

# Constitution

## AUSTRALIAN ICE RACING INCORPORATED

An Association incorporated under the Associations Incorporation Act 2009  
(New South Wales)

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# Constitution

## AUSTRALIAN ICE RACING INCORPORATED

### 1. DEFINITIONS AND INTERPRETATION

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#### 1.1 Definitions

In this Constitution unless the contrary intention appears:

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

**Active Skating Member** means an active skating participant who is a member of a Club.

**Appointed Directors** means the Directors appointed by the Elected Directors under rule 10.2.

**Associate Member** means an associate member of a State Member.

**Association** means the Australian Ice Racing Incorporated, an association incorporated under the Act.

**Athletes Commission** means the Commission established by the Directors pursuant to rule 5.

**Athletes Representative** means the chair of the Athletes Commission under rule 10.3.

**Board** means the board of Directors.

**By-law** means a by-law made under rule 15.

**Chief Executive Officer** means a person appointed as chief executive officer of the Association by the Directors under rule 14.

**Club** means a body which is recognised by or affiliated with a State Member in accordance with the constitution of that State Member.

**Committee** means a committee established by the Directors under this Constitution.

**Constitution** means this constitution (including the Attachments) as amended from time to time, and a reference to a particular rule is a reference to a rule of this Constitution.

**Director** means a director of the Association.

**Directors** means all or some of the Directors of the Association acting as a board.

**Dispute Procedure** means the procedure for resolution of disputes arising under the Constitution between two or more Members or a Member and the Association being, as at the date of this Constitution, the procedure set out in rule 21.

**Elected Director** means an Elected Director who has been elected as a Director pursuant to rule 10.7 and includes the President.

**Employee of the Association** means a person who receives a financial payment from the Association which is not a reimbursement for expenses. This also includes a person who receives a payment from a third party for specific purposes, from funds paid by the Association to the third party for such specific purposes.

**General meeting** means any meeting of the Members of the Association convened as a general meeting in accordance with this Constitution and includes an annual general meeting.

**Ice Racing** means the sports of ice speed skating and short track speed skating governed by the ISU and ISU Rules.

**Intellectual Property** means all rights or goodwill subsisting in copyright, business names, names, trade marks (or signs), logos, designs, patents or service marks (whether registered or unregistered) relating to the Association or any event, competition or activity of or conducted, promoted or administered by the Association.

**ISU** means the International Skating Union.

**ISU Rules** means the ISU Constitution and general regulations and the Special Regulations and Technical Rules for Speed Skating and Short Track Speed Skating.

**Life Member** means a Member admitted to the Association as a Life Member under rule 4.4.

**Member** means a member of the Association.

**Model Rules** means the Model Rules referred to in section 11 of the Act.

**Objects** means the objects as set out in rule 2.

**Personal Information** has the meaning given to it in section 6 of the Privacy Act 1988 (Cth).

**President** means the President from time to time of the Association who shall also be an Elected Director.

**Public Officer** means the public officer of the Association in accordance with rule 13 and the Act.

**Register of Interests** means a register of Directors' interests maintained by the Public Officer under rule 10.12.

**Registered Office** means the registered office of the Association from time to time.

**Representative** means a person duly appointed to represent a State Member at a general meeting of the Association in accordance with this Constitution.

**Special Resolution** means a special resolution in accordance with the Act.

**State** means a state or territory of the Commonwealth of Australia.

**State Member** means a Member admitted to the Association as a State Member under rule 4.2 or rule 4.3.

## 1.2 Interpretation

- (a) In this Constitution:
  - (i) a reference to a Member present at a general meeting means the Member present in person or by proxy, attorney or Representative;
  - (ii) a reference to an annual general meeting in a calendar year is a reference to the annual general meeting required to be held by the Association in that calendar year under section 26 of the Act; and
  - (iii) a reference to a document or instrument includes any amendments made to the document or instrument from time to time and, unless the contrary intention appears, includes a replacement to the document or instrument.
- (b) In this Constitution unless the contrary intention appears:
  - (i) words importing any gender include all other genders;
  - (ii) the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
  - (iii) a reference to an organisation includes a reference to its successors;
  - (iv) the singular includes the plural and vice versa;
  - (v) a reference to a law includes regulations and instruments made under it;
  - (vi) a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by a State or the Commonwealth or otherwise;
  - (vii) where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions or in any other manner approved by the Directors; and
  - (viii) "writing" and "written" includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise.

## 1.3 Associations Incorporation Act

- (a) In this Constitution unless the contrary intention appears:
  - (i) an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act; and
  - (ii) "part" means a part of the Act.

This Constitution shall be the rules of the Association. To the extent that there is any provision of this Constitution which provides for subject matter covered by the Model Rules or is inconsistent with the Model Rules, the provision of this Constitution shall prevail.

#### **1.4 Headings**

Headings are inserted for convenience and do not affect the interpretation of this Constitution.

#### **1.5 "Include" etc**

In this Constitution the words "include", "includes", "including" and "for example" are not to be interpreted as words of limitation.

#### **1.6 Powers**

A power, an authority or a discretion reposed in a Director, the Directors, a Committee, the Association in general meeting or a Member may be exercised at any time and from time to time.

### **2. OBJECTS OF ASSOCIATION**

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The Association is the peak body for the administration of Ice Racing in Australia. The objects for which the Association is established and maintained are to:

- (a) be the Australian member of the ISU and to promote and enforce the ISU Rules throughout Australia;
- (b) encourage, advance, promote, improve, administer and control Ice Racing throughout Australia;
- (c) make, adopt, vary and publish rules, regulations, by-laws, policies and conditions for:
  - (i) the regulation of Ice Racing in Australia; and
  - (ii) deciding and settling all differences that arise between State Members, Clubs and Active Skating Members;
- (d) promote, provide for, regulate, manage and conduct Ice Racing competitions in Australia and internationally, including:
  - (i) national championships between Clubs and/or State Members;
  - (ii) competitions in Australia between visiting overseas teams, between visiting overseas teams and teams representing the Association or between visiting overseas teams and Clubs;
  - (iii) tours overseas by teams representing the Association or teams representing or affiliated with State Members;
  - (iv) participation in international competitions by Active Skating Members representing the Association; and



- (v) do everything expedient to make known the ISU Rules and the activities of the Association, State Members, Clubs and Active Skating Members;
- (e) secure and maintain affiliation with other bodies, domestic and international, having a common interest in Ice Racing;
- (f) co-operate with other bodies whose objects and interests are in accord with those of the Association;
- (g) at all times act on behalf of, and in the interest of, the Members and Ice Racing in Australia;
- (h) maintain and enhance the Association and Ice Racing, its standards, quality and reputation for the collective mutual benefit of the Members and Ice Racing;
- (i) create and promote mutual confidence and trust between the Association and the Members in pursuit of these Objects;
- (j) promote the economic and sporting success, strength and stability of the Association and each Member;
- (k) use and protect the Intellectual Property;
- (l) strive for and maintain government, commercial and public recognition of the Association as the authority for Ice Racing in Australia;
- (m) advance the operations and activities of the Association throughout Australia;
- (n) pursue through itself or others, such commercial arrangements, including sponsorship and marketing opportunities, as are appropriate to further the Objects of the Association;
- (o) promote health and safety of athletes, officials and other individuals participating in Ice Racing in any capacity;
- (p) act as a final arbiter on all matters pertaining to the conduct of Ice Racing in Australia, including disciplinary matters;
- (q) represent the interests of the Members and of Ice Racing generally in any appropriate forum;
- (r) promote performance-enhancing drug free competition;
- (s) apply the property and capacity of the Association toward the fulfilment and achievement of these objects;
- (t) take any other action which, in the opinion of the Directors, is in the best interests of Ice Racing in Australia; and
- (u) undertake and or do all things or activities which are necessary , incidental or conducive to the advancement of these objects.

### **3. INCOME AND PAYMENTS**

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#### **3.1 Application of income**

- (a) All the Association's profits (if any), other income and property, however derived, must be applied only to promote the Objects.
- (b) The Directors shall ensure:
  - (i) the collection and receipt of all moneys due to the Association and make all payments authorised by the Association; and
  - (ii) the keeping of correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- (c) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments, must be signed or otherwise authorised by two Directors or a Director and the Chief Executive Officer or Public Officer.
- (d) The funds of the Association shall be derived from membership fees, annual subscriptions, capitation fees, donations, sponsorships and such other sources as the Directors determine.

#### **3.2 No dividends, bonus or profit to be paid to Members**

None of the Association's profits or other income or property may be paid or transferred to the Members, directly or indirectly, by any means.

#### **3.3 Payments in good faith**

Subject to rule 10.10, rule 3.2 does not prevent the payment in good faith to a Director or Member, or to a firm of which a Director or Member is a partner:

- (a) of reasonable remuneration for services to the Association;
- (b) for goods supplied to the Association in the ordinary course of business;
- (c) of interest on money borrowed from them by the Association at a rate not exceeding the rate fixed for the purposes of this rule 3.3 by the Association in general meeting; or
- (d) of reasonable rent for premises let by them to the Association.

### **4. MEMBERSHIP**

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#### **4.1 Categories of Members**

Membership of the Association will initially be divided into the following categories:

- (a) State Members (incorporating Clubs, Active Skating Members and Associate Members); and
- (b) Life Members.

## **4.2 State Members**

There shall be a maximum of one State Member of the Association for each State.

## **4.3 New State Members**

- (a) Where a State Member ceases to be a Member of the Association for any reason, a replacement State Member for that State is to be decided in accordance with the following procedure:
  - (i) the Directors, in consultation with the remaining State Members, shall determine as soon as is reasonably practicable a suitable replacement;
  - (ii) the Directors and the State Members shall take all actions necessary to ensure that a resolution nominating the replacement as the new State Member for that State is considered at the next general meeting of the Association as soon as is reasonably practicable; and
  - (iii) if the resolution referred to in paragraph (ii) is:
    - (A) approved by a Special Resolution then, subject to the replacement first complying with rule 4.6(b), the replacement will become the State Member for that State; or
    - (B) not approved by a Special Resolution, the procedure referred to in paragraphs (a) and (b) shall be repeated.
- (b) Where there is an application made by a person to be a State Member in a State which is not currently represented by a State Member, or the Directors otherwise determine to assess a potential new State Member for a State which is not currently represented by a State Member:
  - (i) the Directors, in consultation with the State Members, shall determine and recommend a person as a suitable new State Member;
  - (ii) the Directors and the State Members shall take all actions necessary to ensure that a resolution nominating the new State Member for the State not currently represented by a State Member is considered at the next general meeting of the Association as soon as is reasonably practicable; and
  - (iii) if the resolution referred to in paragraph (ii) is:
    - (A) approved by a Special Resolution then, subject to the person first complying with rule 4.6(b), the person will become the State Member for that State; or
    - (B) not approved by a Special Resolution, the procedure referred to in paragraphs (a) and (b) shall be repeated if and when there is a new application made or the Directors determine to recommend another person.

## **4.4 Life Members**

The following persons shall, subject to compliance with rule 4.6(a), be Life Members of the Association:

- (a) all persons who were current life members of the Association immediately prior to the adoption of this Constitution; and
- (b) all persons who have been approved for membership as a Life Member pursuant to rule 4.5.

#### **4.5 Approval of Persons as Life Members**

- (a) Any Member or Director may nominate an individual for admission as a Life Member.
- (b) A nomination under paragraph (a) must:
  - (i) be in writing in the form determined by the Directors from time to time; and
  - (ii) set out the reasons why, in the opinion of the nominator, the nominee should be considered for Life Membership.
- (c) Nominations for admission to Life Membership are to be considered by the Association at the next general meeting and, if the recommendation is approved by a majority of two-thirds of the State Members present, then the nominee shall be eligible to apply for membership of the Association as a Life Member.

#### **4.6 Admission as a Member**

A person will become a Member in accordance with rule 4.3,4.4 or 4.5 and the Directors will direct the Public Officer to record the person's name in the register of Members kept by the Association as a Member in the relevant class of membership on receipt of the following:

- (a) In the case of Life Members, a signed application in which the Life Member undertakes to:
  - (i) be bound by this Constitution, the ISU Rules and those of the By-laws expressed to apply to him;
  - (ii) agree to pay the fees and subscriptions determined to apply to Life Members under rule 4.7; and
  - (iii) support the Association in the encouragement and promotion of the Objects.
- (b) Subject to rule 4.3, in the case of a State Member, a signed application in which the State Member undertakes to:
  - (i) be bound by this Constitution, the ISU Rules and those of the By-laws expressed to apply to it;
  - (ii) have and continue to maintain a minimum membership of 6 Active Skating Members;
  - (iii) agree to pay the fees and subscriptions determined to apply to State Members under rule 4.7;

- (iv) support the Association in the encouragement and promotion of its Objects;
- (v) forward to the Association a copy of its constituent documents and details of its officers and members;
- (vi) update the Association within 30 days of any change in any of the details or documents provided pursuant to paragraph (v);
- (vii) within 12 months of the date of becoming a Member adopt the Objects of the Association into its constituent documents and adopt constituent rules which reflect, and which are to the fullest extent permitted by the law, in conformity with this Constitution; and
- (viii) procure that each Club that is a member of the State Member and each other person that is a member of the State Member including each Active Skating Member provides an undertaking to the same effect as that required under paragraphs (i) and (iv).

#### **4.7 Membership subscriptions**

The annual membership subscription (if any) and any fees or other levies payable by Members to the Association, the time for and manner of payment, shall be as determined by the Board.

#### **4.8 Deferral or reduction of subscriptions**

The Directors may defer the obligations of a Member to pay a subscription or other amount, or reduce (including to zero) the subscription or other amount payable by a Member, if the Directors are satisfied that:

- (a) there are reasonable grounds for doing so;
- (b) the Association will not be materially disadvantaged as a result; and
- (c) the Member agrees to pay the deferred or (if greater than zero) the reduced subscription or other amount within a time fixed by the Directors.

#### **4.9 Breach of Member undertaking**

If any Member is in breach of an undertaking provided pursuant to Rule 4.6, the Board may commence or cause to be commenced, disciplinary proceedings in accordance with rule 22.

#### **4.10 Termination of a Member**

- (a) Where the Directors have passed a resolution pursuant to rule 22, then the following procedure shall apply:
  - (i) the Directors shall provide the Member the subject of the resolution notice of the resolution and details of the basis on which it was passed within 7 days; and
  - (ii) the Directors shall within 28 days of delivering the notice referred to in paragraph (i) convene a general meeting of the Association setting out the details referred to in paragraph (i) and proposing a resolution to terminate the membership of the Member.

- (b) The Member the subject of the proposed resolution referred to in paragraph (a)(ii) shall, at the general meeting, be given an opportunity of giving orally (at such maximum duration as may be determined by the chair of the meeting, acting reasonably) and/or in writing any explanation or defence the Member may think fit to give or make prior to the resolution being voted on.

#### **4.11 Ceasing to be a Member**

A person ceases to be a Member on:

- (a) resignation;
- (b) death;
- (c) becoming bankrupt or insolvent or making an arrangement or composition with creditors of the person's joint or separate estate generally;
- (d) becoming of unsound mind or someone whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- (e) if a corporation, being dissolved or otherwise ceasing to exist, having a liquidator or provisional liquidator appointed to it, or being unable to pay its debts; or
- (f) the Members passing a resolution at a general meeting convened in accordance with rule 4.10 in respect of the Member.

#### **4.12 No claim against the Association**

No Member whose membership ceases has any claim against the Association or the Directors for damages or otherwise in respect of that person's membership of the Association.

#### **4.13 Limited liability**

Members have no liability to the Association in their capacity as Members except as set out in rule 23.1.

#### **4.14 Transferability**

A right, privilege, or obligation of a person by reason of membership of the Association is not capable of being transferred or transmitted to another person.

### **5. ATHLETES COMMISSION**

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- (a) The Directors may establish an Athletes Commission.
- (b) Where the Directors determine to establish an Athletes Commission, they must establish a By-law setting out its functions, membership and operations.

### **6. GENERAL MEETINGS**

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#### **6.1 Annual general meeting**

An Annual general meeting of the Association shall be convened, held and conducted in accordance with the Act and this Constitution and on a date and at a venue to be determined by the Board.

## **6.2 Business of general meetings**

- (a) The business to be conducted at annual general meetings includes the consideration of the accounts and the reports of the Board and the auditors, the election of Directors (as relevant), the appointment of auditors and (if required) the election of Life Members.
- (b) No business other than that stated on the notice for a general meeting shall be transacted at that meeting.
- (c) Business at a general meeting may, subject to the provisions of this Constitution and the Act, include matters such as to:
  - (i) Elect and dismiss the President and Elected Directors;
  - (ii) Alter this Constitution;
  - (iii) Amend, repeal or replace By-laws;
  - (iv) Consider and pass or reject any Special Resolution;
  - (v) Admit a new State Member or remove a State Member;
  - (vi) Be the final arbiter on matters referred to it by the Directors; and
  - (vii) Consider and discuss the strategic plan prior to its final approval by the Board.

## **6.3 Power to convene general meeting**

- (a) The Directors may convene a general meeting when they think fit and must do so if so requested by the Members under rule (b).
- (b) The Directors shall convene a general meeting on the request of any 2 or more of the State Members provided that the request:
  - (i) states the objects of the meeting;
  - (ii) is signed by each of the State Members requesting the meeting; and
  - (iii) is sent to the Directors at the registered office of the Association.
- (c) Separate copies of the request may be signed by each State Member for the purpose of paragraph (b)(ii) provided that the wording of the request is identical.

## **6.4 Notice of general meeting**

- (a) The Directors, at least 14 days, or if a Special Resolution has been proposed, at least 21 days, before the date fixed for holding a general meeting shall cause to be sent to each Member, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- (b) If the Directors do not cause a general meeting to be held within one month after the date on which a request under rule 6.3(b) is sent to the Association, the Members making the request, or any of them, may convene a general meeting to be held not later than 3 months after that date.

- (c) If a general meeting is convened by Members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the Directors and all reasonable expenses incurred in convening the general meeting must be refunded by the Association to the persons incurring the expenses.

### **6.5 Directors entitled to attend general meetings**

A Director is entitled to receive notice of and attend and speak at all general meetings.

### **6.6 Cancellation or postponement of general meeting**

- (a) Where a general meeting (including an annual general meeting) is convened by the Directors they may, if they think fit, cancel the meeting or postpone the meeting to a date and time they determine.
- (b) However, this rule does not apply to a meeting convened:
  - (i) under rule 6.3(b) or 6.4(b); or
  - (ii) by a court.

### **6.7 Written notice of cancellation or postponement of general meeting**

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

- (a) each State Member; and
- (b) each other person entitled to notice of a general meeting under this Constitution.

### **6.8 Contents of notice postponing general meeting**

A notice postponing a general meeting must specify:

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

### **6.9 Number of clear days for postponement of general meeting**

The number of days from the giving of a notice postponing a general meeting to the date specified in that notice for the postponed meeting may not be less than the number of days' notice of that general meeting required to be given by this Constitution.

### **6.10 Business at postponed general meeting**

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



## **6.11 Representative at postponed general meeting**

Where:

- (a) by the terms of an instrument appointing a Representative, that person is authorised to attend as a Representative at a general meeting to be held on a specified date or at a general meeting or general meetings to be held on or before a specified date; and
- (b) the date for the meeting is postponed to a date later than the date specified in the instrument,

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

## **6.12 Non-receipt of notice**

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

## **7. PROCEEDINGS AT GENERAL MEETINGS**

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### **7.1 Number for a quorum**

Subject to rule 7.4, no less than 2 State Members who are present by Representative(s) shall be a quorum at a general meeting.

### **7.2 Requirement for a quorum**

- (a) An item of business may not be transacted at a general meeting unless a quorum is present when the meeting proceeds to consider it.
- (b) If a quorum is present at the beginning of a meeting it is taken to be present throughout the meeting unless the chair of the meeting (on his own motion or at the request of a State Member who is present) declares otherwise.

### **7.3 Quorum and time**

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

- (a) if convened by, or on requisition of, Members is dissolved; and
- (b) in any other case, stands adjourned to the same day in the next week

and the same time and place, or to such other day, time and place as the Directors appoint by notice to those entitled to notice of the meeting.

### **7.4 Adjourned meeting**

- (a) At a meeting adjourned under rule 7.3(b), no less than 2 State Members who are present by Representative(s) shall be a quorum at that meeting.

- (b) If a quorum is not present within 30 minutes after the time appointed for the adjourned meeting, the meeting is dissolved.

### **7.5 President to preside over general meetings**

- (a) The President is entitled to preside at general meetings.
- (b) If a general meeting is convened and there is no President, or the President is not present within 15 minutes after the time appointed for the meeting or is unable or unwilling to act, the following may preside as chair of the meeting (in order of entitlement):
  - (i) a Director chosen by a majority of the Directors present;
  - (ii) the only Director present; or
  - (iii) a Representative of a State Member chosen by a majority of the State Members present.

### **7.6 Conduct of general meetings**

- (a) The chair of a general meeting:
  - (i) has charge of the general conduct of the meeting and of the procedures to be adopted;
  - (ii) may require the adoption of any procedure which in his opinion is necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes; and
  - (iii) may, having regard where necessary to the Act, terminate discussion or debate on any matter whenever they consider it necessary or desirable for the proper conduct of the meeting.
- (b) A decision by the chair under this rule is final.

### **7.7 Adjournment of general meeting**

- (a) The chair of a general meeting may at any time during the meeting adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting.
- (b) The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and any place.
- (c) The chair may, but need not, seek any approval for the adjournment.
- (d) Only unfinished business is to be transacted at a meeting resumed after an adjournment.

### **7.8 Notice of adjourned meeting**

- (a) Subject to rule 7.3(b), it is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for one month or more.

- (b) In the situation described in paragraph (a), the same period of notice as was originally given for the meeting must be given for the adjourned meeting.

### **7.9 Questions decided by majority**

Subject to this Constitution and the requirements of the Act in connection with Special Resolutions, a resolution at a general meeting is carried if a simple majority of the votes cast on the resolution are in favour of it.

### **7.10 Postal Voting**

- (a) Postal voting or voting by electronic communication may be permitted from time to time in such instances and on such resolutions as the Board determines.
- (b) When permitted by the Board, postal or electronic voting shall be conducted in accordance with the Act, including that any particular resolution voted on by postal ballot or electronic communication must only be voted on using that method, and not in conjunction with voting in person at the relevant General Meeting.

### **7.11 Equality of votes**

Subject to rule 10.7 if there is an equality of votes, whether on a show of hands or on a poll, then the vote shall be deemed to have been lost.

### **7.12 Declaration of results**

- (a) Subject to rule 10.7, at any general meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is properly demanded and the demand is not withdrawn.
- (b) A declaration by the chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes of the meetings of the Association, is conclusive evidence of the fact.
- (c) Neither the chair nor the minutes need state, and it is not necessary to prove, the number or proportion of the votes recorded for or against the resolution.

### **7.13 Poll**

- (a) Any Representative of a State Member present at a meeting can demand a poll:
  - (i) before a vote is taken;
  - (ii) before the voting results on a show of hands are declared; or
  - (iii) immediately after the voting results on a show of hands are declared.
- (b) If a poll is properly demanded, it must be taken in the manner and at the date and time directed by the chair, and the result of the poll is the resolution of the meeting at which the poll was demanded.
- (c) A poll demanded on the election of a chair or on a question of adjournment must be taken immediately.

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

#### **7.14 Objection to voting qualification**

- (a) An objection to the right of a person to attend or vote at a meeting (including an adjourned meeting):
  - (i) may not be raised except at that meeting; and
  - (ii) must be referred to the chair of the meeting, whose decision is final.
- (b) A vote not disallowed under the objection is valid for all purposes.

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

If there is a dispute about the admission or rejection of a poll vote, the chair of the meeting must decide it and his decision made in good faith is final.

### **8. VOTES OF MEMBERS**

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#### **8.1 Votes of State Members**

- (a) Subject to rule 8.5, each State Member may appoint two Representatives to attend, speak and vote at general meetings of the Association.
- (b) On a show of hands or on a poll taken at any general meeting, each Representative of a State Member present at that general meeting has one vote.

#### **8.2 Suspension of voting rights**

- (a) Unless the Directors have deferred a State Member's obligations according to rule 4.8, the voting rights of a State Member are suspended while the payment of any subscription or other amount determined under rule 4.7 is in arrears.
- (b) No other rights of the State Member are affected.

#### **8.3 Life Members**

Life Members shall have the right to attend all general meetings and may, at the invitation of the chair of the meeting, address a general meeting of the Association, but do not have rights to vote.

#### **8.4 Right to Speak at a General Meeting**

All State Members' Representatives entitled to attend a general meeting will have a right to speak at that meeting through the chair.

#### **8.5 Appointment of Representative by a State Member**

State Members shall by a resolution of their directors or other governing body authorise such persons as they think fit to act as their Representatives at all or any

meetings relating to the Association which they are entitled to attend to be held during the continuance of the authority and the persons so authorised shall be entitled to exercise the same powers on behalf of the State Member as the State Member could exercise at the meeting. Each State Member may authorise a maximum of 2 Representatives to attend any particular meeting.

### **8.6 Proof of Appointment or Revocation of Appointment of Representative**

A certificate under the seal of the State Member or such other document that in the sole discretion of the chair of the meeting considers sufficient, shall be prima facie evidence of the appointment or of the revocation of the appointment (as the case may be) of a Representative under rule 8.5 and notwithstanding anything hereinbefore contained, the certificate or such other document evidencing the appointment of a Representative shall be deposited at the Registered Office prior to or on the business day before the commencement of the general meeting at which the Representative purports to exercise any powers pursuant to it.

### **8.7 Limit on Representatives**

No person shall be permitted to act as the Representative of more than one State Member.

## **9. OBLIGATIONS OF STATE MEMBERS**

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### **9.1 Register of participants**

- (a) A State Member must maintain a database of all of its members including all Clubs, Active Skating Members, Associate Members and Life Members.
- (b) The database is to be established and maintained in the form (including as part of the Association national database), and contain the details, required by the Board from time to time.
- (c) Each State Member must ensure the Association national database contains an up-to-date details of all members of the State Member by 1st June each year and written confirmation from its secretary (or the person who holds an equivalent position) that its contents are true and correct as at the previous 1st May.
- (d) The Association may audit a database maintained under this rule at its discretion and the State Member must co-operate with the Association and the auditor and do everything reasonably required by the Association or the auditor to facilitate the audit.
- (e) In fulfilling its obligations under this rule, the State Member must comply with all applicable privacy laws and the National Privacy Principles set out in the Privacy Act 1988 (Cth), whether or not the State Member is otherwise bound to comply with them.

## **10. DIRECTORS**

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### **10.1 Number of Directors**

There are to be no more than seven (7) Directors and no less than five (5) Directors comprised as follows:

- (a) the President (who is also an Elected Director);
- (b) the Secretary (who is an Elected Director);
- (c) the Treasurer (who is an Elected Director);
- (d) a further two Elected Directors;
- (e) one Appointed Director (if appointed under rule 10.2); and
- (f) the Athletes Representative (if appointed under rule 10.3).

### **10.2 Appointed Directors**

- (a) The Elected Directors may by resolution appoint up to one person to be a Director ("Appointed Director").
- (b) The appointed Director may have specific skills in commerce, finance, marketing, law or business generally or such other skills which complement the Board composition. They do not need to be Active Skating Members but must be natural persons.
- (c) An Appointed Director holds office for a term of one year from the date of appointment, but is eligible for re-appointment.
- (d) The Elected Directors may by resolution remove an Appointed Director at their absolute discretion.

### **10.3 Athletes Representative**

- (a) Directors may invite the chair of the Athletes Commission to take up a position as a Director as the Athletes Representative.
- (b) The Athletes Representative may only remain a Director while continuing to occupy the position of chair of the Athletes Commission.

### **10.4 Eligibility**

- (a) A person who:
  - (i) is an employee of the Association or a State Member, including the Chief Executive Officer;
  - (ii) who is an office bearer of a State Member; or
  - (iii) was a Director of the Association and rule 10.5(d) applies, may not stand for or hold office as a Director.
- (b) A person elected or appointed as a Director at the time of holding a position referred to under rule 10.4(a)(i) or 10.4(a)(ii) must immediately resign from that position.

### **10.5 Rotation of Directors**

- (a) Elected Directors shall be elected for a term of two (2) years. Subject to provisions in this Constitution relating to earlier retirement or removal of Directors, Elected Directors shall remain in office from the conclusion of the

Annual General Meeting at which the election occurred until the conclusion of the second annual general meeting following their election.

- (b) Two Elected Directors shall retire in each even year and three Elected Directors shall retire in each odd year until.
- (c) The sequence of retirements under clause 10.5(b) to ensure rotational terms shall be determined by the Board. If the Board cannot agree it will be determined by lot.
- (d) Following the adoption of this Constitution, no person who has served as a Director for a period of 5 consecutive terms shall be eligible for re-election or re-appointment as a Director until the second Annual General Meeting following the date of conclusion of their last term as a Director. For the purposes of this rule 10.5(d), service:
  - (i) by a person filling a casual vacancy in an Elected Director position under rule 10.9 for any period will be treated as a term;
  - (ii) by a person in an Appointed Director position under rule 10.2 for any period will be treated as a term; and
  - (iii) by a person prior to the adoption of this Constitution for any length of time will be treated as a single term.
- (e) Subject to rule 10.5(d), any Director who retires from office shall be eligible for re-election.

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

A retiring Director holds office until the end of the meeting at which that Director retires.

## **10.7 Election of Directors**

- (a) At a general meeting:
  - (i) at which an Elected Director retires or is removed; or
  - (ii) at the commencement of or during which there is a vacancy in the office of an Elected Director, the Association may (subject to rule 10.8), by resolution, fill the vacancy by electing someone to that office.
- (b) Save where there exists only one nominee for election to the relevant office, an exhaustive vote by secret ballot shall be conducted in respect of any resolution to be considered under paragraph (a).
- (c) If there is an equality of votes under the secret ballot conducted under paragraph (b), a further vote (including only those nominees who received the highest number of votes) on the resolution shall take place by secret ballot.
- (d) If there is an equality of votes under the resolution by secret ballot under paragraph (c), then the vote shall be deemed to have been lost and a casual vacancy created in the office of the relevant Director, including the President.

- (e) A Director elected under this rule takes office at the end of the meeting at which he is elected.
- (f) If one of the Elected Directors to retire is the President the election to fill that office must be held before the election to fill the other vacancies.

### **10.8 Nomination for election**

- (a) A Member or a Director may nominate one or more persons for election as an Elected Director (including as President).
- (b) A nomination must be in writing and signed by the nominator and nominee and must be delivered to the Association at least 21 days in advance of the meeting at which the election is to be held.
- (c) Nominations must be circulated to Members 14 days in advance of the meeting at which the election is to be held.

### **10.9 Casual vacancy**

- (a) The Directors may at any time appoint a person to be a Director to fill a casual vacancy in the office of an Elected Director, including the President.
- (b) A Director appointed under this rule holds office until the next annual general meeting of the Association at which time he must retire but will be eligible for re-election.
- (c) Any Director appointed to fill a casual vacancy in the office of an Elected Director (including where caused by the retirement of the Director appointed under this rule 10.9 shall hold office only for the balance of the term of the Elected Director but, subject to this Constitution, will be eligible for re-election.

### **10.10 Remuneration of Directors**

A Director may not be paid for services as a Director but, with the approval of the Directors, may be:

- (a) paid by the Association for services rendered to it; and
- (b) reimbursed by the Association for his reasonable travelling, accommodation and other expenses when:
  - (i) travelling to or from meetings of the Directors, a Committee or the Association; or
  - (ii) otherwise engaged on the affairs of the Association.

### **10.11 Vacation of office**

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

- (a) 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;
- (b) resigns office by notice in writing to the Association;



- (c) accepts appointment to, or becomes the holder of, a disqualifying position; or
- (d) is not present personally at three consecutive Directors' meetings without leave of absence from the Directors.

### **10.12 Interested Directors**

- (a) Before a vote of Directors is taken, the Directors may refer to the Register of Interests to determine the extent of any interest a Director may have in the matter for which the vote is being taken.
- (b) The Public Officer (or other Director) may notify the Directors of any interest recorded in the Register of Interests and the Director will be given an opportunity to state why he is able to vote.
- (c) If the Directors agree that there will be no conflict of interest, a Director will be entitled to vote but will otherwise be excused from the vote.
- (d) Each Director must notify the Public Officer of any material personal interests in a matter that relates to the affairs of the Association and must advise the Public Officer of any change to those notified interests and any such interest must be recorded in the Register of Interests.

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

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### **11.1 Directors to manage Association**

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

### **11.2 Specific powers of Directors**

Without limiting rule 11.1, the Directors may exercise all the Association's powers to borrow or raise money, to charge any property or business or give any other security for a debt, liability or obligation of the Association or of any other person.

### **11.3 Time, etc**

Subject to the Act, where this Constitution requires that something be done by a particular time, or within a particular period, or that an event is to occur or a circumstance is to change on or by a particular date, the Directors may in their absolute discretion extend that time, period or date as they think fit.

### **11.4 Appointment of attorney**

The Directors may appoint any person to be the Association's attorney for the purposes, with the powers, authorities and discretions, for the period and subject to the conditions they think fit.

### **11.5 Provisions in power of attorney**

A power of attorney granted under rule 11.4 may contain any provisions for the protection and convenience of persons dealing with the attorney that the Directors think fit and may also authorise the attorney to delegate (including by way of appointment of a substitute attorney) all or any of the powers, authorities and discretions of the attorney.

## **11.6 Strategic Plan**

The Directors shall cause a strategic planning process to take place each calendar year involving targeted stakeholders including delegates of State Members for the purpose to develop, refine or alter the Association's strategic plan prior to its final approval by the Board.

## **11.7 Minutes**

The Directors shall cause minutes of meetings to be made and kept by the Association.

## **12. PROCEEDINGS OF DIRECTORS**

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### **12.1 Directors meetings**

- (a) The Directors may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.
- (b) The Directors shall meet on no less than six occasions throughout each year.
- (c) The President shall be the chair of a Directors' meeting, or, in the President's absence, such Director as is agreed to by the Directors who are present at the meeting.

### **12.2 Meeting by Telephone or other Electronic Means**

- (a) The contemporaneous linking together by telephone or other electronic means of a number of the Directors sufficient to constitute a quorum, constitutes a meeting of the Directors.
- (b) The rules relating to meetings of the Directors apply with the necessary changes, to meetings of the Directors by telephone or other electronic means.
- (c) A Director participating in a meeting by telephone or other electronic means is considered present in person at the meeting.
- (d) A meeting by telephone or other electronic means is held at the place determined by the chair of the meeting.
- (e) At least one (1) of the Directors involved in a telephone or electronic meeting must have been at the place the chair determines as the meeting place, for the duration of the meeting.

### **12.3 Questions decided by majority**

A question arising at a Directors' meeting is to be decided by a majority of votes of the Directors present and entitled to vote.

### **12.4 Alternate director and voting**

A person who is present at a Directors' meeting as an alternate director for another Director in accordance with rule 12.8 has, in addition to their own vote, one vote for each absent Director who would be entitled to vote if present at the meeting and for whom that person is an alternate director.

## **12.5 Casting vote**

The chair of the meeting has a casting vote.

## **12.6 Quorum**

Until otherwise determined by the Directors, four (4) Directors (at least three of whom are entitled to vote) present in person are a quorum.

## **12.7 Effect of vacancy**

- (a) The continuing Directors may act despite a vacancy in their number.
- (b) However, if the number of Directors is reduced below the number required for a quorum, the remaining Directors may act only for the purpose of filling the vacancies to the extent necessary to bring their number up to that required for a quorum or to convene a general meeting.

## **12.8 Director attending and voting by proxy**

A Director may be represented by an alternate director at a Directors' meeting if the alternate director:

- (a) is another Director; and
- (b) has been appointed in writing signed by the appointor

provided that the absent Director would be entitled to vote if present at the meeting.

The appointment must be for a particular meeting.

## **12.9 Convening meetings**

Any two (2) Directors may convene a Directors' meeting.

## **12.10 Committees**

The Directors may delegate any of their powers to Committees consisting of those persons they think fit, and may vary or revoke any delegation.

## **12.11 Powers delegated to committees**

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

## **12.12 Committee meetings**

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

## **12.13 Circulating resolutions**

- (a) The Directors may pass a resolution without a Directors' meeting being held if all of the Directors who are entitled to vote on the resolution sign a document

containing a statement that they are in favour of the resolution set out in the document (or indicate this electronically).

- (b) Separate copies of the document may be used for signing by the Directors if the wording of the resolution and statement is identical in each copy.
- (c) The resolution may be circulated by any of the means referred to under rule 18.
- (d) The resolution is passed when the last Director signs.

#### **12.14 Validity of acts of Directors**

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

### **13. PUBLIC OFFICER**

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#### **13.1 Appointment of Public Officer**

- (a) The Public Officer may be appointed and removed by the Board and otherwise in accordance with the Act.
- (b) The Directors will appoint a Public Officer to fill a casual vacancy in accordance with the Act.
- (c) A Public Officer may additionally hold any other office in the Association.

### **14. CHIEF EXECUTIVE OFFICER**

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#### **14.1 Appointment of Chief Executive Officer**

The Directors may appoint a Chief Executive Officer.

#### **14.2 Powers, duties and authorities of Chief Executive Officer**

- (a) The Chief Executive Officer holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, determined by the Directors.
- (b) The exercise of those powers and authorities and the performance of those duties, by the Chief Executive Officer is subject at all times to the control of the Directors.

#### **14.3 Suspension and removal of Chief Executive Officer**

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

#### **14.4 Chief Executive Officer to attend Directors' meetings**

The Chief Executive Officer is entitled to notice of and to attend all meetings of the Association, the Directors and any Committees and may speak on any matter, but does not have a vote.

## **15. BY-LAWS**

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### **15.1 Making and amending By-laws**

- (a) The Directors may from time to time make By-laws which in their opinion are necessary or desirable for the control, administration and management of the Association's affairs, and may amend, repeal and replace those By-laws.
- (b) The Association in general meeting, may amend, repeal or replace any By-law made by the Directors, but that does not affect the validity of anything previously done by the Directors or anyone pursuant to that By-law.

### **15.2 Effect of By-law**

A By-law:

- (a) is subject to this Constitution;
- (b) must be consistent with this Constitution; and
- (c) when in force, is binding on all Members and has the same effect as a provision in this Constitution.

## **16. SEALS**

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### **16.1 Safe custody of common seals**

The Directors must provide for the safe custody of any seal of the Association.

### **16.2 Use of common seal**

If the Association has a common seal or duplicate common seal:

- (a) it may be used only by the authority of the Directors; and
- (b) every document to which it is affixed must be signed by a Director and be countersigned by another Director or another person appointed by the Directors to countersign that document or a class of documents in which that document is included.

## **17. CUSTODY AND INSPECTION OF RECORDS**

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### **17.1 Registers**

- (a) The Public Officer shall keep and maintain a register of Members in which shall be entered the full name, address and date of entry of the name of each Member.
- (b) The Public Officer shall keep and maintain a register of Directors in which shall be entered the full name, address and date of appointment and resignation of the name of each Director.

### **17.2 Custody of Books and Other Documents**

- (a) Except as otherwise provided in this Constitution, the Public Officer shall keep in his custody or under his control all books, documents and securities of the Association.

- (b) Records and minutes may be kept in written or electronic form. If kept in electronic form, the records and minutes must be able to be converted into hardcopy form.

### **17.3 Inspection by Members**

Subject to the Act, the Directors may determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the Association or any of them will be open for inspection by the Members (other than Members who are also Directors).

### **17.4 Right of a Member to inspect**

A Member does not have the right to inspect any document of the Association except as permitted by law or authorised by the Directors or by the Association in general meeting.

## **18. SERVICE OF DOCUMENTS**

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### **18.1 Methods of service on a Member**

The Association may give a document to a Member:

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

### **18.2 Methods of service on the Association**

A Member may give a document to the Association:

- (a) by delivering it to the Registered Office;
- (b) by sending it by post to the Registered Office; or
- (c) to a fax number or electronic address nominated by the Association.

### **18.3 Post**

A document sent by post:

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

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

### **18.4 Fax or electronic transmission**

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

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

## **19. INDEMNITY**

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### **19.1 Indemnity of officers**

Every person who is or has been:

- (a) a Director; or
- (b) a Public Officer,

is entitled to be indemnified out of the property of the Association against:

- (c) every liability incurred by the person in that capacity (except a liability for legal costs); and
- (d) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity,

unless:

- (e) the Association is forbidden by statute to indemnify the person against such liability.

### **19.2 Insurance**

The Association may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or has been a Director or Public Officer against liability incurred by the person in that capacity, including a liability for legal costs, unless:

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

## **20. ACCESS TO INFORMATION**

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### **20.1 Board Meetings**

- (a) The Directors shall cause the Association to send to each State Member a notice of any significant action including any action impacting on State Members that the Directors resolve that the Association take.
- (b) The notice referred to in paragraph (a) must be sent within 14 days following the meeting at which that resolution was passed.

## **20.2 Annual Report**

- (a) The Directors shall cause the Association to send to each State Member an annual report of the Association's operations and audited financial performance and position each year.
- (b) The report referred to in paragraph (a) must be sent no less than two (2) weeks prior to the annual general meeting of the Association that immediately follows the end of the financial year to which the report relates.

## **21. GRIEVANCE PROCEDURE**

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- (a) The grievance procedure set out in this rule applies to disputes under these rules between:-
  - (i) two or more Members; or
  - (ii) a Member and the Association.
- (b) The Board may prescribe additional grievance procedures in By-laws consistent with this Rule 21.

## **22. DISCIPLINE**

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- (a) Where the Board is advised or considers that a Member (including but not limited to Active Skating Members) has allegedly:
  - (i) breached, failed, refused or neglected to comply with a provision of this Constitution, the By-laws or any resolution or determination of the Board or any duly authorised committee; or
  - (ii) acted in a manner unbecoming of a Member, or prejudicial to the purposes and interests of the Association and/or Ice Racing; or
  - (iii) brought the Association, any other Member or Ice Racing into disrepute,

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

- (b) The Board may appoint a Disciplinary Tribunal to deal with any disciplinary matter referred to it. Such a Disciplinary Tribunal shall operate in accordance with the procedures expressed in the By-laws but subject always to the Act.

## **23. WINDING UP**

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

- (a) Each State Member only must to contribute to the Association's property if the Association is wound up while they are a Member or within one year after their membership ceases.
- (b) The contribution is for:



- (i) payment of the Association's debts and liabilities contracted before their membership ceased;
- (ii) the costs of winding up; and
- (iii) adjustment of the rights of the contributories among themselves, and the amount is not to exceed \$20.00.

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

If on the winding up or dissolution of the Association, and after satisfaction of all its debts and liabilities, any property remains, that property must be given or transferred to another body or bodies:

- (a) having objects similar to those of the Association; and
- (b) whose constitution prohibits (or each of whose constitutions prohibit) the distribution of its or their income and property among its or their members to an extent at least as great as is imposed under this Constitution.

That body is, or those bodies are, to be determined by the Members at or before the time of dissolution or, failing that determination, by a judge who has or acquires jurisdiction in the matter.

## **24. AUDITOR**

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- (a) A properly qualified auditor or properly qualified auditors shall be appointed or delegated to the Directors for appointment by the Association in general meeting and their remuneration fixed and duties and rights regulated in accordance with the Act.
- (b) The Directors must cause the accounts of the Association to be audited by the auditor(s) as required by the Act.

## **25. FINANCIAL YEAR**

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The financial year of the Association shall be the period from 1 July to 30 June the following year.

## **26. ALTERATION OF CONSTITUTION**

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Subject to the provisions of the Act, the Association may at any general meeting from time to time by Special Resolution alter or repeal this Constitution (including the Objects).

## **27. REGISTERED ADDRESS**

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The registered address of the Association must be:

- (a) an address where the Public Officer can generally be found and where documents can be served on the Public Officer; and
- (b) in New South Wales.