.
- (d) An appointment of a Proxy may be a standing Proxy - that is, the appointment under the proxy remains valid until it is revoked by the Voting Member that made the appointment.
- (e) The instrument appointing a Proxy may provide for the Chairperson to act as Proxy in the absence of any other appointment or if the person or persons nominated fails or fail to attend the meeting.
- (f) The instrument appointing a Proxy may direct the manner in which the Proxy is to vote in respect of a particular resolution.
- (g) A Director may be appointed as a Proxy, Attorney or Representative of a Member State for the purposes of a General Meeting and will hold two votes - their own and their Member State's - at that meeting.

## **11. PROCEEDINGS AT GENERAL MEETING**

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### **11.1 Number for a quorum**

The number of Member States who must be present and eligible to vote for a quorum to exist at a General Meeting is four.

### **11.2 Requirement for a quorum**

An item of business may not be transacted at a General Meeting unless a quorum is present at the commencement of, and remains throughout, the General Meeting.

### **11.3 Quorum and time**

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

- (a) if convened by, or on requisition of, Members, is dissolved; and
- (b) in any other case stands adjourned to such other day, time and place as the Chair determines.

#### **11.4 Adjourned meeting**

If a quorum is not present within 30 minutes after the time appointed for the adjourned meeting, those Members then present shall constitute a quorum.

#### **11.5 President to preside over General Meetings**

- (a) The President is entitled to preside as chair at General Meetings.
- (b) If a General Meeting is convened and there is no President, or the President is not present within 15 minutes after the time appointed for the meeting, or is unable or unwilling to act, the following may preside as chair (in order of entitlement):
  - (i) The Vice-President;
  - (ii) a Director (or other person) chosen by a majority of the Board present;
  - (iii) the only Director present; or
  - (iv) a Representative, Proxy or Attorney of a Voting Member who is entitled to vote and is chosen by a majority of the Voting Members present.

#### **11.6 Conduct of General Meetings**

- (a) The Chair:
  - (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 Chair under this **clause 11.6** is final.

#### **11.7 Adjournment of General Meeting**

- (a) The Chair may, with the consent of any General Meeting at which a quorum is present, and must if so 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 Voting Members present.
- (c) Only unfinished business is to be transacted at a meeting resumed after an adjournment.

#### **11.8 Notice of adjourned meeting**

- (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) If meeting is adjourned for 30 days or more then, at least the same period of notice as was originally required for the meeting must be given for the adjourned meeting.

#### **11.9 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.

#### **11.10 Equality of votes**

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

#### **11.11 Declaration of results**

- (a) At any General Meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is properly demanded and the demand is not withdrawn.
- (b) A declaration by the Chair that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes of the meetings of the Council, is conclusive evidence of the fact.
- (c) Neither the Chair nor the minutes need state, and it is not necessary to prove, the number or proportion of the votes recorded for or against a resolution.

#### **11.12 Poll**

- (a) If a poll is properly demanded in accordance with the Act or by the Chair of the meeting, it must be taken in the manner and at the date and time directed by the Chair, and the result of the poll is the resolution of the meeting at which the poll was demanded.
- (b) A poll demanded on the election of a Chair or on a question of adjournment

must be taken immediately.

- (c) A demand for a poll may be withdrawn.
- (d) A demand for a poll does not prevent the General Meeting continuing for the transaction of any business other than the question on which the poll was demanded.

#### **11.13 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 Chair, whose decision is final.
- (b) A vote not disallowed under the objection is valid for all purposes.

#### **11.14 Chair to determine any poll dispute**

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

#### **11.15 Electronic voting**

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

### **12. VOTES OF MEMBERS**

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#### **12.1 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 12.1**.
- (b) Each Member State shall have one vote.
- (c) The President and the other Directors shall each be entitled to one vote.
- (d) No Member other than Member States, Directors and the President shall be entitled to vote at General Meetings.

#### **12.2 Election of a President**

- (a) The Voting Members shall elect the President of the Council for a term as set out in (f), who shall, subject to the Constitution, preside until the election of a new President. The President of the Council is a Director.
- (b) Any Ordinary Member shall be eligible for election as President.
- (c) The President shall, on expiry of his term, be eligible for re-election as President as set out in (f), providing that no person shall hold office of

President for more than a total of ten consecutive years.

- (d) In the event that there is no successful nomination for the office of President at an AGM, the Board shall fill the casual vacancy and shall appoint one of the Board as the President for a term not to exceed one (1) year and/or until the next Annual General Meeting.
- (e) If any Nominated Director or Elected Director of the Council is elected as President under the previous sub-clause he shall forthwith resign as a Nominated Director or Elected Director.
- (f) A President may be elected for up to ten years with terms of three years, three years, two years and two years (in that order).
- (g) The First President shall be Frank Dewens who shall hold the office until the 2019 AGM. He shall only be entitled to be elected for further terms of two years and two years.
- (h) The Immediate Past President may attend at Board meetings at their own expense (unless that expense is otherwise approved by the Board) in an ex officio capacity for a period of one year after the conclusion of his/her term of office. The Immediate Past President shall not be entitled to vote at any Board meeting.

### **12.3 Nomination of Directors**

- (a) Nominated Directors shall be appointed in accordance with this **clause 12.3** at the relevant Annual General Meeting.
- (b) Each Member State shall be entitled to nominate one Director for its State.
- (c) In the event that there is no nomination by a Member State, the Board may fill the casual vacancy for a term not to exceed one (1) year and/or until the next Annual General Meeting.
- (d) A Nominated Director is nominated for a term of two years.
- (e) Each of the Member States of New South Wales, Victoria, Western Australia and the Northern Territory may nominate a Director in odd numbered years.
- (f) Each of the Member States of Queensland, Australian Capital Territory, Tasmania and South Australia may nominate a Director in even numbered years.
- (g) The First Nominated Directors shall be:-
  - (i) Graham Baker for Queensland until the 2020 AGM;
  - (ii) Alex Render for New South Wales until the 2019 AGM;
  - (iii) Mark O'Neill for the Australian Capital Territory until the 2020

AGM;

- (iv) Paul Cosgriff for Victoria until the 2019 AGM;
- (v) Rex Swain for Tasmania until the 2020 AGM;
- (vi) Barry Jenner for South Australia until the 2020 AGM; and
- (vii) Adam Wyard for Western Australia until the 2019 AGM.

#### **12.4 Elected Directors**

- (a) There shall be four Directors elected by the Ordinary Members comprising two Players' Delegates, a Disability Delegate and a Women's Delegate.
- (b) None of the positions are gender specific.
- (c) The appointment as an Elected Director is for the period from the end of one AGM to the end of the next AGM.
- (d) Elected Directors can re-elected from year to year but must be nominated for election.
- (e) The Elected Directors will have full voting rights and will have the same rights, roles and general responsibilities of the other Directors.
- (f) The Elected Directors will be elected by the Ordinary Members in a secret electronic ballot to be concluded prior to the AGM from which their election will take effect.
- (g) The Elected Directors will be elected by votes received from Ordinary Members who are adult financial members of a Member State and whose membership has not been suspended.
- (h) There can only be one Elected Players' Delegate from any Member State.
- (i) The Women's Delegate and the Disability Delegate can be elected from any State.
- (j) An Ordinary Member can nominate a person for election from any Member State and is not limited to their own Member State.
- (k) Only Ordinary Members who are adult financial members of a Member State may be elected or may nominate a person for election.
- (l) Written nominations signed by the nominee and the nominator shall be submitted in writing by email to the Secretary General no less than 49 days prior to the relevant AGM in the form provided by the Secretary General. No seconder is necessary.
- (m) The nomination must also include a one-page biography of the nominee to be included in the announcement of the nominations by the Secretary

General 45 days prior to the AGM

- (n) If there is only one nominee for the Women's Delegate position that person will be elected unopposed. If there are no nominees, then the position may be filled as a casual vacancy by the Board from any State after the next AGM is concluded.
- (o) If the casual vacancy of the Women's Delegate position is filled by an existing Director, that Director will not hold an additional vote by reason of the appointment as Women's Delegate.
- (p) If there is only one nominee for the Disability Delegate position that person will be elected unopposed. If there are no nominees, then the position may be filled as a casual vacancy by the Board from any State after the next AGM is concluded.
- (q) If the casual vacancy of the Disability Delegate position is filled by an existing Director, that Director will not hold an additional vote by reason of the appointment as the Disability Delegate.
- (r) If there are only 2 nominees for the Players' Delegate positions, they will be elected unopposed. If there are less than two nominees, then the position/s may be filled as a casual vacancy/vacancies by the Board from any State after the relevant AGM is concluded.
- (s) Voting for the Elected Director positions will be by email (or such other means as may be approved by the Board) and shall be open for a period of seven days from 45 days to 38 days prior to the AGM at midnight AWST on each day.
- (t) Only one vote is permitted by each Ordinary Member.
- (u) If voting is by email, then Ordinary Members must vote using the email they have provided to their Member State. A vote received from an email address that differs from that recorded with a Member State is invalid and will be an invalid vote at the election.
- (v) The appointments as Elected Directors take effect at the end of the next AGM.
- (w) The ballot will be secret ballot and the votes will be scrutinised by the President, the Vice President and the Secretary General.

## **12.5 Resolutions not in General Meeting**

- (a) If all Voting Members sign a document containing a statement that they are in favour of a resolution in terms set out in the document, a resolution in those terms is deemed to have been passed at a General Meeting of the Council held at the time on which the document was signed by the last Voting Member entitled to vote.
- (b) For the purposes of **clause 12.5(a)**, two or more separate documents containing statements in identical terms, each of which is signed by one or

more Voting Members, are deemed together to constitute one document containing a statement in those terms signed by those Voting Members on the respective days on which they signed the separate documents.

- (c) A facsimile transmission or other form of visible or other electronic communication under the name of a Voting Member is deemed to be a document in writing signed by that Voting Member for the purpose of this clause.

## **13. DIRECTORS**

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### **13.1 Number of Directors**

- (a) There must be not less than five Directors and not more than twelve Directors.
- (b) Subject to **clause 13.1(a)**, not more than eight Directors are to be nominated by the State Members, and not more than four Directors are to be elected under **clause 12.4**.

### **13.2 Eligibility & Roles**

- (a) For the period from the date of this Constitution a person who is an employee of the Council or a Member State (each a disqualifying position) may not hold office as a Director.
- (b) A Director who accepts a disqualifying position must notify the other Directors of that fact immediately and is deemed to have vacated office as a Director from the date of the acceptance of the disqualifying position.
- (c) A person nominated or elected as a Director at the time of holding a disqualifying position must resign from that disqualifying position within 30 days or resign as a Director.
- (d) The Board may determine position or role descriptions and the necessary qualifications for Director positions.

### **13.3 Office held until end of meeting**

A retiring Director holds office until the end of the Annual General Meeting at which that Director retires but, subject to the requirement of this Constitution, is eligible for re-nomination or re-election as the case may be.

### **13.4 Casual vacancy in ranks of Nominated Directors**

- (a) A Member State may at any time appoint a person to fill a casual vacancy of its Nominated Director.
- (b) A person appointed under **clause 13.4(a)** holds office for the remainder of the vacating Director's term.

### **13.5 Elected Directors**



- (a) The First Elected Directors are:-
  - (i) Warwick Loton as a Players' Delegate;
  - (ii) Kurt Dunham as a Players' Delegate; and
  - (iii) Narelle Adams as the Women's Delegate.
- (b) An Elected Director holds office on such terms as the Board may determine.
- (c) A person may only serve six consecutive years as an Elected Director but, subject to the other requirements of this Constitution, are otherwise eligible to be nominated to a Nominated Director position.
- (d) Subject to this Constitution, the Board may at any time appoint a person to fill a casual vacancy in the rank of the Elected Directors from any State and on whatever terms the Board decide.

### **13.6 Remuneration of Directors**

Subject to **clause 13.7**, a Director must not be paid for services as a Director but, with the prior minuted approval of the Board and subject to the Act, may be:

- (a) paid by the Council for services rendered to it other than as a Director; and
- (b) reimbursed by the Council for their reasonable travelling, accommodation and other expenses when:
  - (i) travelling to or from meetings of the Council, the Board, or a sub-committee; or
  - (ii) otherwise engaged in the affairs of the Council.

### **13.7 Honorarium**

The Council may in General Meeting by ordinary resolution determine to pay a Director in arrears an ex-gratia payment, but no payment shall be made until the same has been expressly authorized by the Council.

### **13.8 Removal of Director**

- (a) A Director may be removed by the State Member who appointed him/her at any time and for any reason.
- (b) The State Member shall deliver a written notice to the Secretary General accompanied by a copy of the resolution passed by the Member State's Board or Executive resolving that the Director's appointment be terminated.

### **13.9 Vacation of office**

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

- (a) dies;
- (b) is removed in accordance with **clause 13.8**;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- (d) resigns from office by notice in writing to the Council;
- (e) accepts appointment to, or becomes the holder of, a disqualifying position as set out in **clause 13.2** and does not resign from that position within 30 days;
- (f) is not present at three consecutive Board meetings without leave of absence from the Board; or
- (g) is directly or indirectly interested in any contract or proposed contract with the Council and fails to declare the nature of the interest.

#### **13.10 Alternate Director**

A Director cannot appoint an alternate.

### **14. POWERS AND DUTIES OF DIRECTORS**

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#### **14.1 Directors to manage the Council**

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

#### **14.2 Specific powers of Directors**

Without limiting **clause 14.1**, the Board may exercise all the Council'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 Council or of any other person.

#### **14.3 Time, etc.**

Subject to the Act, where this Constitution requires that something be done by a particular time, or within a particular period, or that an event is to occur, or a circumstance is to change on or by a particular date, the Board may in its absolute discretion extend that time, period or date as it thinks fit both prospectively and retrospectively.

#### **14.4 Appointment of Attorney**

The Board may appoint any person to be the Council's Attorney for the purposes, with the powers, authorities and discretions, for the period and subject to the conditions it thinks fit.

## 14.5 Provisions in power of Attorney

A power of attorney granted under **clause 14.4** may contain any provisions for the protection and convenience of persons dealing with the Attorney that the Board think fit and may also authorise the Attorney to delegate (including by way of appointment of a substitute Attorney) all or any of the powers, authorities and discretions of the Attorney.

## 14.6 Delegation of powers

- (a) Without limiting **clause 14.4** the Board may, by resolution or by power of attorney delegate any of its powers to any person as it thinks fit.
- (b) Any delegation by the Board of its 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 Attorney on the Attorney's opinion, belief or state of mind about that matter.
- (d) Any power exercised by an Attorney is as effective as if it had been exercised by the Board.

## 14.7 Code of Conduct

The Board must:

- (a) adopt a code of conduct for Directors; and
- (b) periodically review the code of conduct in light of the general principles of good corporate governance.

## 15. PROCEEDINGS OF THE BOARD

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### 15.1 Board meetings

- (a) Subject to **clause 15.1(b)**, the Board may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.
- (b) The Board must meet at least twice in each calendar year.

**15.2 Questions decided by majority**

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

**15.3 Chair's casting vote**

The Chair of the Board meeting will not have a casting vote.

**15.4 Quorum**

Five Directors present constitutes a quorum.

**15.5 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 an Elected Director vacancy to the extent necessary to bring their number up to that required for a quorum or to convene a General Meeting.

**15.6 Convening meetings**

- (a) Two Directors may, and the Secretary General on the request of the two Directors must, convene a Board meeting as soon as possible.
- (b) Notice of a meeting of the Board must be given individually to each Director (except a Director on leave of absence approved by the Board). Notice of a meeting of the Board may be given in person, or by post or by telephone, facsimile or other electronic means.
- (c) A Director may waive notice of a meeting of the Board by giving notice to that effect to the Secretary General in person or by post or by telephone, facsimile or other electronic means.
- (d) A person who attends a meeting of the Board waives any objection that person may have in relation to a failure to give notice of the meeting.
- (e) The non-receipt of a notice of a meeting of the Board or the accidental omission to give notice of a meeting to a person entitled to receive notice does not invalidate anything done (including the passing of a resolution) at a Board meeting.

**15.7 Election of Vice-President, Treasurer, Secretary General and Public Officer**

- (a) The Board must at the first Board meeting after the AGM, annually elect by a majority vote three of their number to be respectively:-
  - (i) the Vice-President;

- (ii) the Treasurer; and
  - (iii) the Secretary General.
- (b) The positions held at the date this Constitution was adopted were filled by the following Directors :-
- (i) Alex Render as the Vice-President;
  - (ii) Adam Wyard as the Treasurer; and
  - (iii) Simon Fortune as the Secretary General.
- (c) The Board must at the first Executive meeting after the AGM, annually appoint a Public Officer.
- (d) The First Public Officer shall be Mark O'Neill.
- (e) If at any meeting the President is not present or is not willing to chair the meeting, then the Vice-President shall chair the meeting.
- (f) If at any meeting neither the President nor the Vice-President are present or are not willing to chair the meeting, then the Directors present may elect one of their number to be Chair of the meeting.

#### **15.8 Circulating resolutions**

- (a) The Board may pass a resolution without a Board meeting being held if notice in writing 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 the Board) 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 referred to in (a) may be used for signing by the Directors if the wording of the resolution and statement is identical in each copy. A facsimile transmission 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 15.8(a)** and is taken to be signed when received by the Secretary General in legible form.
- (c) The resolution is passed when the last Director signs or abstains from voting.

#### **15.9 Validity of acts of Directors**

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

#### **15.10 Directors' Interests**

- (a) Every Director shall declare to the Board any material personal interest or related party transaction, as soon as practicable after that Director becomes aware of their interest in the matter.
- (b) Where a Director declares a material personal interest or in the event of a related party transaction, that Director is ineligible to receive the Board's meeting papers relating 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 permitted by the Board.
- (c) In the event of any uncertainty in this regard, the issue shall immediately be determined by a vote of the Board or, if this is not possible, the matter shall be adjourned or deferred to the next meeting.
- (d) The Secretary General shall maintain a register of declared interests.

### **15.11 Minutes**

The Board must cause minutes of meetings to be made and kept in accordance with s.251A *Corporations Act 2001 (Cwth)*.

## **16. TELECOMMUNICATION MEETINGS**

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### **16.1 Telecommunication Meeting**

- (a) A General Meeting or a Board meeting may be held as 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 Board meeting (as applicable); and
  - (ii) the meeting is convened and held in accordance with the Act.
- (b) All provisions of this Constitution relating to a meeting apply to a Telecommunication Meeting in so far as they are not inconsistent with the provisions of this **clause 16**.

### **16.2 Conduct of Telecommunication Meeting**

The following provisions apply to a Telecommunication Meeting:

- (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 Chair;
- (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 Chair 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 Chair.

## **17. SUB-COMMITTEES**

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### **17.1 Sub-Committees**

The Board may delegate any of its powers to sub-committees consisting of those persons it thinks fit (including Directors, individuals and consultants), and may vary or revoke any delegation at any time and for any reason.

### **17.2 Powers delegated to Sub-Committees**

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

### **17.3 Committee meetings**

Unless otherwise determined by the Board, sub-committee meetings are governed by the provisions of this Constitution dealing with Board's meetings, as far as they are capable of application.

## **18. POLICIES & BY-LAWS**

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### **18.1 Making and amending Policies and By-laws**

- (a) In addition to Policies and By-laws made under **clause 7.2**, the Board may from time to time make, amend, repeal and replace Policies and By-laws:
  - (i) that are required to be made under this Constitution; or
  - (ii) which, in their opinion, are necessary or desirable for the control, administration and management of the Council's affairs.
- (b) The Policies and By-laws referred to in **clause 7** and this **clause** take effect 24 hours after the publication of the Policy or By-law on the Council's website and shall be of full force and effect from that date.

**18.2 Effect of Policies and By-laws**

Each Policy and By-law:

- (a) is subject to this Constitution;
- (b) must be consistent with this Constitution;
- (c) when in force, is binding on all Members and has the same effect as a provision in this Constitution; and
- (d) may be overruled if a resolution to that effect is passed by the Voting Members at a General Meeting.

**19. INSPECTION OF RECORDS**

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

**20. ACCOUNTS**

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**20.1 Accounting Records**

The Board will cause proper accounting and other records to be kept and will distribute copies of financial statements as required by the Act.

**20.2 Auditor**

- (a) A properly qualified auditor or auditors shall be appointed by the Board and the remuneration of such auditor or auditors fixed and duties regulated in accordance with the Act.
- (b) The First Auditor shall be Frank Galanos.

**21. SERVICE OF DOCUMENTS**

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**21.1 Document includes notice**

In this **clause 21**, document includes a notice.

**21.2 Methods of service on a Member**

The Council may give a document to a Member:

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

**21.3 Methods of service on the Council**



A Member may give a document to the Council:

- (a) by delivering it to the nominated address;
- (b) by sending it by post to the nominated address; or
- (c) by sending it to a facsimile number or electronic address nominated by the Council.

#### **21.4 Post**

A document sent by post if sent to an address:

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

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

#### **21.5 Facsimile or electronic transmission**

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

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

### **22. INDEMNITY**

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#### **22.1 Indemnity of officers**

- (a) This **clause 22** applies to every person who is or has been:
  - (i) a Director, the President, and the Public Officer of the Council; and
  - (ii) to any other officers, employees, former officers or former employees of the Council as the Board in each case determines.

Each person referred to in this paragraph (a) is referred to as an "Indemnified Officer" for the purposes of the rest of **clause 22**.

- (b) The Council will indemnify each Indemnified Officer out of the property of the Council against:
  - (i) every liability (except a liability for legal costs) that the Indemnified Officer incurs whilst acting for the Council or as part of the Board; 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 whilst acting for the Council or as part of the Board,

unless:

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

## **22.2 Insurance**

The Council may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring an Indemnified Officer against liability that the Indemnified Officer incurs whilst acting for the Council or as part of the Board including a liability for legal costs, unless:

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

## **22.3 Deed**

The Council may enter into a deed with any Indemnified Officer or a deed poll to give effect to the rights conferred by **clause 22.1** on the terms the Board thinks fit (as long as they are consistent with **clause 22**).

## **23. WINDING UP**

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### **23.1 Contributions of Members on winding up**

- (a) Each Member State must contribute on an equal basis to the Council's property if the Council is wound up while they are a Member or within one year after their membership ceases.
- (b) The contribution is for:
  - (i) payment of the Council's debts and liabilities contracted before their membership ceased; and
  - (ii) the costs of winding up.
- (c) No other Member must contribute to the Council's property if the Council is wound up.

### **23.2 Excess property on winding up**

- (a) If on the winding up or dissolution of the Council, and after satisfaction

of all its debts and liabilities, any property remains, that property must be given or transferred to another body or bodies:

- (i) having objects similar to those of the Council; and
  - (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.
- (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.

## **24. AMENDMENT OF THE CONSTITUTION**

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### **24.1 Notice of proposed amendment**

Any Voting Member may propose an alteration to, or the replacement of, this Constitution. Any notice proposing an alteration to, or the replacement of, this Constitution must be given in accordance with clause 10.3(c).

### **24.2 Voting on a proposed amendment**

The Constitution may only be amended or replaced by a Special Resolution.

## **SCHEDULE 1 – LIFE MEMBERS**

**R.J.P. (Bob) Marshall (OAM) †**

**Gordon Baker †**

**T.W.P. (Tom) Cleary †**

**J.S. (Jim) Collins (AM) †**

**L.H. (Les) Cross (OAM) †**

**R.A. Bob O'Neill †**

**C.W. Oswald-Sealy †**

**Clem Jones (AO) †**

**Bill Barrie †**

**R.E. (Ron) Atkins (OAM) †**

**R.J. (Bob) Hawke (AC) †**

**John McKay †**

**R.C. Harris †**

**W.F.S. Bardon †**

**E.L. Calloway †**

**Sir Alex Sakzewski †**

**P.R. (Rex) Swain**

**John Sallis**

**John Williams**

**Paul Lawler**

**Frank Dewens**

**Barrie Jones**

**Steve Mifsud**

**Don Stewart**

**Max Williams**

**Mike Peachey**

**Ron Steccum**