

[Insert association logo]

# Wheelchair Rugby League State/Territory Sporting Organisation Constitution

[State / Territory Association  
name]

[Date]

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# CONSTITUTION

of

**[INSERT NAME] INCORPORATED**

## 1. NAME OF ASSOCIATION

The name of the Association is **[INSERT NAME]** Incorporated (**Association**).

## 2. DEFINITIONS AND INTERPRETATION

### 2.1 Definitions

In this Constitution unless the contrary intention appears:

**Act** means the **[SELECT ONE OF:** *Associations Incorporation Act 2009* (NSW) -or- *Associations Incorporation Act 1981* (Qld) -or- *Associations Incorporation Reform Act 2012* (VIC) -or- *Associations Incorporation Act 1985* (SA) -or- *Associations Incorporation Act 2015* (WA) -or- *Associations Incorporation Act 1964* (Tas) -or- *Associations Incorporation Act 1991* (ACT) -or- *Associations Act 2003* (NT)], including all related regulations and other enacted legislative instruments.

**Affiliate Member** means an **[SELECT ONE OR BOTH:** individual who is an umpire, referee, coach or other official who is associated with, or recognised by, the Association but who is not an Individual Member] [and incorporated entity that is a sponsor, commercial partner, supplier, or other body who is associated with, or recognised by, the Association but that is not an Individual Member].

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

**ARLC** means the Australian Rugby League Commission Limited ACN 003 107 293, or as the same body may be known under any subsequent name, being the governing body for the sport of rugby league in Australia and organiser of the NRL and NRLW competitions, the NRL State of Origin, and Australian representative rugby league matches.

**Association** means **[INSERT NAME]** Incorporated.

**Club** means a body that fields teams of players that participate in the Sport as organised by the Association and which is a Member, or is otherwise affiliated with the Association, either directly or through a Region.

**Committee** means the persons elected or appointed by the Members as being charged with managing the Association.

**Committee Member** means a member of the Committee and includes any person acting in that capacity from time to time appointed in accordance with this Constitution but does not include the Secretary (if that role is being performed by a person who is not a Committee Member).

**Constitution** means this Constitution of the Association.

**Delegate** means the person(s) appointed from time to time to act for and on behalf of a Member and to represent the Member at General Meetings.

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

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

**IF** means the International Federation for the Sport being the Rugby League International Federation, trading as International Rugby League.

**Incapacitated** means unable to fulfil duties as required by this Constitution or the Act, including being able to:

- (a) understand the information relevant to the decisions that will have to be made in the role of Committee Member;
- (b) retain that information to the extent necessary to make those decisions;
- (c) use or weigh that information as part of the decision making process;  
or
- (d) communicate the decisions in some way.

**Individual Member** means a registered, fully paid-up financial member of a Club or a Region 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 in [INSERT State/Territory].

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

**Member** means a registered, fully paid-up financial member for the time being of the Association under **clause 5**.

**NSO** means National Sporting Organisation for the Sport being Wheelchair Rugby League Australia Limited ACN 654 789 189, trading as NRL Wheelchair, operating and governing the Sport of Wheelchair Rugby League in Australia in affiliation with and the support of the ARLC and the IF.

**Objects** means the objects of the Association in **clause 2**.

**Ordinary Committee Member** means a member of the committee who is not an office-bearer of the Association.

**Public Officer** means the person appointed to be the public officer of the Association in accordance with the Act and is an authorised signatory for the Association.

**Region** means a regional association to the Sport, which is a Member, or is otherwise affiliated with the Association.

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

**Regulations** mean any Regulations made by the Committee under **clause 38**.

**Seal** means the common seal of the Association (if any).

**Special Resolution** means a special resolution defined in the Act.

**Special General Meeting (SGM)** means a special general meeting of the Association held under **clause 23**.

**Sport** means the sport of wheelchair rugby league.

## 2.2 Interpretation

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other genders;
- (e) references to persons include corporations and bodies politic;

- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (h) a reference to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

### **2.3 Severance**

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

### **2.4 The Act**

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

## **3. OBJECTS OF THE ASSOCIATION**

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

- (a) participate as a member of NSO so the Sport can be conducted, encouraged, promoted, advanced and administered in **[INSERT State/Territory]**;
- (b) conduct, encourage, promote, advance and administer the Sport throughout **[INSERT State/Territory]**;
- (c) foster and develop government, commercial and public recognition of the Association as the controlling body and representative of NSO for the Sport across **[INSERT State/Territory]**;

- (d) foster, develop, extend, and provide adequate funding for the Game from the junior to elite levels in addition and without conflict to such funding efforts driven by NSO;
- (e) seek and obtain improved facilities for the enjoyment of the Sport in [INSERT State/Territory];
- (f) give operational effect to the NSO's operations as the single controlling body and organiser of the Sport competitions in [INSERT State/Territory];
- (g) develop and implement sponsorship, marketing and social media strategies and activities that promote the Sport in [INSERT State/Territory] and the Association;
- (h) promote and encourage either directly or indirectly the physical, cultural, social and intellectual welfare of people of all abilities in the community and, in particular, the Rugby League community in [INSERT State/Territory];
- (i) implement policies and Regulations as may be developed in conjunction with NSO for the control and conduct of the Sport in [INSERT State/Territory], and in furtherance of the Association and its Members;
- (j) affiliate and otherwise liaise with NSO and adopt its rule and policy framework to further these Objects and the Sport;
- (k) review and/or determine when required, any matters referred by Members or Affiliates pertaining to the conduct of the Sport in [INSERT State/Territory] or the Association and its Members;
- (l) act as arbiter (as required) on all matters pertaining to the conduct of the Sport in [INSERT State/Territory], including disciplinary matters;
- (m) recognise and do all things necessary to give effect to any penalty imposed by the NSO on any Member;
- (n) represent the interests of its Members and of the Sport generally in any appropriate forum in [INSERT State/Territory];
- (o) ensure the maintenance and enhancement of the Association, the Members and the Sport, its standards, quality, and reputation for the benefit of the Members and the Sport in [INSERT State/Territory];
- (p) have regard to the public interest in its operations;
- (q) use and protect the Intellectual Property;



- (r) at all times promote mutual trust and confidence between the Association, NSO, ARLC, and the Members in pursuit of these Objects;
- (s) at all times act on behalf of, and in the best interests of, the Members and the Sport across [INSERT State/Territory]; and
- (t) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

#### **4. POWERS OF THE ASSOCIATION**

Solely for furthering the Objects, the Association has the rights, powers and privileges conferred on it under the Act [SELECT FOR NSW, QLD, AND THE ACT: and in addition, the legal capacity and powers of a company limited by guarantee as set out under section 124 of the *Corporations Act 2001* (Cth)].

#### **5. MEMBERS**

##### **5.1 Categories of Members**

The Members of the Association may consist of:

- (a) Regions, which subject to this Constitution have incorporated, shall be represented by a Delegate, and who shall have the right to receive notice of General Meetings and to be present, debate and vote on behalf of the Region at General Meetings;
- (b) Clubs, which subject to this Constitution have incorporated, shall be represented by a Delegate, and who shall have the right to receive notice of General Meetings and to be present, debate and vote on behalf of the Club at General Meetings;
- (c) Life Members, who subject to this Constitution, shall have the right to receive notice of General Meetings and to be present and to debate at General Meetings, but shall have no voting rights;
- (d) Individual Members who are not members of an incorporated Region or Club Member of the Association shall have the right to receive notice of General meetings and to be present, debate and vote on behalf of themselves at General Meetings;
- (e) Affiliate Members who shall have the right to be present at General meetings but shall have no rights to debate or to vote at General Meetings;

- (f) the Committee Members who shall have the right to be present and debate at General meetings but shall have no right to vote at General Meetings; and
- (g) such new or other categories of Members as may be established by the Committee. Any new category of Member established by the Committee cannot be granted voting rights without the approval of the Association in General Meeting.

## **5.2 Life Members**

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

## **6. MEMBERSHIP AFFILIATION**

### **6.1 Regions and Clubs**

- (a) To be, or remain, eligible for membership, a Region or Club must be incorporated or in the process of incorporation. This process must be complete within one (1) year of applying for membership under this Constitution.
- (b) For such time as the Region or Club is not incorporated, the president of any such unincorporated Region or Club shall be deemed to be the Member (on behalf of the unincorporated entity), and shall be entitled to exercise the same voting and other rights and have the same obligations and shall follow such procedures on behalf of the unincorporated Region or Club as incorporated Members, to the extent that this is possible, and all individual members of that unincorporated Region or Club Member shall have the rights set out under clause 5.1(d).

- (c) Any dispute or uncertainty as to the application of this Constitution to an unincorporated Region or Club shall be resolved by the Committee in its sole discretion.
- (d) Failure to incorporate within the period stated in **clause 6.1(a)** shall result in the expulsion of the president (acting on behalf of the unincorporated entity) from membership. The expelled unincorporated entity shall not be entitled to re-apply for membership until it becomes incorporated.

## **6.2 Application for Affiliation**

An application for affiliation must be:

- (a) from the applicant or its nominated representative, in writing on the form prescribed from time to time by the Committee (if any), and lodged with the Association;
- (b) accompanied by a copy of the applicant's constitution (which must be acceptable to the Association and must substantially conform to this Constitution) and the applicant's register of members; and
- (c) accompanied by the appropriate fee (if any).

By applying an applicant acknowledges and agrees that they voluntarily agree to be bound by the rules, regulations and policies of the Association (as well as those of the NSO) including but not only this Constitution.

## **6.3 Discretion to Accept or Reject Application**

- (a) The Committee may, in acting in the best interests of the Association and in good faith, accept or reject an application whether the applicant has complied with the requirements in **clauses 6.1** and **6.2** or not. The Association shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) Where the Committee accepts an application, the applicant shall, become a Member. Membership shall be deemed to commence upon acceptance of the application by the Committee. The President shall cause the Register to be amended accordingly as soon as practicable.
- (c) Where the Committee 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.

- (d) There is no right of appeal where the Committee rejects an application for membership, whether a new application or a renewal application.

#### **6.4 Re-Affiliation**

- (a) Regions and Clubs must re-affiliate annually with the Association in accordance with the procedures set down by the Association in Regulations from time to time. Members acknowledge and agree that membership renewal is not automatic. **Clause 6.3** applies to re-applications for membership.
- (b) Upon re-affiliation a Region or a Club must lodge with the Association an updated copy of its constitution (including all amendments) and must provide details of any change in its Delegate and any other information reasonably required by the Association. Each Region and Club must ensure that its constitution is amended to conform to any amendments made to this Constitution and/or to the NSO's constitution.

#### **6.5 Deemed Membership**

- (a) All members which or who are, prior to the approval of this Constitution under the Act, members of the Association, shall be deemed Members from the time of approval of this Constitution under the Act.
- (b) Regions and Clubs shall provide the Association with such details as are reasonably required by the Association under this Constitution within one (1) month of the approval of this Constitution under the Act.
- (c) Any persons prior to approval of this Constitution under the Act, who are not deemed Members under **clause 6.5(a)** shall be entitled to carry on such functions analogous to their previous functions as are provided for under this Constitution.

### **7. REGISTER OF MEMBERS**

#### **7.1 Association to keep Register**

The Association shall keep and maintain a Register in which shall be entered (as a minimum):

- (a) the full name, address, category of membership and date of entry to membership of each Region and Club; and

- (b) the full name, residential address and date of entry to membership of each Committee Member and Life Member; and
- (c) where applicable, the date of termination of membership of any Region or Club.

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

## **7.2 Inspection of Register**

Having regard to the Act, confidentiality considerations and privacy laws, inspection of the Register will only be available as required by the Act and under **clause 32.2(b)**. If permitted, only an extract of the Register, excluding the address or other direct contact details of any Life Member or Committee Member, shall be available for inspection (but not copying) by Members, upon reasonable request.

## **7.3 Use of Register**

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

## **8. EFFECT OF MEMBERSHIP**

### **8.1 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 Committee 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 Objects and particularly the advancement and protection of the Sport; and
- (e) neither membership of the Association nor this Constitution gives rise to:

- (i) any proprietary right of Members in, to or over the Association or its property or assets;
  - (ii) any automatic right of a Member to renewal of their membership of the Association;
- (f) subject to the Act and the Association acting in good faith, the right of Members to natural justice, unless expressly provided for in this Constitution;
- (g) they are entitled to all benefits, advantages, privileges and services of Association membership; and
- (h) a right, privilege or obligation of a person by reason of their membership of the Club:
- (i) is not capable of being transferred or transmitted to another person; and
  - (ii) terminates upon the cessation of membership whether by death, resignation or otherwise.

## **9. DISCONTINUANCE OF MEMBERSHIP**

### **9.1 Notice of Resignation**

- (a) A Member having paid all arrears of fees payable to the Association may resign or withdraw from membership of the Association by giving one (1) months' notice in writing to the Association of such resignation or withdrawal.
- (b) A Region or a Club may not resign, disaffiliate or otherwise seek to withdraw from the Association without approval by Special Resolution of the Region or Club. A copy of the relevant minutes of the Region or Club meeting showing that the Special Resolution has been passed by the Region or 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, but shall be dealt with in accordance with the Regulations.
- (d) When the Association receives notice of resignation of membership given under **clauses 9.1(a)** and **(b)**, it must make an entry in the Register that records the date on which the Member who or which gave notice ceased to be a Member.

## 9.2 Discontinuance for breach

Notwithstanding anything in the Act or this Constitution:

- (a) membership of the Association may be discontinued by the Committee 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 Committee or any duly authorised committee;
- (b) membership shall not be discontinued by the Committee under **clause 9.2(a)** without the Committee first giving the accused Member the opportunity to explain the breach and/or remedy the breach; and
- (c) where a Member fails, in the Committee's view to adequately explain the breach, that Member's membership shall be discontinued under **clause 9.2(a)** by the Committee giving written notice of the discontinuance to the Member. The Register shall be amended to reflect any discontinuance of membership under this **clause 9.3** as soon as practicable.

## 9.3 Discontinuance for failure to re-affiliate

Membership of the Association may be discontinued by the Committee if a Region or Club has not re-affiliated with the Association within one (1) month of re-affiliation falling due. The Register shall be amended to reflect any discontinuance of membership under this **clause 9.3** as soon as practicable.

## 9.4 Member to Re-Apply

A Member whose membership has been discontinued under **clauses 9.2** or **9.3**:

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

## 9.5 Forfeiture of Rights

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

Where a Region or Club ceases to be a Member it shall also forfeit all representation rights on the Committee and at General Meetings.

#### **9.6 Delegate Position Lapses**

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

#### **9.7 Membership may be Reinstated**

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

#### **9.8 Refund of Membership Fees**

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

### **10. DISCIPLINE**

#### **10.1 Association Disciplinary Proceedings**

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

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

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



## 10.2 Association Disciplinary Tribunal

- (a) The Committee may appoint a disciplinary tribunal panel to deal with any disciplinary matter referred to it. Such a tribunal shall operate in accordance with the procedures expressed in the Regulations or as otherwise determined by the Committee at their absolute discretion and in compliance with the ordinary concepts of procedural fairness.
- (b) All parties involved in any disciplinary tribunal and subject to a sanction against them has a right of appeal to an appeal tribunal in accordance with the procedures expressed in the Regulations or as otherwise determined by the Committee at their absolute discretion and in compliance with the ordinary concepts of procedural fairness.

## 10.3 Recognition of NSO Disciplinary Decisions

- (a) Where the NSO decides a matter relating to the discipline of a Member, the Committee shall recognise the decision and implement processes and procedures to give full effect to the sanction decided by the NSO as regards the Member's participation and involvement in the Sport in [INSERT State/territory].

## 10.4 Proceedings of the National Sports Tribunal

- (a) Where the NSO is, or takes steps to become, a recognised and approved sport for the purposes of hearing and resolving matters in the National Sports Tribunal, the Committee shall take all reasonable and necessary steps to ensure that the Association supports the NSO in all relevant matters and that Members agree to be governed and bound by the jurisdiction of the National Sports Tribunal for all appropriate grounds of action.
- (b) Where a disciplinary matter involving a Member of the Association, or the Association itself is named, as a party to proceedings in the National Sports Tribunal, the Committee shall apply all reasonable and necessary resources to ensure that such a matter is dealt with promptly and complies with the ordinary concepts of procedural fairness.
- (c) **Sub-clause 10.4** operates in priority to rest of **clause 10** for any reviewable matter that may be referred to the National Sports Tribunal in the first instance.

## **11. SUBSCRIPTIONS AND FEES**

### **11.1 Committee Power to Apply Fees**

- (a) The annual membership subscription (if any) and any fees or other levies payable by Members to the Association, the time for and manner of payment, shall be as determined by the Committee.
- (b) The Committee 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. There is no right to natural justice or any right of appeal where the Committee exercises its power under this **clause 11(b)**.

## **12. EXISTING COMMITTEE MEMBERS**

### **12.1 Transition Process**

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

## **13. POWERS OF THE COMMITTEE**

Subject to the Act and this Constitution, the business of the Association shall be managed, and the powers of the Association shall be exercised, by the Committee. In particular, the Committee as the governing body for the Sport in [INSERT State/Territory] shall be responsible for acting on State and local issues in accordance with the Objects and shall operate for the benefit of the Members and the community throughout [INSERT State/Territory] and shall govern the Sport in [INSERT State/Territory] in accordance with this Constitution and in particular the Objects.

## **14. COMPOSITION OF THE COMMITTEE**

### **14.1 Composition of the Committee**

The Committee shall comprise up to:

- (a) five (5) elected Committee Members who must all be Individual Members and who shall be elected under **clause 14.3**;
- (b) two (2) appointed Committee Members who need not be Individual Members and who may be appointed by the Committee Members elected under **clause 15**;
- (c) one (1) representative Committee Member who need not be an Individual Member and who shall be appointed by the NSO; and
- (d) one (1) representative Committee Member who need not be an individual Member and who shall be appointed by the ARLC state sporting organisation for [State/Territory].

A Committee Member cannot also be Delegate.

### **14.2 Election and Appointment of Committee Members**

- (a) The elected Committee Members shall be elected under **clause 15**.
- (b) The appointed Committee Members may be appointed under **clause 16**.
- (c) The representative Committee Members shall be appointed by the NSO and/or the ARLC state sporting organisation at their discretion.

### **14.3 Portfolios**

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

## **15. ELECTED COMMITTEE MEMBERS**

### **15.1 Nominations**

- (a) Nominations for elected Committee Member positions shall be called for forty-eight (48) days prior to the AGM. When calling for nominations, details of the necessary qualifications and job descriptions for the positions shall also be provided. Qualifications and job descriptions may be determined by the Committee from time to time.
- (b) Nominees for elected Committee Member positions must declare any position they hold in a Region or a Club including as an officer (howsoever described including as a Delegate) or as a full-time employee.

### **15.2 Form of Nomination**

Nominations must be:

- (a) in writing;
- (b) on the prescribed form (if any) provided for that purpose;
- (c) signed by an authorised representative from two (2) Regions and/or Clubs;
- (d) certified by the nominee (who must be an Individual Member) expressing their willingness to accept the position for which they are nominated; and
- (e) delivered to the Association not less than thirty-five (35) days before the date fixed for the AGM.

### **15.3 Elections**

- (a) If the number of nominations received for the Committee is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Committee, then those nominated may be declared elected only if approved by the majority of Members present and entitled to vote.
- (b) If there are insufficient nominations received to fill all vacancies on the Committee, or if a person is not approved by the majority of Members under **clause 15.3(a)**, the positions will be deemed casual vacancies under **clause 17.1**.

- (c) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in alphabetical order, for each vacancy on the Committee.
- (d) Voting shall be conducted in such manner and by such method as may be determined by the Committee from time to time.

#### **15.4 Term of Appointment for Elected Committee Members**

- (a) Committee Members elected under this **clause 15** shall be elected for a term of two (2) years. Subject to provisions in this Constitution relating to earlier retirement or removal of Committee Members, elected Committee Members shall remain in office from the conclusion of the AGM at which the election occurred until the conclusion of the second AGM following.
- (b) Three (3) elected Committee Members shall retire in each even year and two (2) elected Committee Members shall retire in each odd year until, after two (2) years the five (5) original elected Committee Members have retired after which those elected Committee Members (or their replacements) who first retired, shall retire and so on.
- (c) The sequence of retirements under **clause 15.4(b)** to ensure rotational terms shall be determined by the Committee. If the Committee cannot agree it will be determined by lot.
- (d) Following the adoption of this Constitution, no person who has served as an elected Committee Member for a period of four (4) consecutive full terms (eight (8) years) shall be eligible for election as an elected Committee Member until the next AGM following the date of conclusion of their last term as an elected Committee Member.

### **16. APPOINTED COMMITTEE MEMBERS**

#### **16.1 Appointment of Committee Members**

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

#### **16.2 Qualifications for Appointed Committee Members**

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

### **16.3 Term of Appointment for Appointed Committee Members**

- (a) Appointed Committee Members may be appointed by the elected Committee Members under this Constitution for a term of two (2) years, which shall commence from the first Committee meeting after the AGM until after the conclusion of the second AGM following.
- (b) Appointed Committee Members may be appointed to ensure rotational terms that coincide with the elected Committee Members' rotational terms.
- (c) Any adjustment to the term of appointed Committee Members appointed under this Constitution necessary to ensure rotational terms under this Constitution, shall be determined by the Committee.
- (d) Following the adoption of this Constitution, no person who has served as an appointed Committee Member for a period of four (4) consecutive full terms (eight (8) years) shall be eligible for appointment as an appointed Committee Member until the next AGM following the date of conclusion of their last term as an appointed Committee Member.

## **17. VACANCIES ON THE COMMITTEE**

### **17.1 Casual Vacancies**

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

### **17.2 Grounds for Termination of Committee Member**

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

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with their creditors generally;
- (c) after reasonable consideration by the Committee, is determined by the Committee to have become Incapacitated and the Committee reasonably expects the Committee Member will remain Incapacitated for a period exceeding 3 months, provided always that:

- (i) the Committee Member is first given the opportunity to make written or oral submissions to the Committee before a determination is made; and
- (ii) any determination made under this **clause 17.2** shall be made with the Committee Members acting reasonably; or
- (d) resigns their office in writing to the Association;
- (e) is absent without the consent of the Committee from meetings of the Committee held during a period of six (6) months;
- (f) holds any office of employment with the Association;
- (g) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of their interest;
- (h) in the reasonable opinion of the Committee (but subject always to this Constitution) has:
  - (i) acted in a manner unbecoming or prejudicial to the Objects and interests of the Association; or
  - (ii) brought themselves or the Association into disrepute;
- (i) is removed by Special Resolution; or
- (j) would otherwise be prohibited from being a Committee Member of a corporation under the *Corporations Act 2001 (Cth)*.

### **17.3 Committee May Act**

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

## **18. MEETINGS OF THE COMMITTEE**

### **18.1 Committee to Meet**

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

## 18.2 Decisions of Committee

Subject to this Constitution, questions arising at any meeting of the Committee shall be decided by a majority of votes and a determination of a majority of Committee Members shall for all purposes be deemed a determination of the Committee. All Committee Members shall have one (1) vote on any question. Where voting is equal, the motion will be lost.

## 18.3 Resolutions not in Meeting

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



Member is there present the meeting shall be deemed to be held at the place where the chair of the meeting is located.

#### **18.4 Quorum**

At meetings of the Committee the number of Committee Members whose presence is required to constitute a quorum is more than half of the total number of current Committee Members (elected and appointed) on the Committee at the time of the meeting. A quorum must remain present throughout the meeting.

#### **18.5 Notice of Committee Meetings**

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

#### **18.6 President**

The President shall be the nominal head of the Association and will act as chair of any Committee meeting or General Meeting at which they are present. If the President is not present, or is unwilling or unable to preside at a Committee meeting the remaining Committee Members shall appoint another Committee Member to preside as chair for that meeting only.

#### **18.7 Committee Members' Interests**

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

#### **18.8 Conflict of Interest**

A Committee Member shall declare their interest in any:

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

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

## **18.9 Disclosure of Interests**

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

## **18.10 General Disclosure**

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

## **18.11 Recording Disclosures**

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

## **19. PRESIDENT**

### **19.1 Appointment of President**

A President shall be an elected Committee Member and may be appointed by the Committee for such term and on such conditions as the Committee thinks fit.

## **19.2 President to act as Secretary and Public Officer**

The President shall act as and carry out the duties of Public Officer of the Association and may also act as Secretary. In all roles, the President shall administer and manage the Association in accordance with the Act and this Constitution. The administrative tasks of the Secretary may be delegated by the President to another person.

## **19.3 Specific Duties**

The President shall:

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

## **19.4 Committee Power to Manage**

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

## **19.5 President may employ**

The President may in consultation with the Committee, as appropriate, employ such personnel as are deemed necessary or appropriate from time to time and such appointments shall be for such period and on such conditions as the President determines.

## **19.6 No President appointed**

- (a) Where the Committee elects not to appoint a President, or the position is vacant at any relevant time, the Committee must appoint another person to the role of Public Officer and may appoint another person to carry out the role and functions of Secretary as set out in clause 19.3.

- (b) Where required, the Secretary (if not the President) must be appointed lawfully and vacancies must be filled also in accordance with the Act.

## **20. DELEGATIONS**

### **20.1 Committee may Delegate Functions**

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

### **20.2 Delegation by Instrument**

In the establishing instrument, the Committee may delegate such functions as are specified in the instrument, other than:

- (a) this power of delegation; and
- (b) a function imposed on the Committee or the President by the Act or any other law, or this Constitution.

### **20.3 Delegated Function Exercised in Accordance With Terms**

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

### **20.4 Procedure of Delegated Entity**

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

### **20.5 Delegation may be Conditional**

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

## **20.6 Revocation of Delegation**

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

## **21. SEAL**

- (a) The Association may have a Seal upon which its corporate name shall appear in legible characters.
- (b) The Seal shall not be used without the express authorisation of the Committee, and every use of the Seal shall be recorded in the Associations' minute book. Two (2) Committee Members must witness every use of the Seal, unless the Committee determines otherwise.

## **22. ANNUAL GENERAL MEETING**

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

## **23. SPECIAL GENERAL MEETINGS**

### **23.1 SGMs May be Held**

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

### **23.2 Requisition of SGMs**

- (a) The Secretary shall on the requisition in writing of not less than 25 percent (25%) of voting Members convene an SGM.
- (b) The requisition for a SGM shall state the object(s) of the meeting, shall be signed by the Members making the requisition and be sent to the Association. The requisition may consist of several documents in a like form, each signed by one (1) or more of the Members making the requisitions.

- (c) If the Secretary does not cause a SGM to be held within one (1) month after the date on which the requisition is sent to the Association, the Members making the requisition, or any of them, may convene a SGM to be held not later than three (3) months after that date.
- (d) A SGM convened by Members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Committee.

## **24. NOTICE OF GENERAL MEETING**

- (a) Notice of every General Meeting shall be given to every Region, Club and Life Member and other Member entitled to receive notice at the address appearing in the Register kept by the Association. The auditor, Secretary and Committee Members shall also be entitled to notice of every General Meeting, which shall be sent to their last notified address. No other person shall be entitled as of right to receive notices of General Meetings.
- (b) A notice of a General Meeting shall specify the place and day and hour of meeting and shall state the business to be transacted at the meeting.
- (c) At least twenty-one (21) days' notice of a General Meeting shall be given to those Members entitled to receive notice, together with:
  - (i) the agenda for the meeting;
  - (ii) any notice of motion received from Members entitled to vote; and
  - (iii) forms of authority in blank for proxy votes.
- (d) Notice of every General Meeting shall be given in the manner authorised in **clause 42**.

## **25. BUSINESS**

- (a) The business to be transacted at the AGM includes the consideration of accounts and the reports of the Committee and auditors, the election of Committee Members under this Constitution and subject to the requirements of the Act, the appointment of the auditors.
- (b) All business that is transacted at a General Meeting and all business that is transacted at an AGM, with the exception of those matters set down in **clause 25(a)** shall be special business.

- (c) No business other than that stated on the notice for a General Meeting shall be transacted at that meeting.

## **26. NOTICES OF MOTION**

Members entitled to vote may submit notices of motion for inclusion as special business at a General Meeting. All notices of motion must be submitted in writing to the Secretary not less than thirty-five (35) days (excluding receiving date and meeting date) prior to the General Meeting.

## **27. PROCEEDINGS AT GENERAL MEETINGS**

### **27.1 Quorum**

No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings shall be more than 50% of eligible voting Members present.

### **27.2 President to preside**

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

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

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

### **27.3 Adjournment of Meeting**

- (a) If within half an hour from the time appointed for the meeting, a quorum is not present the meeting shall be adjourned until the same day in the next week at the same time and place or to such other day and at such other time and place as the chair may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting will lapse.
- (b) The chair may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

- (c) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (d) Except as provided in **clause 27.3(c)** it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

#### **27.4 Voting Procedure**

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

- (a) the chair; or
- (b) a simple majority of Delegates on behalf of their Members.

#### **27.5 Recording of Determinations**

Unless a poll is demanded under **clause 27.4**, a declaration by the chair that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

#### **27.6 Where Poll Demanded**

If a poll is duly demanded under **clause 27.4** it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chair directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

#### **27.7 Procedural irregularities**

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



## **28. VOTING AT GENERAL MEETINGS**

### **28.1 Members Entitled to Vote**

Each Region and Club shall be entitled to one (1) vote at General Meetings which, subject to this clause shall be exercised by the Region or Club's Delegate. No other Member shall be entitled to vote but shall subject to this Constitution have, and be entitled to exercise, those rights set out in **clause 5.1**. The Committee Members and Secretary shall have no right to vote at General Meetings.

### **28.2 No Casting Vote**

Where voting at General Meetings is equal the motion will be lost.

### **28.3 Postal or Electronic Voting**

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

## **29. PROXY VOTING**

- (a) Proxy voting shall be permitted at all General Meetings provided a proxy form in the form approved by the Committee from time to time, has been duly completed and executed and is lodged with the Secretary at or before the commencement of the meeting. Proxies shall only be exercised by Members entitled to vote. No Member entitled to vote shall exercise more than one (1) proxy vote at any one (1) time.
- (b) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A Delegate shall be entitled to instruct their proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may exercise the proxy vote as they think fit.

## **30. STRATEGIC FORUM OF ASSOCIATION**

### **30.1 Strategic Forums**

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

- (a) inform the Committee of significant membership issues;

- (b) assist the Committee to design or review the Association's strategic plan and direction;
- (c) discuss issues affecting [INSERT State/Territory]; and
- (d) provide feedback to the Committee on the results of its governance decisions in practice at Member level.

### **30.2 Attendees at Strategic Forums**

The following persons may attend strategic forum of the Association:

- (a) up to two (2) representatives from each Region; and
- (b) one (1) representative from each Club; and
- (c) the Committee Members; and
- (d) Individual Members who have represented and/or coached the [State/Territory] team and/or a national squad; and
- (e) such other persons the Committee considers should be invited.

## **31. GRIEVANCE PROCEDURE**

- (a) The grievance procedure set out in this clause applies to disputes arising under this Constitution between a Member and:
  - (i) another Member; or
  - (ii) the Association.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all parties.
- (c) If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties may refer the dispute to the Resolution Institute.
- (d) If the dispute is not resolved the Committee may:
  - (i) prescribe additional grievance procedures in Regulations consistent with this **clause 31**; or
  - (ii) take whatever steps it considers appropriate in regard to the dispute in the best interests of the Association and the Members concerned.

## **32. RECORDS AND ACCOUNTS**

### **32.1 Records**

- (a) The Association shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of the Association and the Committee and shall produce these as appropriate at each Committee or General Meeting.
- (b) The Committee shall direct that all recorded minutes of meetings be verified for accuracy within a reasonable period of time, giving regards to the preference for prompt contemporaneous verification.

### **32.2 Records Kept in Accordance with Act**

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

### **32.3 Association to Retain Records**

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

### **32.4 Committee to Submit Accounts**

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

### **32.5 Accounts Conclusive**

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

### **32.6 Accounts to be available to Members**

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

### **32.7 Negotiable Instruments**

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

### **33. AUDITOR**

- (a) Where required under the Act, a properly qualified auditor or auditors shall be appointed by the Association in General Meeting. The auditor's duties shall be regulated in accordance with the Act, or if no relevant provisions exist under the Act, in accordance with the *Corporations Act* and generally accepted principles, and/or any applicable code of conduct. The auditor may be removed by the Committee.
- (b) The accounts of the Association shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor or auditors at the conclusion of each Financial Year.

### **34. INCOME**

- (a) Income and property of the Association shall be:
  - (i) derived from such sources; and
  - (ii) managed in such manner as the Committee determines from time to time subject to the Act and this Constitution.
- (b) The income and property of the Association shall be applied solely towards the promotion of the Objects.
- (c) Except as prescribed in this Constitution or the Act:
  - (i) no portion of the income or property of the Association shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member or Committee Member; and
  - (ii) no remuneration or other benefit in money or money's worth shall be paid or given by the Association to any Member who holds any office of the Association.

- (d) Nothing in **clauses 34(b)** or **34(c)** shall prevent payment in good faith of or to any Member for:
- (i) any services actually rendered to the Association whether as an employee, Committee Member or otherwise;
  - (ii) goods supplied to the Association in the ordinary and usual course of operation;
  - (iii) interest on money borrowed from any Member;
  - (iv) rent for premises demised or let by any Member to the Association;
  - (v) any out-of-pocket expenses incurred by the Member on behalf of the Association;

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

### **35. WINDING UP**

- (a) Subject to this Constitution the Association may be wound up or cancelled in accordance with the Act.
- (b) The liability of the Members of the Association is limited.
- (c) Every Region and Club undertakes to contribute to the assets of the Association if it is wound up while a Member, or within one (1) year after ceasing to be a Member, for payment of the debts and liabilities of the Association contracted before the time at which it ceases to be a Member and the costs, charges and expenses of winding up the Association, such an amount not exceeding one dollar (\$1.00).

### **36. DISTRIBUTION OF PROPERTY ON WINDING UP**

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

decision is to be made by such judge of the appropriate Court in [INSERT State/Territory] as may have or acquire jurisdiction in the matter.

### **37. ALTERATION OF CONSTITUTION**

This Constitution shall not be altered except by Special Resolution.

### **38. REGULATIONS**

#### **38.1 Committee to Formulate Regulations**

The Committee may formulate, issue, adopt, interpret and amend such Regulations for the proper advancement, management and administration of the Association, the advancement of the Objects and the Sport in [INSERT State/Territory]. Such Regulations must be consistent with the Constitution, the NSO constitution, any regulations made by NSO and any policy directives of the Committee.

#### **38.2 Regulations Binding**

All Regulations are binding on the Association and all Members.

#### **38.3 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.

#### **38.4 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 Committee from time to time and prepared and issued by the Secretary. Regions and Clubs shall take reasonable steps to distribute such changes to Individual Members. All changes are binding on all Members.

### **39. STATUS AND COMPLIANCE OF ASSOCIATION**

#### **39.1 Recognition of Association**

The Association is a member of NSO and is recognised by NSO as the controlling authority for the Sport in [INSERT State/Territory] and subject to compliance with this Constitution and the NSO constitution shall continue to be

so recognised and shall administer the Sport in [INSERT State/Territory] in accordance with the Objects.

### **39.2 Compliance of Association**

The Members acknowledge and agree the Association shall:

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

### **39.3 Operation of Constitution**

The Association and the Members acknowledge and agree:

- (a) that they are bound by this Constitution and that this Constitution operates to create uniformity in the way in which the Objects and the Sport are to be conducted, promoted, encouraged, advanced and administered throughout [INSERT State/Territory] and;
- (b) to ensure the maintenance and enhancement of the Sport, its standards, quality and reputation for the benefit of the Members and the Sport;
- (c) not to do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of the Sport and its maintenance and enhancement;
- (d) to promote the economic and community service success, strength and stability of each other and to act interdependently with each other in pursuit of their respective objects;
- (e) to act in the interests of the Sport and the Members; and

- (f) that should a Member including but not only Clubs have governance, administrative, operational or financial difficulties the Committee may act (but is not obliged) to assist the Member in whatever manner the Committee considers appropriate.

## **40. ASSOCIATION'S CONSTITUTION**

### **40.1 Constitution of the Association**

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

### **40.2 Operation of NSO constitution**

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

### **40.3 Register**

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

## **41. STATUS AND COMPLIANCE OF REGIONS AND CLUBS**

### **41.1 Compliance**

Regions and Clubs acknowledge and agree that they shall:

- (a) be or remain incorporated in [INSERT State/Territory];
- (b) nominate a Delegate annually to attend General Meetings, and shall inform the Association of the details of that person accordingly;
- (c) provide the Association with copies of their audited accounts, annual financial reports and other associated documents as soon as practicable, following the Region or Club's annual general meeting;
- (d) recognise the Association as the authority for the Sport in [INSERT State/Territory] and NSO as the national authority for the Sport;



- (e) adopt and implement such communications and Intellectual Property policies as may be developed by the Association from time to time; and
- (f) have regard to the Objects in any matter of the Region or Club pertaining to the Sport.

#### **41.2 Region and Club Constitutions**

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

#### **41.3 Register**

Regions and Clubs shall maintain, in a form acceptable to the Association, a register of all Members of the Region or Club. Each Region and Club shall provide a copy of the register at a time and in a form acceptable to the Association, and shall provide regular updates of the register to the Association.

#### **42. NOTICE**

- (a) Notices may be given by the Association to any person entitled under this Constitution to receive any notice by sending the notice by:
  - (i) pre-paid post; or
  - (ii) facsimile transmission; or
  - (iii) electronic mail;
  - (iv) to the Member's registered address or facsimile number or electronic mail address, or in the case of a Delegate, to the last

notified address, facsimile number or electronic mail address;  
or

(v) prominently posting the notice on the Association's website.

(b) Where a notice is sent by post, service of the notice shall be deemed to be affected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been affected three (3) days after posting.

(c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.

(d) Where a notice is sent by electronic mail or by posting the notice on the Association's website, service of the notice shall be deemed to be effected the next business day after it was sent or posted.

#### **43. PATRONS AND VICE PATRONS**

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

#### **44. INDEMNITY**

(a) Every Committee Member and employee of the Association shall be indemnified out of the property and assets of the Association against any liability incurred by them in their capacity as Committee Member or employee in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is granted by the Court.

(b) The Association shall indemnify its Committee Members and employees against all damages and losses (including legal costs) for which any such Committee Member or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:

(i) in the case of a Committee Member, performed or made whilst acting on behalf of and with the authority, express or implied of the Association; and

- (ii) in the case of an employee, performed or made in the course of, and within the scope of their employment by the Association.

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