

OFFICIAL



Australian Calisthenics Limited Constitution

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Australian Calisthenic Federation Limited [ACN: 654 450 067]

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1. DEFINITIONS AND INTERPRETATION

1.1. Definitions

In this Constitution unless the context requires otherwise:

- a) **“AGM”** means the Annual General Meeting of the Company required to be held by the Company in each calendar year in accordance with the Corporations Act;
- b) **“Alternate State Delegates”** means the person appointed by a Member State as the alternate state delegate from time to time if the State Delegate is unavailable;
- c) **“Appointed Director”** means a person appointed by the Board pursuant to clause 14.3;
- d) **“Associate Member”** means an independent entity recognised under clause 8.1 to administer Calisthenics;
- e) **“Associate Member Participant”** means a financial, registered member of an Associate Member;
- f) **“Board”** means the board of Directors acting collectively under this Constitution;
- g) **“Business Day”** means a day other than a Saturday, Sunday, bank holiday or public holiday in the State of South Australia and **“Business Days”** has a corresponding meaning;
- h) **“By Laws”** means the regulations, policies, or by laws of the Company established by the Board from time to time under this Constitution;
- i) **“Calisthenics”** means the sport of calisthenics;
- j) **“Chairperson”** means the Chair or any person otherwise appointed as Chairperson of a General Meeting under clause 11.10 or any person otherwise appointed to chair a meeting of the Company or a meeting of the Board under clause 17.3;
- k) **“Committee”** means a Committee or Sub-Committee of the Company appointed by the Board;
- l) **“Company”** means Australian Calisthenic Federation Limited;
- m) **“Company Secretary”** means a person appointed as a secretary of the Company by the Board under this Constitution from time to time;
- n) **“Conflicts Register”** means the register of conflicts declared by Directors maintained by the Company Secretary in accordance with clause 16.2;
- o) **“Constitution”** means this Constitution for the Company as amended from time to time, and a reference to a particular clause is a reference to a clause of this Constitution;
- p) **“Corporations Act”** means the *Corporations Act 2001* (Cth);
- q) **“Director”** means a director of the Company and includes First Directors, Appointed Directors and Elected Directors and includes the Chair but excludes the Company Secretary;
- r) **“Elected Director”** means a director elected under clause 14.9;
- s) **“Event”** means any of the following:
 - (i) any championship (national or otherwise) organised or conducted by a Member State for or on behalf of the Company
 - (ii) any championship, competition, demonstration sponsored by or conducted by or on behalf of the Company; or

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- (iii) any international competition, or demonstration at which the Company is represented,
and “**Events**” has the corresponding meaning;
- t) “**Expulsion Event**” means, in respect of a Member:
 - (i) the Member has willfully refused or neglected to comply with the provisions of this Constitution;
 - (ii) the conduct of the Member, in the opinion of the Directors, is unbecoming of the Member or prejudicial to the interests or reputation of the Company; or
 - (iii) the Member is, or any step is taken for the Member to become, an externally administered body corporate;
- u) “**Fee**” means any money owed by a Member to the Company as set out in this Constitution or the Policies;
- v) “**General Meeting**” means a general meeting of Member States, invited Life Members and invited Associate Members and includes the AGM;
- w) “**Intellectual Property Rights**” means all intellectual property rights, including any patents, patent applications, trademarks, service marks, trade or business names, registered designs, unregistered design rights, copyrights, moral rights, know how, trade secrets, domain names, internet addresses, rights in confidential information, and all or any other intellectual property rights, whether registered or unregistered, and including all applications and rights to apply for any of the same;
- x) “**Life Member**” means an individual upon whom life membership of the Company has been conferred under clause 8.16;
- y) “**Member**” means an individual or group admitted to the Company pursuant to clause 8.1 and “**Members**” has a corresponding meaning;
- z) “**Member States**” means an independent entity recognised under clause 8.3 to administer Calisthenics;
- aa) “**Member State Participant**” means a financial registered member of a Member State;
- bb) “**Objects**” means the objects of the Company as set out in clause 3;
- cc) “**Policy**” means a policy of the Company as amended from time to time and “**Policies**” has a corresponding meaning;
- dd) “**Principal Purpose**” means the purposes as set out in clause 4;
- ee) “**Privacy Laws**” means the Privacy Act 1988 (Cth) including the Australian Privacy Principles set out in Schedule 1 of that the Privacy Act 1988 (Cth);
- ff) “**Register of Members**” means the membership register maintained by the Company Secretary pursuant to clause 8.11(a);
- gg) “**Schedule**” means a Schedule to this Constitution;
- hh) “**Special Resolution**” means a resolution that must be passed by at least 75% of the votes cast by Member States on the resolution in accordance with this Constitution and the Corporations Act;
- ii) “**State Advisory Standing Committee**” means the committee established under clause 18 of this Constitution;
- jj) “**State Delegate**” means the persons elected or appointed from time to time by a Member State to act for and on behalf of that Member State and represent the Member State at

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General Meetings and includes Alternate State Delegates; and

- kk) **“Voting Member”** means in relation to a General Meeting, those Members present in person, by proxy or attending by approved technological means and entitled and eligible to vote, which for the avoidance of doubt is a Member State.

1.2. Interpretation

In this Constitution unless the context requires otherwise:

- a) a reference to the Company is a reference to Australian Calisthenic Federation, a public company limited by guarantee which operates for the Principal Purpose;
- b) a reference to a Member present at a General Meeting means the Member present in person or by proxy or attending by approved technological means;
- c) 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;
- d) words importing gender include all genders;
- e) words in the singular include the plural and words in the plural include the singular;
- f) the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
- g) a reference to an organisation includes a reference to its successors, executors, administrators, substitutes and permitted assigns;
- h) headings in this constitution are for reference only and do not form part of the Constitution;
- i) where an expression is defined, another part of speech or grammatical form of that expression has a corresponding meaning;
- j) a reference to a law includes regulations and instruments made under it and includes any statutory modification re-enactments of, or legislative provisions substituted for, and any subordinate legislation issued under, that legislation or provision;
- k) the words include, includes, including and for example are not to be interpreted as words of limitation;
- l) 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; and
- m) a reference to “dollars” or “\$” is to an amount in Australian currency.

1.3. Corporations

In this Constitution:

- a) unless the context requires otherwise, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Corporations Act, the same meaning as in that provision of the Corporations Act;
- b) the provisions of the Corporations Act that apply as Replaceable Rules are displaced by this Constitution and accordingly do not apply to the Company;
- c) in the event that any of the provisions of this Constitution are in breach of any of the provisions of the Corporations Act, then the provisions will be read down to the extent that they will comply with the Corporations Act and any provision that is in breach of the Corporations Act will be deemed to be struck out and will not form part of this Constitution;

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and

- d) in the event that the Corporations Act permits an act to be done, a decision to be made or a meeting to be held in a way that is more convenient for the Company or the Board or is more favourable to the Member States or the Board than as required or permitted by this Constitution then the Board may, but will not be obliged to, make the decision, take the action, give the notice or hold the meeting or do the particular thing as permitted and in the time and in the manner permitted by the Corporations Act.

2. COMPANY LIMITED BY GUARANTEE

2.1. Status of Company

The Company is a company limited by guarantee.

2.2. Limited Liability

The liability of Member States is limited to the amount of the guarantee in clause 2.3.

2.3. The Guarantee

Each Member State must contribute an amount not more than \$10 (the guarantee) to the property of the Company if the Company is wound up while the Member is a Member, or within 12 months after they stop being a Member, and this contribution is required to pay for the:

- a) debts and liabilities of the Company incurred before the Member's stopped being a Member; or
- b) costs of winding up.

3. OBJECTS

3.1. Company Objects

The Company is the peak body for the administration of Calisthenics in Australia and overseas and has the following Objects:

- a) promote and encourage the advancement and development of Calisthenics to ensure the protection of the separate and collective interests of all affiliated bodies;
- b) provide for the conduct, encouragement, promotion and administration of Calisthenics through and by various Member States or other organisations for the mutual and collective benefit of the Member States and Calisthenics;
- c) act in good faith and loyalty to ensure the maintenance and enhancement of the Company and Calisthenics, its standards, quality and reputation for the collective and mutual benefit of the Member States and Calisthenics;
- d) at all times operate with and promote mutual trust and confidence between the Company and the Member States in pursuit of the Objects;
- e) at all times to act on behalf of, in the interests of, and in conjunction with, the Member States;
- f) promote the economic and sporting success, strength and stability of the Company and each Member State and to act interdependently with each Member State in pursuit of the Objects;
- g) ensure that a competent standard of Calisthenics is maintained throughout Australia and overseas, meeting the diverse needs of the community;

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- h) develop a sense of sportsmanship and a high degree of proficiency in competitors and participants in Calisthenics;
- i) enable competitors to achieve a high level of physical and mental fitness through the coaching and practices of Calisthenics;
- j) apply the property and capacity of the Company towards the fulfilment and achievement of the Objects;
- k) use and protect the Intellectual Property Rights;
- l) collect, distribute and publish information in connection with Calisthenics and Events;
- m) promote and control Events;
- n) strive for governmental, commercial and public recognition of the Company, the Member States and Calisthenics;
- o) promulgate and secure uniformity in such rules as may be necessary or appropriate for the management and control of Calisthenics and related activities in Australia and overseas;
- p) further develop the Company as an organised institution and, with these Objects in view, to foster, regulate, organise and manage national and international competitions, displays and other activities and to present awards as appropriate;
- q) review and/or determine any matters relating to Calisthenics which may arise or be referred to it by any Member State;
- r) recognise any penalty imposed by any Member State;
- s) promote the health and safety of participants, coaches, examiners and adjudicators registered with any Member State;
- t) encourage participants, coaches, examiners and adjudicators registered with any Member State to realise their potential and athletic abilities by extending to them the opportunity of education and further participation in Calisthenics;
- u) conduct or commission research and development for improvements in Calisthenics;
- v) pursue through itself or others, such commercial arrangements, including sponsorship and marketing opportunities as are appropriate, to further the Objects and Calisthenics;
- w) formulate or adopt and implement appropriate policies, including but not limited to those in relation to child safety, sexual harassment, equal opportunity, communications, privacy, decision making, equity, drugs in sport, health, safety, junior and senior programs, infectious diseases and such other matters as arise from time to time as issues to be addressed in Calisthenics;
- x) represent the interests of its Member States and of Calisthenics generally in any appropriate forum;
- y) have regard to the public interest in its operation;
- z) encourage and promote performance-enhancing drug free competition and Events;
and
- aa) undertake and or do all things or activities which are necessary, incidental or conducive to the advancement of these objects.

4. PRINCIPAL PURPOSE

The Company is established to:

- a) be a company whose principal purpose is to be the peak administrative body and oversee all matters related to Calisthenics in Australia and overseas; and
- b) do all things necessary to achieve the Objects.

5. POWERS

Solely for furthering the Objects under clause 3, the Company, in addition to any other powers it has under the Corporations Act, has the legal capacity and powers of a company limited by guarantee as set out under section 124 of the Corporations Act.

6. AMENDING THE CONSTITUTION

- 6.1. This Constitution may be amended or repealed in accordance with this Constitution, and the Corporations Act.
- 6.2. Amendments to this Constitution will be made by Special Resolution passed at either an AGM or a General Meeting.
- 6.3. A Special Resolution amending, adopting or repealing the Constitution takes effect:
 - a) if no later date is specified in the Special Resolution, then on the date on which the resolution is passed; or
 - b) on a later date specified in, or determined in accordance with, the Special Resolution.

7. INCOME AND PROPERTY OF THE COMPANY

7.1. Sole Purpose

The income and property of the Company will only be applied towards the promotion of the Objects of the Company and for the Principal Purpose.

7.2. Payments to Member States

Subject to clause 7.3, no income or property will be paid or transferred directly or indirectly to any Member State except for payments to a Member State:

- a) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Company; or
- b) as reimbursement for expenses properly incurred on behalf of the Company;
- c) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent;
- d) in return for services as a Director but only in accordance with the provisions of this Constitution; or
- e) of reasonable rent for premises let to the Company by them.

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7.3. Other Payments

The Board may, in its discretion, authorise the payment of monies for the following purposes:

- a) honorarium payment to the head of the Company's Committees;
- b) for reimbursement of any reasonable expenses incurred traveling for an interstate meeting, including travel and accommodation costs; and
- c) in accordance with clause 8.5(i).

8. MEMBERSHIP

8.1. Categories of Members

- a) Members of the Company will be;
 - (i) **Member States** – who, subject to this Constitution, shall be represented by their State Delegates who have the right to be present, debate and vote at General Meetings and meetings of the State Advisory Standing Committee and on behalf of the Member States;
 - (ii) **Life Members** – who, subject to this Constitution, may, upon invitation from the Board, attend and debate at the Annual General Meetings, but otherwise have no right to vote at Annual General Meetings;
 - (iii) **Associate Members** - who according to the membership By-law, are subject to the full extent and compliance with this constitution and code of ethics requirement. For the avoidance of doubt, Associate Members have no right to vote at General meetings, including the Annual General Meetings; and
 - (iv) such new categories of Members as created in accordance with clause 8.2.

8.2. Creation of new categories of memberships

The Board has the right and power from time to time to create new categories of membership in accordance with any applicable Policies with such rights, privileges and obligations as are determined applicable (other than voting rights), even if the effect of creating a new class is to alter rights, privileges or obligations of an existing category of Members. No new membership category may be granted voting rights.

8.3. Recognition of Member States

- a) The entity which is recognised by the Company as a Member State shall be the only official representative of and controlling authority for Calisthenics in:
 - (i) Australia, that State or Territory; and
 - (ii) Overseas, in that country.
- b) Each Member State shall be named according to the State or Territory in which it is located in Australia, and the country in which it is located if outside of Australia.
- c) A Member State affiliation will be recognised by the Company once the state:
 - (i) is admitted by the Company;
 - (ii) pays the state registration annual membership fee; and
 - (iii) signs a form committing to abide by the Constitution and Policies of the Company as amended from time to time.

8.4. Compliance of Member States and Associate Members

Each Member State and Associate Member shall:

- a) be incorporated in its particular State or Territory or Country or as a public company limited by

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- guarantee;
- b) provide the Company with copies of its annual report inclusive of financial statements immediately following the Member State's annual general meeting;
 - c) adopt the Objects and adopt rules which reflect and which are, to the extent permitted or required by the relevant legislation, in conformity with this Constitution;
 - d) apply its property and capacity in pursuit of the Objects, the support and development of the Member States and Calisthenics in Australia and overseas, as amended from time to time;
 - e) at all times act for the joint advantage of the Company, the Member and Calisthenics;
 - f) do all that is reasonably necessary to enable the Objects to be achieved;
 - g) act in good faith and loyalty to maintain and enhance the Company and Calisthenics, its standards, quality and reputation for the collective and mutual benefit of the Member and Calisthenics; and
 - h) at all times operate with and promote mutual trust and confidence between the Company and the Member Objects.

8.5. Operation of Constitution between Company and Member States and Associate Member

Member States or Associate Member (as the case may be) and the Company Agree:

- a) they are bound by this Constitution;
- b) to act in good faith and loyalty to each other to ensure the maintenance and enhancement of Calisthenics, its standards, quality and reputation for the collective and mutual benefit of the Member and Calisthenics;
- 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 Calisthenics and its maintenance and enhancement;
- d) to make full and proper disclosure to each other of all matters of importance to the Company and Calisthenics;
- e) to ensure that no Member acquires a material or financial advantage at the expense of the Company or any Member State or Calisthenics;
- f) to operate with mutual trust and confidence in pursuit of the Objects;
- g) to promote the economic and sporting success, strength and stability of each other and to act interdependently with each other in pursuit of the Objects;
- h) to act for and on behalf of the interests of Calisthenics, the Company and the Members; and
- i) that should a Member State have administrative, operational or financial difficulties, the Board may, in its absolute discretion in accordance with clause 7.3, act to assist that Member State in whatever manner and on such conditions as the Board considers appropriate.

8.6. Non-Compliance

Any breach by a Member of this Constitution shall be dealt with by the Company's disciplinary procedure or Policies, as amended from time to time.

8.7. Admission of Members

An entity will become a Member, and the Board will direct the Company Secretary to record a Member's name in the Register of Members kept by the Company, only upon meeting the criteria as determined by the Board or as set out in this Constitution and the Policies and provided the Member has submitted an application, which is accepted by the Board, in which the Member undertakes to:

- a) be bound by this Constitution and the Policies (including Policies specific to the relevant category of Membership);

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- b) pay any Fee determined to apply to the Member under clause 10; and
- c) support the Company in the encouragement and promotion of its Objects and Principal Purpose.

8.8. Subject to this Constitution, the Policies will set out:

- a) the categories of Membership which exist;
- b) the criteria to be met by each category of Member;
- c) the procedure for suspending or cancelling Membership; and
- d) the voting rights and rights of attendance at General Meetings for different categories of Membership.

8.9. A Member agrees to comply with this Constitution and the Policies and support the Company and the Objects.

8.10. A Member is entitled to any benefits of membership prescribed to apply to Members in the Constitution and Policies.

8.11. Company's Register of Members

- a) The Company Secretary must keep a Register of Members. The Register of Members must be kept by the Company Secretary and must contain:
 - (i) for each current Member:
 - (A) name;
 - (B) address;
 - (C) any alternative address nominated by the Member for the service of notices; and
 - (D) date the Member was entered on to the register;
 - (ii) for each person who stopped being a Member in the last 7 years:
 - (A) name;
 - (B) address;
 - (C) any alternative address nominated by the Member for the service of notices; and
 - (D) dates the membership started and ended.
- b) The Company must give current Members access to the Register of Members in accordance with the Corporations Act.
- c) Information that is accessed from the Register of Members must only be used in a manner relevant to the interests or rights of Members.
- d) No Member whose membership ceases has any claim against the Company or the Directors for damages or otherwise arising from cessation or termination of membership, or claim upon the property of the Company including its Intellectual Property Rights.
- e) Membership is particular to each Member. Members must not, and must not purport to, assign the rights comprising or associated with membership to any other person or entity and any attempt to do so will be void.
- f) A Member must treat all staff, contractors and representatives of the Company with respect and courtesy at all times.
- g) A Member must not act in a manner unbecoming of a Member or prejudicial to the Objects, Principal Purpose or interests of the Company.

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8.12. Registration of Member State Participants

- a) Register of Member State Participants
 - (i) Each Member State shall maintain, in a form and with such details as are acceptable to the Company, a register of all individual participants in their State.
 - (ii) Each Member State shall provide relevant participant information in a form acceptable to the Company for inclusion on the Company's database and shall provide prompt and regular updates of that information to the Company when requested by the Board.
 - (iii) Each Member State must comply with all relevant Privacy Laws.

8.13. Registration of Associate Member Participants

- a) Register Associate Member Participants
 - (i) Each Associate Member shall maintain, in a form and with such details as are acceptable to the Company, a register of all individual participants in their State.
 - (ii) Each Associate Member shall provide relevant participant information in a form acceptable to the Company for inclusion on the Company's database and shall provide prompt and regular updates of that information to the Company when requested by the Board.
 - (iii) Each Associate Member must comply with all relevant Privacy Laws.

8.14. Cessation

A Member State, Life Member or Associate Member will cease to be a Member on:

- a) resignation;
- b) the termination of their membership according to this Constitution or the Policies; or
- c) without limiting anything else in this clause 8.14, that Member no longer meeting the requirements for membership under this Constitution or the Policies.

8.15. Resignation

For the purposes of clause 8.14(a), a Member State, Life Member or Associate Member may resign as a Member of the Company by giving 3 months prior written notice to the Company Secretary.

8.16. Life Members

- a) Member States, Directors, and Heads of Standing Committees (as outlined in 20(a) A-D) may nominate persons to be considered for life membership of the Company. The Board may consider at the relevant AGM that one or more persons duly nominated and who has rendered distinguished service to Calisthenics in Australia and overseas, where such service is deemed to have assisted the advancement of Calisthenics in Australia and overseas, have life membership conferred on them.
- b) A resolution of the AGM to confer life membership on the recommendation of the Board must be a Special Resolution.
- c) Upon life membership being conferred, the person's details shall be entered upon the register. A person shall become a Life Member from the time their life membership is formally announced not from the time of entry of their details on the register.

8.17. Certificate of Recognition

Member States, Directors, and Heads of Standing Committees (as outlined in 20(a) A-D) may nominate persons to be considered for a Certificate of Recognition. The Board may consider and determine at the relevant AGM that one or more persons duly nominated have met the criteria for

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each award as stipulated in the By-laws.

9. STANDARDS AND DISCIPLINE OF MEMBERS

9.1. Jurisdiction

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

9.2. Investigation

The Board may refer the following matters for investigation or determination by an appointed committee or investigator in accordance with the relevant Policy in its sole discretion:

- a) **breach of Constitution, Policy or By-law:** an allegation or grievance (not being vexatious, trifling or frivolous) by a complainant (who may be, but need not be a Member) that a Member, Member State Participant or Associate Member Participant has:
 - (i) breached, failed, refused or neglected to comply with a provision of this Constitution, the By-laws, Policies or any other resolution or determination of the Company, Board or duly authorised Committee;
 - (ii) acted in a manner unbecoming of a Member or prejudicial to the objects and interests of the Company or Calisthenics; or
 - (iii) brought the Company or Calisthenics into disrepute which for the avoidance of doubt, will include breaches of a law which subjects that Member to a criminal sanction; and
- b) **disciplinary matter:** where the Board (in its sole discretion) considers the matter is of a serious enough nature, an appeal from a Member State Participant who has received a penalty or an adverse finding in disciplinary proceedings conducted by a Member State, provided that the Member has first exhausted all avenues of appeal available under the constitutions of the Member State.

9.3. Standards Policies

- a) The Directors may make a Policy or Policies:
 - (i) for the hearing and determination of:
 - (A) grievances by any Member who feels aggrieved by a decision or action of the Company;
 - (B) disputes between Member States and
 - (C) complaints by a member of the public;
 - (ii) for the discipline of Member;
 - (iii) for the formation and administration of a standards committee which must be independent of any party before it on the matter which is the subject of the appeal in question;
 - (iv) for the termination of Members; and
 - (v) the expulsion of a Member.
- b) Members Failure to Comply
 - (i) Notwithstanding clause 9.3(b)(ii), where a Member fails to comply with its financial and reporting obligations under this Constitution, the Board may determine that Member to be not of good standing.
 - (ii) On determination that a Member is not of good standing, meaning they have failed to comply with an obligation under this Constitution, the Board may give notice to the Member of the:

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- (A) Board's determination; and
- (B) grounds for the Board's determination,
- (iii) and request that the Member show cause within 21 days from the date of that notice as to why some action should not be taken against the Member. The Members failure to respond or act to the Board's satisfaction (including assurances or compliance with its obligations) may result in the Board suspending or terminating the Members membership of the Company, or otherwise imposing such conditions on the Members membership, as the Board sees fit.
- (iv) Such penalty (other than termination) will take effect upon notification to the Member by the Board. Nothing in this Rule effects the operation of clause 9.4.

9.4. Expulsion Event

- a) The Directors may resolve to expel a Member if:
 - (i) an Expulsion Event occurs in respect of the Member; and
 - (ii) the Company gives that Member at least 10 Business Days' notice in writing stating the Expulsion Event and that the Member is liable to be expelled, and informing the Member of its right under clause 9.4(c).
- b) The Directors may resolve to expel a Member if the Member does not pay a Fee payable by the Member pursuant to this Constitution within 60 Business Days after the due date for its payment;
- c) Before the passing of any resolution under clause 9.4(a) or 9.4(b), a Member is entitled to give the Directors, either orally or in writing, any explanation or defense of the Expulsion Event the Member may think fit;
- d) Where a resolution is passed under clause 9.4(a) or clause 9.4(b), the Company must give that Member notice in writing of the expulsion within 10 Business Days of the resolution;
- e) A Member may by notice in writing to the Company within 10 Business Days of receipt of the notice, request that a resolution be reviewed by the Company at the next General Meeting. If such a request is made, the Directors must propose at the next General Meeting of the Company that a resolution be moved to confirm the expulsion of the Member concerned;
 - (i) A resolution under clause 9.4 takes effect:
 - (A) if the Member gives a notice under clause 9.4(e) on the date (if any) the resolution is confirmed by a General Meeting of the Company; or
 - (B) if the Member does not give a notice under clause 9.4(e), on the date of the resolution.
 - (ii) The Directors may reinstate an expelled Member on any terms and at any time as the Directors resolve, including a requirement that all amounts due but unpaid by the expelled Member are paid.
- f) Forfeiture of Rights
 - (i) A Member (including a Member State) which ceases to be a Member, for whatever reason, shall forfeit all rights in and claims upon the Company and its property, including the Intellectual Property Rights; and
 - (ii) Any Company documents, records or other property in the possession, custody or control of that Member shall be returned to the Company immediately.
- g) Company Representation Rights

Where a Member State or Associate Member ceases to be a Member it shall also forfeit all representation rights on the Company. A Member State or Associate Member shall return any Company documents, records or other property in its possession, custody or control to the

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Company immediately upon cessation of membership.

h) Membership May be Reinstated

Membership which has lapsed, been withdrawn or terminated under this Constitution may be reinstated at the discretion of the Board, on application in accordance with this Constitution and otherwise on such conditions as the Board sees fit.

i) Individual Members

Where a Member State ceases to be a Member in accordance with this Constitution or the Act, the Individual Members of that Member State may continue to be recognised by the Company to the extent (if any) and for such time (if any) as is determined in the sole discretion of the Board.

10. FEES AND SUBSCRIPTIONS

10.1. The Board, with input from the State Advisory Standing Committee, must determine from time to time:

- a) the amount (if any) payable by an applicant to become a Member;
- b) the amount of the annual subscription Fee payable by each Member, or any category of Members;
- c) any other amount to be paid by each Member, or any category of Members, whether of a recurrent or any other nature; and
- d) the payment method and the due date for payment of the Fee within the timeframes specified by the Board from time to time.

10.2. Each Member must pay to the Company the Fee determined under this clause 10.

10.3. The Board may decide, with input from the State Advisory Standing Committee, that fees are levied upon all Member State Participants, and the respective Member States shall collect such prescribed fees from the Member State Participants and remit the fees to the Company. Such fees, when levied, will be in the nature of a 'capitation' fee.

10.4. Any Member which has not paid all monies due and payable by that Member to the Company shall (subject to the Board's discretion) have all rights under this Constitution immediately suspended from the expiry of the time prescribed for payment of those monies. Such rights will be suspended until such time as the monies are fully paid, or otherwise in the Board's discretion. The Member shall be dealt with in the Board's discretion, which includes the right to suspend, disqualify, fine, discipline or retain that Member as a Member (but expressly not terminate that Member's membership), or impose such other conditions or requirements as the Board considers appropriate.

10.5. Where the Board exercises its discretion under 10.4 and imposes a penalty on a Member which has not paid all monies due and payable by that Member to the Company, the Company does not need to give notice to the Member.

10.6. Non-Payment of Fees

Subject to clause 10.7(a), the right of a Member State to attend and vote at, and an Associate Member to attend, a General Meeting is suspended while the payment of any Fee or other amount determined under clause 10 is in arrears greater than 30 Business Days.

10.7. Deferral or reduction of Fee

- a) The Directors may defer the obligations of a Member to pay a Fee or other amount, or reduce (including to zero) the Fee or other amount payable by a Member, if the Directors are satisfied that:
 - (i) there are reasonable grounds for doing so;

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- (ii) the Company will not be materially disadvantaged as a result; and
 - (iii) the Member agrees to pay the deferred or (if greater than zero) the reduced Fee or other amount within a time fixed by the Directors.
- b) If the Directors defer or reduce a Fee by a Member State under this clause 10.7, that Member State will retain their rights to attend and vote at a General Meeting, unless otherwise specified by the Directors, at the absolute discretion of the Directors.

11. GENERAL MEETINGS

11.1. General Meeting

- a) The Directors may call a General Meeting.
- b) Member States with at least 5% of the votes that may be cast at a General Meeting may make a written request to the Company for a General Meeting to be held, the Directors must:
 - (i) within 21 days of the Members' request, give all Members notice of a General Meeting; and
 - (ii) hold the General Meeting within 2 months of the Member States' request.
- c) The Member States who make the request for a General Meeting must:
 - (i) state in the request any resolution to be proposed at the meeting;
 - (ii) sign the request; and
 - (iii) give the request to the Company Secretary.
- d) Separate copies of a document setting out the request may be signed by other State Members if the wording of the request is the same in each copy.

11.2. General meetings called by Member States

- a) If the Directors do not call the meeting within 21 days of being requested under clause 11.1(b), the Member States who made the request may call and arrange to hold a General Meeting.
- b) To call and hold a meeting under clause 11.2(a) the Member States must:
 - (i) as far as possible, follow the procedures for General Meetings set out in this Constitution;
 - (ii) call the meeting using the list of Members on the Company's Member register, which the Company must provide to the Members making the request at no cost; and
 - (iii) hold the General Meeting within three months after the request was given to the Company.
- c) The Company must pay the Members who request the General Meeting any reasonable expenses they incur holding the meeting because the Directors did not call and hold the meeting.

11.3. Annual General Meeting

- a) A General Meeting, called the Annual General Meeting, must be held:
 - (i) within 18 months after registration of the Company; and
 - (ii) after the first AGM, at least once in every calendar year.
- b) Even if these items are not set out in the notice of meeting, the business of an AGM will include:
 - (i) a review of the Company's activities;
 - (ii) a review of the Company's finances;
 - (iii) any auditor's report;

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- (iv) the election of Directors; and
- (v) the appointment and payment of auditors; if any.
- c) Before or at the AGM, the Directors must give information to the Members on the Company's activities and finances during the period since the last AGM.
- d) The Chairperson of the Annual General Meeting must give Member States as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the Company.

11.4. Notice of General Meetings

- a) Notice of a General Meeting, including the AGM, must be given to:
 - (i) each Member State entitled to vote at the meeting;
 - (ii) each Director; and
 - (iii) the auditor (if any).
- b) Notice of a General Meeting, including the AGM, must be provided in writing at least 21 days before the meeting.
- c) Subject to clause 11.4(d), notice of a General Meeting may be provided less than 21 days before the meeting if:
 - (i) for an AGM, all the Member States entitled to attend and vote at the AGM agree beforehand; or
 - (ii) for any other General Meeting, Member States with at least 95% of the votes that may be cast at the meeting agree beforehand.
- d) Notice of a General Meeting, including the AGM, cannot be provided less than 21 days before the meeting if a resolution will be moved to:
 - (i) remove a Director;
 - (ii) appoint a Director in order to replace a Director who was removed; or
 - (iii) remove an auditor.
- e) Notice of a General Meeting, including the AGM, must include:
 - (i) the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
 - (ii) the general nature of the meeting's business;
 - (iii) if applicable, that a Special Resolution is to be proposed and the words of the proposed resolution;
 - (iv) where applicable, any notice of motion received from any Member State or Director; and
 - (v) a statement that Member States have the right to appoint proxies and that, if a Member State appoints a proxy:
 - (A) the proxy must be a Member of the Company;
 - (B) the proxy form must be delivered to the Company at its registered address or the address (including an electronic address) specified in the notice of the meeting; and
 - (C) the proxy form must be delivered to the Company at least 48 hours before the meeting commencement time.
- f) If a General Meeting, including the AGM, is adjourned (put off) for one month or more, the Member States must be given new notice of the resumed meeting.

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11.5. Quorum at General Meetings

- a) For a General Meeting to be held, at least five (5) Member States (a quorum) must be present (in person, by proxy or by representative) for the whole meeting. When determining whether a quorum is present, a person may only be counted once (even if that person is a proxy of more than one Member State).
- b) No business may be conducted at a General Meeting if a quorum is not present.
- c) If there is no quorum present within 30 minutes after the starting time stated in the notice of General Meeting, the General Meeting is adjourned to the date, time and place that the Chairperson specifies.
- d) If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.

11.6. Auditor's right to attend meetings

- a) The auditor (if any) is entitled to attend any General Meeting and to be heard by the Members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.
- b) The Company must give the auditor (if any) any communications relating to the General Meeting that a Member of the Company is entitled to receive.

11.7. Representatives of Member States

- a) A Member's State Delegate or Alternate State Delegate may represent the Member at meetings and sign circular resolutions
- b) A Member's State Delegate or Alternate State Delegate's appointment must:
 - (i) be in writing;
 - (ii) include the person's name;
 - (iii) be signed on behalf of the Member State; and
 - (iv) be given to the Company or, for representation at a meeting, be given to the Chairperson before the meeting starts.
- c) The Member State Delegate or Alternate State Delegate has all the rights of a Member relevant to the purposes of the appointment as a representative.

11.8. Representatives of Associate Member's

- a) An Associate Member's Delegate may represent the Member at meetings
- b) An Associate Member's Delegate appointment must:
 - (i) be in writing;
 - (ii) include the person's name;
 - (iii) be signed on behalf of the Associate Member ; and
 - (iv) be given to the Company or, for representation at a meeting, be given to the Chairperson before the meeting starts.
- c) The Associate Member Delegate has all the rights of an Associate Member relevant to the purposes of the appointment as a representative.

11.9. Using technology to hold meetings

- a) The Company may hold a General Meeting at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate, including to hear and be heard.
- b) Anyone using this technology is taken to be present in person at the meeting.

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11.10. Chairperson for General Meetings

- a) The Chair will be the Chairperson and is entitled to chair General Meetings.
- b) The Member States present and entitled to vote at a General Meeting may choose another Director or Member to be the Chairperson for that meeting if:
 - (i) there is no Chair;
 - (ii) the Chair is not present within 30 minutes after the starting time set for the meeting;
or
 - (iii) the Chair is present but says they do not wish to act as Chairperson of the meeting.

11.11. Role of the Chairperson

- a) The Chairperson is responsible for the general conduct of the General Meeting, and for this purpose must give Members a reasonable opportunity to make comments and ask questions (including to the auditor (if any)).
- b) The Chairperson 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.
- c) The Chairperson does not have a casting vote.

11.12. Adjournment of meetings

- a) If a quorum is present, a General Meeting must be adjourned if a majority of Member States present direct the Chairperson to adjourn it.
- b) Only unfinished business may be dealt with at a meeting resumed after an adjournment.

12. MEMBER STATES' RESOLUTIONS AND STATEMENTS

12.1. Member State' resolutions and statements

- a) Anyone (1) Member State may give:
 - (i) written notice to the Company of a resolution they propose to move at a General Meeting (Member States' resolution); and
 - (ii) a written request to the Company that the Company give all of its Members a statement about a proposed resolution or any other matter that may properly be considered at a General Meeting (Members' statement).
- b) A notice of a Member State s' resolution must set out the wording of the proposed resolution and be signed by the Members proposing the resolution.
- c) A request to distribute a Members' statement must set out the statement to be distributed and be signed by the Member State making the request.
- d) Separate copies of a document setting out the notice or request may be signed by Member States if the wording is the same in each copy.
- e) The percentage of votes that Member State have (as described in clause 13) is to be worked out as at midnight before the request or notice is given to the Company.
- f) If the Company has been given notice of a Members States' resolution under clause 12.1, the resolution must be considered at the next General Meeting held more than two months after the notice is given.
- g) This clause does not limit any other right that a Member State has to propose a resolution at a General Meeting.

12.2. Company must give notice of proposed resolution or distribute statement

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- a) If the Company has been given a notice or request under clause 12.1:
 - (i) in time to send the notice of proposed Member States' resolution or a copy of the Member States' statement to Member States with a notice of meeting, it must do so at the Company's cost; or
 - (ii) too late to send the notice of proposed Member States' resolution or a copy of the Members' statement to Members with a notice of meeting, then the Members who proposed the resolution or made the request must pay the expenses reasonably incurred by the Company in giving Members notice of the proposed Members' resolution or a copy of the Members' statement. However, at a General Meeting, the Members may pass a resolution that the Company will pay these expenses.
- b) The Company does not need to send the notice of proposed Member States' resolution or a copy of the Members' statement to Members if:
 - (i) it is more than 1 000 words long;
 - (ii) the Directors consider it may be defamatory;
 - (iii) clause 12.2(a)(ii) applies, and the Member States' who proposed the resolution or made the request have not paid the Company enough money to cover the cost of sending the notice of the proposed Members' resolution or a copy of the Members' statement to Members; or
 - (iv) in the case of a proposed Member States' resolution, the resolution does not relate to a matter that may be properly considered at a General Meeting or is otherwise not a valid resolution able to be put to the Members.

12.3. Circular resolutions of Members

- a) Subject to clause 12.3(c), the Directors may put a resolution to the Members to pass a resolution without a General Meeting being held (a circular resolution).
- b) The Directors must notify the auditor (if any) as soon as possible that a circular resolution has or will be put to Members and set out the wording of the resolution.
- c) Circular resolutions cannot be used:
 - (i) for a resolution to remove an auditor, appoint a Director or remove a Director;
 - (ii) for passing a Special Resolution; or
 - (iii) where the Corporations Act or this constitution requires a meeting to be held.
- d) A circular resolution is passed if the required majority of the Member States' entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in clause 12.3(e) or clause 12.3(f).
- e) Member States may sign:
 - (i) a single document setting out the circular resolution and containing a statement that they agree to the resolution; or
 - (ii) separate copies of that document, as long as the wording is the same in each copy.
- f) The Company may send a circular resolution by email to Members and Member States may agree by sending a reply email to that effect, including the text of the resolution in their reply.

13. VOTING AT GENERAL MEETINGS

13.1. How many votes a Member State has:

- a) Each Member State has one vote exercised by a State Delegate representing the Member State.

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- b) If there is more than one State Delegate representing a Member State, the State Delegates must collectively exercise their Member State's one vote.

13.2. Challenge to Member State's right to vote:

- a) A Member State or the Chairperson may only challenge a person's right to vote at a General Meeting at that meeting.
- b) If a challenge is made under clause 13.2(a), the Chairperson must decide whether or not the person may vote. The Chairperson's decision is final.

13.3. How voting is carried out

- a) Voting must be conducted and decided by:
 - (i) a show of hands;
 - (ii) a vote in writing; or
 - (iii) another method chosen by the Chairperson that is fair and reasonable in the circumstances.
- b) Before a vote is taken, the Chairperson must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.
- c) On a show of hands, the Chairperson's count is conclusive evidence of the result of the vote.
- d) The Chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

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

- a) A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by:
 - (i) at least five Member States present;
 - (ii) Member States present with at least 5% of the votes that may be passed on the resolution on the vote in writing (worked out as at the midnight before the vote in writing is demanded); or
 - (iii) the Chairperson.
- b) A vote in writing must be taken when and how the Chairperson directs, unless clause 13.4(c) applies.
- c) A vote in writing must be held immediately if it is demanded under clause 13.4(a):
 - (i) for the election of a Chairperson under clause 11.10(b); or
 - (ii) to decide whether to adjourn the meeting.
- d) A demand for a vote in writing may be withdrawn.

13.5. Appointment of proxy

- a) A Member State may appoint a proxy to attend and vote at a General Meeting on their behalf.
- b) A proxy appointed to attend and vote for a Member State has the same rights as the Member State to:
 - (i) speak at the meeting;
 - (ii) vote in a vote in writing (but only to the extent allowed by the appointment); and
 - (iii) join in to demand a vote in writing under clause 13.4(a).
- c) An appointment of proxy (proxy form) must be signed by the Member State appointing the proxy and must contain:

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- (i) the Member State's name and address;
 - (ii) the Company's name;
 - (iii) the proxy's name or the name of the office held by the proxy; and
 - (iv) the meeting(s) at which the appointment may be used.
- d) A proxy appointment may be standing (ongoing).
- e) A proxy does not have the authority to speak and vote for a Member State at a meeting while the Member's State Delegate is at the meeting.
- f) Unless the Company receives written notice before the start or resumption of a General Meeting at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing Member State:
- (i) is mentally incapacitated;
 - (ii) revokes the proxy's appointment; or
 - (iii) revokes the authority of a representative or agent who appointed the proxy.
- g) A proxy appointment may specify the way the proxy must vote on a particular resolution.

13.6. Voting by proxy

- a) A proxy is entitled to vote on a show of hands unless the proxy holds two or more appointments that specify different ways of voting.
- b) When a vote in writing is held, a proxy:
- (i) does not need to vote, unless the proxy appointment specifies the way they must vote;
 - (ii) if the way they must vote is specified on the proxy form, must vote that way; and
 - (iii) if the proxy represents more than one Member State or holds more than one proxy, they may cast the votes held in different ways.

14. BOARD OF DIRECTORS

14.1. Number of Directors

The Board will comprise of a minimum of six (6) Directors and up to ten (10) Directors.

14.2. Mandatory Directors

The Board must comprise of the following officials:

- a) Chair, elected by the Directors in accordance with this Constitution, and
- b) up to six (6) Directors, elected by Member States in accordance with this Constitution.

14.3. Appointed Directors

The Board, may also comprise of up to four (4) appointed Directors which may be appointed by the Directors from outside their numbers for a term of up to two years.

14.4. Eligibility

- a) An Elected Director may be a member of a Member State.
- b) The Board must strive to ensure that the Board has an appropriate balance of skills and experience having regard to the nature of the business and affairs of the Company.
- c) A Director must be independent. A person will not be considered independent if they currently hold any governance, paid, voluntary or honorary role with a Member State, a Member State Affiliate or Standing Committee, an Associate Member, an Associate Member Affiliate or Standing

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Committee.

- d) The Board, in consultation with the State Advisory Standing Committee, will determine the necessary requirements, qualifications and job descriptions for eligibility as Chair and Directors from time to time as presented in the By-Laws.
- e) A Director must not have any disqualifying conditions, subject to article 14.5.
- f) An Elected Director must be eligible to be a Director under the Corporations Act.

14.5. Nomination for election

- a) At least 60 days prior to the proposed date of the AGM at which a resolution or resolutions will be proposed to fill a vacancy in an Elected Director position, the Company Secretary will request from Member States nominations (which comply with this clause 14.5) for elections to positions falling vacant, which must be received no less than 30 days prior to the AGM.
- b) The request from the Company Secretary to Members for nominations will include any recommendation regarding the desired skills required to fill an Elected Director position, consistent with the eligibility requirements set out at clause 14.4.
- c) A nomination must:
 - (i) be in the form required by the Directors and this Constitution; and
 - (ii) be submitted to the Company Secretary.
- d) Nominations Committee
 - (i) Notwithstanding anything contained in this clause 14, the Board will confirm a Nominations Committee, whose function is the selection of individuals stand for election as Directors of the Board. The specific function and role will be provided for in a Policy, and the Board will approve the terms of reference, as amended from time to time and shall be read in conjunction with this clause 14 and the Constitution.
 - (ii) The Board will appoint an independent chair of the Nominations Committee. A person will not be considered independent if they currently hold any governance, paid, voluntary or honorary role with a Member State, Affiliate, Associate Member or Standing Committee.
 - (iii) The Nominations Committee must utilise a skills and diversity matrix as part of its assessment for nominees for Director vacancies.
 - (iv) The Nominations Committee determines whether a candidate is eligible and suitable to stand for election, and only those deemed suitable will be presented to Members.

14.6. Term of office of Directors generally

- a) At each AGM:
 - (i) any Director appointed by the Directors to fill a casual vacancy must retire;
 - (ii) at least two of the remaining Directors must retire; and
 - (iii) the Directors who must retire at each AGM under clause 14.6(a)(ii) will be the Directors who have been longest in office since last being elected.
- b) A Director's term of office starts at the end of the AGM at which they are elected and ends at the end of the AGM at which they retire, and for the avoidance of doubt, a term will be a period of two (2) years from the date of appointment.
- c) Each Director must retire at least once every two years.
- d) A Director who retires may nominate for election or re-election, subject to clause 14.6(f).
- e) A Director who has served four consecutive terms as an elected Director is not eligible to be a Director for a period of three years following the end of their third term, unless by Special

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Resolution of the Member States limited for one additional term.

14.7. Office held until end of meeting

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

14.8. Elected Director elected at General Meeting

- a) In the event the number of nominations received for the Board are less than the positions to be filled, the Board may fill the vacancy as a casual vacancy pursuant to clause 14.10 and the Member State so appointed will hold office up to and including the AGM next following the date of his/her appointment, at which time the Director must retire, but is eligible for re-election.
- b) If there are more nominees than positions, the Member States will vote via a point rating system for each nominee. The maximum number of points allocated to their preferred nominee will be equivalent to the number of nominees with each other nominee being voted for in descending order to one point being allocated to the least preferred nominee. The nominees with the highest number of points will be appointed to the positions. If the voting is equal, the Chair will decide the appointments in consultation with the State Advisory Standing Committee.

14.9. Casual vacancy in ranks of Elected Directors

- a) The Board may at any time appoint a person to fill a casual vacancy (as caused pursuant to clause 14.11 in the rank of the Directors).
- b) A person appointed under clause 14.6 holds office until the next AGM at which time they can offer themselves for re-election and pursuant to clause 14.8. the term of this casual appointment will form part of the maximum term for appointment set out in clause 14.6, if any.

14.10. Removal of Director

- a) Subject to the provisions of the Corporations Act, the Company may in a General Meeting by resolution passed by at least two thirds of the voting Member States, remove any Director prior to the expiration of that Director's term of office.
- b) Unless otherwise resolved at a General Meeting, a Director removed in accordance with clause 14.11(a) cannot be re-appointed as a Director within three (3) years from the date of their removal.

14.11. Vacation of office

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

- a) is removed in accordance with clause 14.10(a);
- b) becomes an ineligible director in accordance with the Corporations Act;
- 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) dies;
- e) resigns from office by notice in writing to the Company;
- f) is not present at three (3) consecutive Board meetings without leave of absence from the Board;
- g) is found to have breached this Constitution or the Policies;
- h) is prohibited from being an officeholder of the Company pursuant to the Corporations Act or by reason of any order made pursuant to the Corporations Act; or
- i) is directly or indirectly interested in any contract or proposed contract with the Company and

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fails to declare the nature of the interest as required by the Corporations Act.

14.12. Alternate Director

A Director cannot appoint an alternate.

14.13. Company Secretary

- a) The Company Secretary shall be appointed by the Board, for such term and on such conditions as it thinks fit.
- b) A Secretary must be appointed by the Directors (after giving the Company their signed consent to act as Secretary of the Company) and may be removed by the Directors.
- c) The Directors must decide the terms and conditions under which the Secretary is appointed, including any remuneration.
- d) The role of the Company Secretary includes:
 - (i) maintaining a register of the Company's Members; and
 - (ii) maintain the minutes and other records of General Meetings (including notices of meetings), Directors' meetings and circular resolutions.
- e) The Company Secretary shall:
 - (i) as far as practicable attend all Board Meetings and AGM;
 - (ii) prepare the notice of and agenda for all Board Meetings and all AGM;
 - (iii) ensure that minutes of the proceedings of all meetings of the Board and the AGM are recorded and prepared; and
 - (iv) maintain safe custody of the Company seal.

14.14. Chair

- a) At the first Board meeting following the AGM, the Directors must elect one of their number to be Chair by resolution of the Board.
- b) The Director elected Chair will serve in this role for the duration of their term as Director, unless:
 - (i) the Board passes a resolution to replace the Chair with another Director;
 - (ii) the resolution electing the Chair specifies a fixed term for their appointment; or
 - (iii) the Chair otherwise ceases to be a Director.

14.15. Portfolios

- a) The Board, in consultation with the State Advisory Standing Committee, may determine the interests of the Company are best served by the allocation of portfolios to Directors on the Board. The Board shall be entitled to vary the titles and portfolios of each of the Directors in accordance with the needs of the Company from time to time.
- b) Portfolios may be appointed and adjusted as necessary.
- c) For the avoidance of doubt, portfolios may be allocated to both Member State elected Directors and Board appointed Directors.

14.16. Payments to Directors

Subject to clause 7.3:

- a) the Company must not pay fees to a Director for acting as a Director;
- b) the Company may:

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- (i) pay a Director for work they do for the Company, other than as a Director, if the amount is no more than a reasonable fee for the work done; or
 - (ii) reimburse a Director for expenses properly incurred by the Director in connection with the affairs of the Company;
- c) any payment made under clause 14.16 must be approved by the Directors; and
- d) the Company may pay premiums for insurance indemnifying Directors, as allowed for by law (including the Corporations Act) and this Constitution.

14.17. Execution of documents

The Company may execute a if the document is signed by:

- a) two Directors of the Company; or
- b) a Director and the Secretary.

15. POWERS OF DIRECTORS

15.1. Powers of Directors

- a) The Directors are responsible for managing and directing the activities of the Company to achieve the Objects.
- b) The Directors may use all the powers of the Company except for powers that, under the Corporations Act or this Constitution, may only be used by Member States.
- c) The Directors must decide on the responsible financial management of the Company including:
 - (i) any suitable written delegations of power; and
 - (ii) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.
- d) Notwithstanding anything in this clause 15.1, the Board will undertake the following responsibilities:
 - (i) obtain resources and ensure that all financial and legal matters are properly managed;
 - (ii) manage external relations and advocacy issues;
 - (iii) consult with the State Advisory Standing Committee and other relevant Committees on strategic and operational matters;
 - (iv) regularly communicate with, and provide information to Member States about the management of the Company;
 - (v) ensure that all Directors of the Board act as leadership role models;
 - (vi) provide funding for marketing, promotional and development information to increase the awareness of Calisthenics and provide Members and clubs with resources and information to increase participation levels;
 - (vii) develop the Strategic and Operational Plan in consultation with the State Advisory Standing Committee and other relevant Committees;
 - (viii) manage the conduct of Events;
 - (ix) manage projects conducted under the Company's grants; and
 - (x) develop national policies and procedures in consultation with the State Advisory Standing Committee and other relevant Committees.

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15.2. Delegation of Directors' powers

- a) The Directors may delegate any of their powers and functions to a Committee, a Director, an employee of the Company (such as an operations role), or any other person, as they consider appropriate.
- b) The delegation, including delegations set out in Policies, must be recorded in the Company's minute book.

15.3. Appointment by Directors' of a CEO or Equivalent

- a) The Directors may appoint a CEO, or equivalent, and delegate to the CEO or equivalent the power (subject to such reservations on the power as are decided by the Directors) to conduct the day-to-day management and control of the business and affairs of the Company. The delegation will include the power and responsibility to:
 - (i) develop business plans, budgets, strategies, policies, processes and codes of conduct for consideration by the Directors and to implement them to the extent approved by the Directors;
 - (ii) manage the financial and other reporting mechanisms of the Company;
 - (iii) approve and incur expenditure subject to specified expenditure limits;
 - (iv) sub-delegate their powers and responsibilities to employees or internal management committees of the Company; and
 - (v) any other powers and responsibilities which the Directors consider appropriate to delegate to the CEO.
- b) Any such CEO or equivalent so appointed, will not be eligible to be appointed to the Board unless a minimum of three (3) years has elapsed since serving as the Company's CEO or equivalent.

16. DUTIES OF DIRECTORS

16.1. Duties of Directors

The Directors must comply with their duties as Directors under legislation and law:

- a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Director of the Company;
- b) to act in good faith in the best interests of the Company and to further the Objects;
- c) not to misuse their position as a Director;
- d) not to misuse information they gain in their role as a Director;
- e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 16.2;
- f) to ensure that the financial affairs of the Company are managed responsibly; and
- g) not to allow the Company to operate while it is insolvent.

16.2. Conflicts of interest

- a) A Director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of Directors (or that is proposed in a circular resolution):
 - (i) to the other Directors; or
 - (ii) if all the Directors have the same conflict of interest, to the Member State at the next General Meeting, or at an earlier time if reasonable to do so.
- b) The disclosure of a conflict of interest by a Director must be recorded in the minutes of the

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- meeting and the Conflicts Register.
- c) Each Director who has a material personal interest in a matter that is being considered at a meeting of Directors (or that is proposed in a circular resolution) must not, except as provided under clause 16.2(d):
 - (i) be present at the meeting while the matter is being discussed; or
 - (ii) vote on the matter.
 - d) A Director may still be present and vote if:
 - (i) their interest arises because they are a Member State of the Company, and the other Member States have the same interest;
 - (ii) their interest relates to an insurance contract that insures, or would insure, the Director against liabilities that the Director incurs as a Director of the Company (see clause 25);
 - (iii) their interest relates to a payment by the Company for any insurance or indemnity, or any contract relating to an indemnity that is allowed under the Corporations Act;
 - (iv) the Australian Securities and Investments Commission (ASIC) makes an order allowing the Director to vote on the matter; or
 - (v) the Directors who do not have a material personal interest in the matter pass a resolution that:
 - (A) identifies the Director, the nature and extent of the Director's interest in the matter and how it relates to the affairs of the Company, and
 - (B) says that those Directors are satisfied that the interest should not stop the Director from voting or being present.

17. DIRECTORS' MEETINGS

17.1. When the Directors meet

The Directors may decide how often, where and when they meet.

17.2. Calling Directors' meetings

- a) A Director may call a Directors' meeting by giving reasonable notice to all of the other Directors.
- b) A Director may give notice in writing or by any other means of communication that has previously been agreed to by all of the Directors.

17.3. Chairperson for Directors' meetings

- a) The Chair will be the Chairperson and is entitled to chair Directors' meetings.
- b) The Directors at a Directors' meeting may choose a Director to be the Chairperson for that meeting if:
 - (i) there is no Chair;
 - (ii) the Chair is not present within 15 minutes after the starting time set for the meeting; or
 - (iii) the Chair is present but says they do not wish to act as Chairperson of the meeting.

17.4. Quorum at Directors' meetings

- a) Unless the Directors determine otherwise, the quorum for a Directors' meeting is a majority (more than 50%) of Directors.
- b) A quorum must be present for the entire Directors' meeting.

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17.5. Using technology to hold Directors' meetings

- a) The Directors may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all the Directors.
- b) The Directors' agreement may be a standing (ongoing) one.
- c) A Director may only withdraw their consent within a reasonable period before the meeting.

17.6. Passing Directors' resolutions

A Directors' resolution must be passed by a majority of the votes cast by Directors present and entitled to vote on the resolution.

17.7. Circular resolutions of Directors

- a) The Directors may pass a circular resolution without a Directors' meeting being held.
- b) A circular resolution is passed if all the Directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in this clause 17.7.
- c) Each Director may:
 - (i) Sign a single document setting out the resolution and containing a statement that they agree to the resolution; or
 - (ii) Sign separate copies of that document, as long as the wording of the resolution is the same in each copy; or
 - (iii) Vote electronically, via a method determined by the Board that records the individual votes.
- d) The Company may send a circular resolution by email or another electronic method agreed by the Board from time to time, to the Directors and the Directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply, or voting Yes in the agreed electronic format.
- e) A circular resolution is passed when the last Director signs or otherwise agrees to the resolution in the manner set out in this clause 17.7.
- f) The outcome of any circular resolution of the Directors must be recorded in the next Board meeting minutes.

17.8. Validity of acts of Directors

Everything done at a Directors 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 office.

18. STATE ADVISORY STANDING COMMITTEE

18.1. Composition

The State Advisory Standing Committee comprises the following:

- a) National Operations Manager (no vote);
- b) State Delegates; and
- c) one Board Member (no vote).

18.2. Appointments of State Advisory Standing Committee

- a) Each Member State is entitled to appoint two (2) State Delegates to the Committee.
- b) Member States shall appoint their State Delegate for such term as is deemed appropriate by the Member State.

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- c) Member States must advise the names of their State Delegate to the Company Secretary no later than 21 days prior to a meeting of the State Advisory Standing Committee.
- d) A State Delegate must:
 - (i) not also be a member of the Board;
 - (ii) be a State Member Participant of the Member State which appoints them; and
 - (iii) be appropriately empowered by their Member State to make decisions at a meeting of the State Advisory Standing Committee and the AGM.

18.3. Responsibilities of the State Advisory Standing Committee

- a) In addition to powers under this Constitution, the Board will approve the terms of reference and policies of the State Advisory Standing Committee, which may include: term, role, and reporting requirements, which the Board may amend from time to time.
- b) The State Advisory Standing Committee terms of reference will include responsibilities such as:
 - (i) **Strategic Guidance:** providing contextual guidance on the strategic direction and local insight to the Board;
 - (ii) **Policy Guidance:** assist the Board to develop the framework and directions for national policies and procedures.

19. STATE ADVISORY STANDING COMMITTEE MEETINGS

Unless otherwise determined by the Board, meetings of the State Advisory Standing Committee are governed by the provisions of this Constitution that relate to Board meetings, as far as they are capable of application.

20. BOARD COMMITTEES

- (a) Committees
 - (i) In addition to the State Advisory Standing Committee, as at the date of this Constitution, the following Committees are hereby established:
 - (A) Examiners Advisory Board (Skills);
 - (B) National Competitions & Events Committee;
 - (C) Adjudicators Advisory Board;
 - (D) Coaches Advisory Board;
 - (E) Finance, Audit and Risk Committee;
 - (F) Nominations Committee; and
 - (ii) The Board may establish any other Committee from time to time.
 - (iii) The Board may delegate any of its powers to Committees consisting of those persons it thinks fit (including Directors, individuals and consultants), and may vary or revoke any delegation.
 - (iv) The Committees formation and functions will be set out in the Policies as determined by the Board from time to time and the Board will approve the terms of reference in respect of each Committee, with the terms of reference reviewed as required but, in any event, no less than annually.
 - (v) The terms of reference will include the term, role and reporting requirements of each Committee, and the Board may modify these at any time as it sees fit.
 - (vi) Each Committee constituted by the Board in accordance with this clause, will comprise

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persons as determined by the Board and with the head of the Committee ratified by the Board.

(b) Powers delegated to Committees

- (i) A Committee must exercise the powers delegated to it according to the terms of the delegation as set out in the relevant terms of reference and any directions of the Board.
- (ii) A Committee must act in accordance with the terms of reference of that Committee as determined by the Board.
- (iii) The head of each Committee (as determined by the Board) must report to the Board and State Advisory Standing Committee on matters considered by the Committee from time to time as directed by the Board or set out in the Policies.

(c) Committee meetings

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

(d) Finance Audit and Risk Committee

- (i) The Board will confirm a Finance, Audit and Risk Committee.
- (ii) The Board will approve the terms of reference, as amended from time to time and it shall be read in conjunction with this clause 20 and the Constitution.
- (iii) The Board will appoint an independent chair of the Finance, Audit and Risk Committee. A person will not be considered independent if they currently hold any governance, paid, voluntary or honorary role with a Member State, Affiliate, Associate Member or Standing Committee.
- (iv) At least one member of the Finance, Audit and Risk Committee must be a CPA or Chartered Accountant.

21. MINUTES AND RECORDS

21.1. Minutes and records

- a) The Company must, within one month, make and keep the following records:
 - (i) minutes of proceedings and resolutions of General Meetings;
 - (ii) minutes of circular resolutions of Member States; and
 - (iii) a copy of a notice of each General Meeting.
- b) The Company must, within one month, make and keep the following records:
 - (i) minutes of proceedings and resolutions of Directors' meetings (including
 - (ii) meetings of any Committees); and
 - (iii) minutes of circular resolutions of Directors.
- c) The Company must allow Member States to inspect the Company's records, provided the request is made with thirty (30) days notice.
- d) The Directors must ensure that minutes of a General Meeting or a Directors' meeting are signed within a reasonable time after the meeting by:
 - (i) the Chairperson of the meeting; or
 - (ii) the Chairperson of the next meeting.
- e) The Directors must ensure that minutes of the passing of a circular resolution (of Member States or Directors) are signed by a Director within a reasonable time after the resolution is passed.

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21.2. Financial and related records

- a) The Company must make and keep written financial records that:
 - (i) correctly record and explain its transactions and financial position and performance; and
 - (ii) enable true and fair financial statements to be prepared and to be audited.
- b) The Company must also keep written records that correctly record its operations.
- c) The Company must retain its records for at least 7 years.
- d) The Directors must take reasonable steps to ensure that the Company's records are kept safe.

22. POLICIES AND BY-LAWS

22.1. Making a Policy or By-law

- a) The Directors may pass a resolution to make Policies or By-laws to give effect to this Constitution.
- b) Members and Directors must comply with Policies and By-laws as if they were part of this Constitution.

23. NOTICE

23.1. What is notice

- a) Anything written to or from the Company under any clause in this Constitution is written notice and is subject to clauses 23.2 to 23.4, unless specified otherwise.
- b) Clauses 23.2 to 23.4 do not apply to a notice of proxy under this Constitution.

23.2. Notice to the Company

Written notice or any communication under this Constitution may be given to the Company, the Directors or the Secretary by:

- a) delivering it to the Company's registered office;
- b) posting it to the Company's registered office or to another address chosen by the Company for notice to be provided; or
- c) sending it to an email address or other electronic address notified by the Company to the Member as the Company's email address or other electronic address.

23.3. Notice to Members

- a) Written notice or any communication under this constitution may be given to a Member:
 - (i) in person;
 - (ii) by posting it to, or leaving it at the address of the Member in the Register of Members or an alternative address (if any) nominated by the Member for service of notices;
 - (iii) sending it to the email or other electronic address nominated by the Member as an alternative address for service of notices (if any); or
 - (iv) if agreed to by the Member, by notifying the Member at an email or other electronic address nominated by the Member, that the notice is available at a specified place or address (including an electronic address).
- b) If the Company does not have an address for the Member, the Company is not required to give notice in person.

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23.4. When notice is taken to be given

A notice:

- a) delivered in person, or left at the recipient's address, is taken to be given on the day it is delivered;
- b) sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs;
- c) sent by email or other electronic method, is taken to be given on the business day after it is sent; and
- d) given under clause 23.3(a)(iv) is taken to be given on the business day after the notification that the notice is available is sent.

23.5. Defects in meeting notices

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

24. FINANCIAL YEAR

24.1. Company's financial year

The Company's financial year is from 1 January to 31 December, unless the Directors pass a resolution to change the financial year.

25. INDEMNITY, INSURANCE AND ACCESS

25.1. Indemnity

- a) The Company indemnifies each officer of the Company out of the assets of the Company, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the Company.
- b) In this clause, 'officer' means a Director, Secretary, employee or auditor appointed by the Company and includes a Director, Secretary, employee or auditor appointed by the Company after they have ceased to hold that office.
- c) In this clause, 'to the relevant extent' means:
 - (i) to the extent that the Company is not precluded by law (including the Corporations Act) from doing so; and
 - (ii) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- d) The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the Company.

25.2. Insurance

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

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of the Company.

25.3. Directors' access to documents

- a) A Director has a right of access to the financial records of the Company at all reasonable times.
- b) If the Directors agree, the Company must give a Director or former Director access to:
 - (i) certain documents, including documents provided for or available to the Directors;
and
 - (ii) any other documents referred to in those documents.

26. WINDING UP

26.1. Contributions of Member States on winding up

Each Member State must contribute the amounts set out in clause 2.3 on winding up of the Company.

26.2. Excess property on winding up

If on the winding up or dissolution of the Company, and after satisfaction of all its debts and liabilities, any property remains, that property must be given or transferred to another body or bodies having objects and purposes similar to those of the Company to be determined by the Board at or before the time of dissolution or, failing that determination, by a judge who has or acquires jurisdiction in the matter.

