

**AUSTRALIAN BASEBALL FEDERATION
LIMITED**

CONSTITUTION

AS AMENDED BY A SPECIAL RESOLUTION OF
THE COMPANY PASSED AT A GENERAL
MEETING HELD ON 30 OCTOBER 2023.



ADVOCATUS LAWYERS & CONSULTANTS
GPO BOX 3532
SYDNEY NSW 2001

REF: DCK:CF
+61 (0)2 9241 1771 (TEL)
+61 (0)2 9241 6688 (FAX)
darren.kane@advocatus.com.au

Corporations Act 2001 (Cth)

A public company limited by guarantee

CONSTITUTION

of

AUSTRALIAN BASEBALL FEDERATION LIMITED

GENERAL

1 Definitions

The following definitions apply in this Constitution unless expressly stated otherwise or unless the context otherwise requires:

Annual General Meeting means the annual general meeting of the Company held pursuant to the requirements of the Corporations Act.

Appointed Director means a Director who is appointed in that class of Directors in accordance with clause 31.

Board means the board of Directors of the Company.

Business Name means the registered business name "Baseball Australia" which is registered in the name of the Company, registration number BN98160567.

Chief Executive Officer means the Chief Executive Officer of the Company appointed by the Directors in accordance with clause 34.

Club means an organisation that is a member of a State Member, where an objective of that organisation is to field teams in competitive baseball tournaments, competitions and matches, including those conducted under the auspices of the relevant State Member.

Company means Australian Baseball Federation Limited.

Company Secretary means a company secretary of the Company in accordance with the requirements of the Corporations Act and the provisions of this Constitution.

Constitution means this constitution of the Company as altered, amended or replaced from time to time.

Corporations Act means the *Corporations Act 2001 (Cth)*.

Corporations Regulations means regulations made under the powers contained in the Corporations Act.

Director means a director of the Company.

Elected Director means a Director who is elected in that class of Directors in accordance with clauses 31 and 32.

Finance, Audit and Risk Committee means the committee so named, which is established in accordance with clause 45 of this Constitution, with the terms of reference and charter set out in this Constitution.

Insolvency Event means:

- (a) a receiver, receiver and manager, administrator, trustee or similar official is appointed over any of the assets or undertaking of that person;
- (b) the person suspends payments of his debts generally;
- (c) the person is or becomes unable to pay his debts when they are due or is unable to pay his debts within the meaning of the Corporations Act;
- (d) an application or order is made for the winding up or dissolution of, or the appointment of a provisional liquidator to the person or a resolution is passed or steps are taken to pass a resolution for the winding up or dissolution of the person otherwise than for the purpose of an amalgamation or reconstruction; or
- (e) where that person commits an act of bankruptcy, enters into an assignment for the benefit of creditors, is unable to pay his debts when due, or any application has been made to declare that person bankrupt.

Joint Member has the meaning given to that term in clause 10.

Law means the Corporations Act and the Corporations Regulations, as well as any other regulations made thereunder.

Member means a member of the Company in any category admitted in accordance with the provisions of this Constitution and **Membership** is membership of the Company in any category. The categories of Membership of the Company which are available at the date of adoption of this Constitution are (without limitation to any other categories determined by the Company, in accordance with clause 10(a)(vi), after the date on which this Constitution is adopted):

- (a) **State Membership:** means an organisation that is admitted to Membership of the Company in that category in accordance with the provisions of this Constitution.
- (b) **Affiliate Membership:** means an organisation that is admitted to Membership of the Company in that category in accordance with the provisions of this Constitution and any relevant Policy.
- (c) **Life Membership:** means a person who is admitted to Membership of the Company in that category in accordance with the provisions of this Constitution.
- (d) **Individual Member:** means a person that is admitted to Membership of the Company in that category in accordance with the provisions of this Constitution and any relevant Policy.

Member Present means, in connection with a meeting, the Member present in person, by appointment of a Member's Representative, by proxy or by attorney.

Member's Representative means the appointee of a Member, who is appointed by that Member in accordance with this Constitution to attend meetings of the Company and exercise the powers of that Member at meetings of the Company which are vested in that Member by this Constitution and any Policy.

Mentally Incapacitated Person means a person who is an involuntary patient or a forensic patient or a correctional patient within the meaning of the *Mental Health Act 2007* (NSW) or a protected person within the meaning of the *NSW Trustee and Guardian Act 2009* (NSW).

National Teams means any team or squad nominated or selected by or with the approval of the Company to represent Australia in the sport of baseball, including Olympic Squads and Representative Squads.

Nominations Committee means the committee so named, which is established in accordance with clause 45 of this Constitution, with the terms of reference and charter determined by the Board in accordance with this Constitution.

Official Position means, in connection with any body corporate, organisation or entity, a person who:

- (a) holds a position, whether elected or appointed, as president, vice president, secretary, treasurer, director or equivalent of that body corporate or organisation; or
- (b) has, directly or indirectly, a material ownership or financial interest in that body corporate, organisation or entity.

Olympic Squad means any representative baseball squad nominated by the Company and selected by the Australian Olympic Committee to represent Australia in the sport of baseball at an Olympic Games.

Patron means the person appointed to that position in accordance with clause 29.

Policy means any rules, regulations, by-laws, policies, determinations and directives made by the Board in accordance with this Constitution.

President means the chairman of the Board and president of the Company, who is appointed in accordance with clause 31.

Regional Governing Body means an organisation affiliated with or otherwise recognised by the Company or a State Member, as being responsible for the administration of the Sport within a particular part of a State or Territory, or within some other region of Australia.

Register means the register of Members of the Company maintained by the Company in accordance with the requirements of the Corporations Act.

Registration means registration or affiliation of an Individual Member with a State Member, such registration being in the form of a signed application form and their consent to Membership of the Company; and **Registered** has a corresponding meaning.

Related Body Corporate has the meaning ascribed to that term in the Corporations Act.

Representative Squad means a representative baseball squad nominated or selected by the Company to represent Australia in the sport of baseball.

Returning Officer means a person appointed by the President to act as the returning officer at any election of Life Members or Elected Directors.

Seal means the common seal of the Company.

Special Resolution means a resolution passed by at least seventy-five (75) percent of the total number of eligible votes cast in a vote on that question, motion or resolution put at the relevant general meeting in accordance with this Constitution and / or the Corporations Act.

Sport means the sport of baseball as recognised, controlled and regulated by WBSC from time to time and includes:

- (a) The sport for athletes with disabilities; and
- (b) Modified forms of the sport developed for junior development and other purposes.

Sporting Power means the power delegated to the Company by WBSC and otherwise for the exclusive control and management of the Sport in Australia.

Statutes and Regulations means the statutes and regulations of WBSC applicable to the Sport.

Voting Member means a Member who is entitled by operation of this Constitution to vote on a resolution.

WBSC means World Baseball Softball Confederation, the international governing body for the Sport, recognised by the International Olympic Committee.

2 Interpretation

The following rules of interpretation apply unless the context requires otherwise.

- (a) Headings are for convenience only, and do not affect interpretation.
- (b) Any reference to a gender includes a reference to all genders.
- (c) The singular includes the plural, and vice versa.
- (d) Where a word or phrase is defined, its other grammatical forms of that word or phrase have corresponding meanings.
- (e) A reference to a paragraph or a sub-paragraph is a reference to that paragraph or sub-paragraph, as the case may be, of the clause or paragraph in which the reference appears.
- (f) A reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislative provision substituted for it, and all regulations and statutory instruments promulgated under it.
- (g) Except in so far as a contrary intention appears in this Constitution, an expression has, in a provision of this Constitution which relates to a particular provision of the Law, the same meaning as in that provision of the Law.
- (h) A mention of anything after include, includes or including does not limit what else might be included.
- (i) A reference to a person includes a corporation, incorporated association, trust, partnership, unincorporated association or other entity, whether or not it comprises a separate legal entity.
- (j) Any reference to "\$" or "dollars" is a reference to the currency of the Commonwealth of Australia.

3 Replaceable Rules

The rules of the Company specified in the provisions of this Constitution shall apply to the Company, and the replaceable rules contained in the Corporations Act do not apply to the Company.

4**Powers and Actions Authorised Under the Law**

- (a) The Company shall have power under this clause 4 to perform any action in any case where the Law confers that power on any company if that power is comprised in its constitution documents.
- (b) The rules of the Company specified in this Constitution shall apply subject to, and in compliance with any mandatory provision of the Corporations Act.
- (c) Any mandatory provision of the Corporations Act shall be incorporated into this Constitution and shall prevail over any provision contained in this Constitution, but only to the extent of any inconsistency between the Corporations Act and this Constitution.
- (d) The Company may in any way the Corporations Act permits:
 - (i) exercise any power;
 - (ii) take any action; or
 - (iii) engage in any conduct or procedure;which, under the Corporations Act, a company limited by guarantee may exercise, take or engage in.
- (e) Notwithstanding clause 4(d); the Company may do all other things that are incidental or conducive to carrying out the Company's objects.
- (f) Where this Constitution provides that a person "may" do a particular act or thing, the act or thing may be done at the person's discretion.
- (g) Where this Constitution confers a power to do a particular act or thing, the power is, unless the contrary intention appears, to be taken as including a power exercisable in the same manner and subject to the same conditions (if any) to repeal, rescind, revoke, amend or vary that act or thing.
- (h) Where this Constitution confers a power to do a particular thing in respect of particular matters, the power is, unless the contrary intention appears, to be taken to include a power to do that thing in respect of some only of those matters or in respect of a particular class or particular classes of those matters and to make different provision in respect of different matters or different classes of matters.
- (i) Where this Constitution confers a power to make appointments to any office or position, the power is, unless the contrary intention appears, to be taken to include a power:
 - (i) to appoint a person to act in the office or position until a person is appointed to the office or position; and
 - (ii) subject to any contract between the Company and the relevant person, to remove or suspend any person appointed, with or without cause.
- (j) Where this Constitution confers a power or imposes a duty then, unless the contrary intention appears, the power may be exercised and the duty must be performed from time to time as the occasion requires.
- (k) Where this Constitution confers a power or imposes a duty on the holder of an office as such then, unless the contrary intention appears,

the power may be exercised and the duty must be performed by the holder for the time being of the office.

- (l) Where this Constitution confers power on a person or body to delegate a function or power:
- (i) the delegation may be concurrent with, or (except in the case of a delegation by the Board) to the exclusion of, the performance or exercise of that function or power by the person or body;
 - (ii) the delegation may be either general or limited in any manner provided in the terms of delegation;
 - (iii) the delegation need not be to a specified person but may be to any person from time to time holding, occupying or performing the duties of a specified office or position;
 - (iv) the delegation may include the power to delegate;
 - (v) where the performance or exercise of that function or power is dependent on the opinion, belief or state of mind of that person or body in relation to a matter, that function or power may be performed or exercised by the delegate on the opinion, belief or state of mind of the delegate in relation to that matter; and
 - (vi) the function or power so delegated, when performed or exercised by the delegate, is to be taken to have been performed or exercised by the person or body.

NAME AND OBJECTS

5 The name of the Company is “**Australian Baseball Federation Limited**”. The Company may however undertake any activity, enterprise and do anything else in the furtherance of its object set out in clause 6 under the Business Name.

6 The Company recognises that WBSC is the sole international sporting authority entitled to make and enforce regulations for the encouragement and control of the Sport. So that the above authority may be exercised in a fair and reasonable manner, WBSC has drawn up the Statutes and Regulations which govern the Sport.

The Company acquiesces to and is bound by the Statutes and Regulations adopted by WBSC.

One single organisation is recognised by WBSC as the sole organisation responsible for the control of the Sport, and the enforcement of the WBSC statutes and regulations, within its own country. The Company is recognised by WBSC and delegated by WBSC with exercising the Sporting Power for Australia.

The primary objects of the Company are to:

- (a) Adopt and exercise the Sporting Power as the national federation for the sport in Australia, and be the single controlling body and administrator of the Sport in Australia.
- (b) Conduct, encourage, promote, advance, control, foster, develop and manage all levels of the Sport in Australia interdependently with Members and others.

- (c) Generally, act in the best interests of the Sport.
- (d) Facilitate participation by National Teams in international competitions, tournaments and matches.
- (e) Foster, control, conduct and administer national, interstate and other championships, tournaments, competitions and matches and participation in those competitions.
- (f) Affiliate with or otherwise obtain membership of WBSC.
- (g) Delegate appropriate functions and responsibilities to State Members.
- (h) Establish and maintain financial security by obtaining funds from all private, public, governmental, institutional sources and from Members.
- (i) Negotiate, co-operate and work with international and domestic organisations as required in order to fulfil the objects of the Company.
- (j) Encourage the provision and development of appropriate facilities for participation in the Sport.
- (k) Promote the Sport for commercial, government and public recognition and benefits.
- (l) Control the use of the name of the Company and its intellectual property.
- (m) To make rules, regulations and by-laws and policies for the control and conduct of the Sport in Australia and for purposes consistent with the objects of the Company.
- (n) Have regard to the public interest in its operations.

The Company may undertake other activities not inconsistent with the primary objects set out in this clause 6 to enhance, promote or protect the interests of the Company.

LIABILITY

- 7 The Company is a public company limited by guarantee. The liability of the Members is limited. Every Member of the Company undertakes to contribute, to the assets of the Company in the event of the Company being wound up while the Member is a Member, for the payment of the debts and liabilities of the Company contracted or otherwise incurred before the Member ceases to be a Member and the costs charges and expenses of winding up the same. Each Member undertakes to contribute an amount of \$10.00.

WINDING UP

- 8 The income and property of the Company shall be applied solely towards the promotion of the objects of the Company contained in this Constitution. No portion of the income and property of the Company shall be paid or transferred directly or indirectly as a dividend bonus or any other method by way of profit to the Members of the Company, provided that nothing shall prevent the payment in good faith of remuneration to any officers or servants of the Company, nor to any Member or other person in return for any services actually rendered to the Company. Further, nothing contained in this clause shall prevent the payment of interest on money lent, nor reasonable and proper rent for premises demised or let by any Member to the Company.

- 9 If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the Members of the Company, but shall be given or transferred to an organisation or institution having objects similar to the objects of the Company, and whose constitution prohibits the distribution of its income and property among its members to an extent at least as great as is imposed on the Company under clauses 8 and 9. The organisation or institution shall be determined by the State Members unanimously, and failing that determination by the Chief Judge in Equity of the Supreme Court of New South Wales or such other judge of that Court as may have or acquire jurisdiction in the matter.

MEMBERSHIP

10 Membership of the Company and classes of Membership

- (a) Membership is limited as follows:
- (i) Subject to clauses 10(a)(ii) and 10(a)(vi), the number of Members for which the Company can be registered is unlimited.
 - (ii) Subject to clause 10(a)(vi), Membership of the Company is divided into the categories specified in clause 10(d). Only those organisations or people who satisfy the qualification and admission criteria for Membership in a particular category, and all other requirements set out in this Constitution concerning admission to Membership, shall be eligible to become a Member in that class.
 - (iii) Subject to the requirements of this Constitution regarding obligations upon applicants for Membership, a candidate for Membership in any category shall agree to be bound by this Constitution, the Policies, the Statutes and Regulations, including in particular the requirements set out in clause 12, by signing and forwarding an application to the Company to this effect in a form approved by the Directors and agreeing to their name being entered on the Register.
 - (iv) Nothing in this Constitution shall be interpreted to prevent, restrict or hinder or declare as invalid a resolution of the Board to suspend or otherwise decide to not accept any application for Membership.
 - (v) The Board may develop and implement Policies which set out the privileges and benefits of Membership in each category.
 - (vi) The Board may create other categories of Membership of the Company and, once any such category is created, make all such Policies in relation to that category that the Board is authorised to make in relation to other categories of Membership, **provided that** any such category of Membership created by the Board (and any Members admitted in that category of Membership) shall not be granted any voting rights exercisable at any meeting of the Company or otherwise.

- (b) No transfer of Membership shall be permitted.
- (c) Where a Member is comprised of more than one entity (together the Joint Members):
 - (i) the Joint Members shall collectively have one vote.
 - (ii) an obligation of the Joint Members under this Constitution shall be joint and several.
 - (iii) a right of the Joint Members is held by the Joint Members jointly.
 - (iv) a resignation received from a Joint Member will be treated as a resignation by all Joint Members comprised in that Joint Membership.
 - (v) a breach of this Constitution by any of one of the Joint Members is deemed to be a breach of this Constitution by all of the Joint Members of that Joint Membership.
 - (vi) the Joint Members must specify to the Company a single address for the service of any notice.
 - (vii) any notice sent by the Company to the address specified under clause 10(c)(vi) or received by the Company from a Joint Member shall be treated as being sent or made to or received from all of the Joint Members of that Joint Membership.
 - (viii) the Company must send any notice to the address of the Joint Member first named in the Register in the absence of any specification by the Joint Members under this clause.
 - (ix) an act or conduct of any of the Joint Members of the Joint Membership is for the purpose of this Constitution deemed to be an act or conduct all of the Joint Members.
 - (x) the Joint Members shall be treated as one Member for all purposes under this Constitution.
- (d) The categories of Membership of the Company and the corresponding qualification and admission criteria for Membership in that category are as follows:
 - (i) **State Members**
 - (1) those organisations whose names are recorded in the Register and in **Appendix A** to this Constitution as being State Members at the date of adoption of this Constitution; and
 - (2) the organisation recognised by the Company as the organisation responsible for the administration of the Sport within the whole of a particular Australian State or Territory.
 - (ii) **Affiliate Members**
 - (1) those organisations whose names are recorded in the Register and in **Appendix A** to this Constitution (or otherwise referred to in

Appendix A) as being Affiliate Members at the date of adoption of this Constitution.

(2) organisations with objects and interests which align to and are consistent with the objects and interests of the Company and which meets the criteria for Affiliate Membership determined by the Board and set out in the relevant Policies.

(iii) **Individual Member**

Means a person who is a member of a State Member, Affiliate Member or other organisation which participates in baseball activities sanctioned or conducted under the auspices of the Company.

(iv) **Life Members**

(1) Those persons whose names are recorded in **Appendix A** (or otherwise referred to in **Appendix A**) and in the Register as being Life Members at the date of adoption of this Constitution; together with

(2) such other persons who have rendered distinguished service to the Sport in Australia, where such service is deemed to have assisted the advancement of the Sport in Australia.

For the avoidance of doubt, Life Membership may be granted posthumously.

11 **Form of Application for Membership**

An application for Membership in all categories other than Life Membership, and a nomination for Membership in the case of Life Membership, must:

- (a) be in writing in a form approved by the Directors.
- (b) be signed:
 - (i) by the applicant; and
 - (ii) completed in accordance with clauses 13(f) to 13(h) in respect of a nomination for Life Membership.
- (c) specify the category of Membership in respect of which the application is made.
- (d) be accompanied by any other documents, information or evidence as to the qualification for Membership in the particular category for which the Directors reasonably require or which is required by this Constitution.
- (e) be accompanied by the requisite membership application fee, annual membership fee and / or any other amount determined by the Board.

The Board may determine the form of any agreement which a Member (in any category other than Life Membership) must enter into with the Company upon being admitted to Membership in that category.

Requirements and Obligations of Members

- (a) Further to any other provision of this Constitution, each State Member must be either a public company limited by guarantee incorporated under the Corporations Act, or an incorporated association registered under the applicable legislation of the State or Territory in which the State Member is located. In addition, each State Member will:
- (i) Have objects that align with those primary objects of the Company as set out in this Constitution and do all things reasonably necessary to enable those objects to be achieved, having regard to any legislation applicable to that State Member.
 - (ii) Effectively promote and enforce the Constitution and Policies of the Company, and the Statutes and Regulations.
 - (iii) At all times act for and on behalf of the interests of the Company, its Members and the Sport.
 - (iv) Use its best endeavours to be responsible and accountable to the Company for fulfilling its obligations under the Company's strategic plan as revised from time to time and where a copy of the Company's strategic plan has been provided with sufficient notice to enable it to be incorporated into the strategic plan and budget of the State.
 - (v) Provide the Company with copies of its audited accounts, annual report and associated documents within 14 days following its annual general meeting and otherwise as required by the Company.
 - (vi) Provide the Company with copies of its business plans and budgets from time to time and within 28 days of being requested by the Company to do so.
 - (vii) Act in good faith and loyalty, to maintain and enhance the Company and the Sport, its standards, quality, interests and reputation, for the collective and mutual benefit of the Company, its Members and the Sport.
 - (viii) At all times operate with and promote mutual trust and confidence between the Company and the Members, promoting the economic and sporting success, strength and stability of each other, and work cooperatively with each other in the pursuit of the Company's objects.
 - (ix) Maintain a database of all Clubs, officials and members Registered with it in accordance with the Policies, and provide a copy of that database (or relevant elements of that database) to the Company as agreed under the terms of a data sharing agreement upon request from time to time by the Board, in such means as may be required.
 - (x) Not do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of the Sport, and its maintenance and development.

- (xi) Advise the Company as soon as practicable of any serious administrative, operational or financial difficulties, and assist the Company in investigating those issues and cooperate with the Company in addressing those issues in whatever manner, including by allowing the Company to appoint an administrator to conduct and manage its business and affairs, or to allow the Company itself to conduct all or part of the business or affairs of the relevant State Member and on such conditions as the Company considers appropriate.

(b) Constitutions of State Members:

Subject to it being the case that no State Member shall be required by the Company as a condition of Membership to amend its constituent documents by reason of the Company adopting this Constitution, the following provisions apply:

- (i) Each State Member shall, in the event that it takes any step for the purpose of modifying, amending, repealing or replacing its constituent documents, take all steps necessary to ensure its constituent documents conform, and amendments conform, with this Constitution and the Policies, subject to any prohibition or inconsistency in any legislation applicable to that State Member.
- (ii) The constituent documents and any proposed amendments to the constituent documents of each State Member shall be subject to the approval of the Company.
- (iii) It shall be the duty of the Company to approve, without delay, such constituent documents and proposed amendments to constituent documents as may be submitted by the State Member provided that the said constituent documents and proposed amendments conform with this Constitution and the Policies.
- (iv) If the constituent documents do not conform with this Constitution and the Policies, the relevant State Member shall, without delay, take all steps necessary to address the inconsistency so that those documents conform with the Constitution and the Policies.
- (v) For the avoidance of doubt, if any inconsistency remains between the constituent documents of a State Member and this Constitution or the Policies, this Constitution and the Policies shall prevail to the extent of the inconsistency.
- (vi) The constituent documents of a State Member must require the State Member to:
 - (1) Advise the Company as soon as practicable after any serious administrative, operational or financial difficulties the State Member is having;
 - (2) Assist the Company in investigating those issues; and
 - (3) Cooperate with the Company in addressing those issues in whatever manner, including by allowing the Company to appoint an

administrator to conduct and manage the State Member's business and affairs, or to allow the Company itself to conduct all or part of the business or affairs of the State Member and on such conditions as the Company itself considers appropriate.

- (c) The following requirements apply in respect of Affiliate Membership:
 - (i) Natural persons are not entitled to become Affiliate Members.
 - (ii) When applying for Affiliate Membership an organisation must, with its application, submit its constituent documents to the Company.
 - (iii) The Board may make Policies which establish different categories of Affiliate Membership; and the criteria which must be satisfied in order to be granted Affiliate Membership in a particular category.

13 Admission to Membership

Categories other than Life Membership

In respect of all categories of Membership except for Life Membership the process for admission to Membership of the Company is as set out in clauses 13(a) to 13(e) below:

- (a) The Directors must consider an application for Membership at the next meeting of the Board after its receipt by the Secretary and determine, subject to this Constitution, the admission or rejection of the applicant.
- (b) The Directors may require any applicant for Membership to give such information as they require before admitting the applicant to Membership of the Company.
- (c) If an application for Membership is rejected the:
 - (i) Directors need give no reason for the rejection of an application.
 - (ii) Secretary must notify the applicant in writing of the rejection of the application.
 - (iii) Secretary must return to the applicant any amount paid to the Company in accordance with clause 11(e).
- (d) If an application for Membership is accepted the Secretary must enter the name and details of the Member into the Register of Members.
- (e) The Directors can require a Member to execute additional documents once that Member has been admitted to Membership and remains a Member.

Life Membership

In addition to meeting the requirements of clause 11 (with the exception of clause 11(b)(i) where Life Membership is awarded posthumously), the process for admission to Life Membership of the Company is as follows:

- (f) A person who is to be considered for admission to Life Membership must be nominated for Life Membership by a proposer and a

seconded, each of whom must be a Member and whom must have been a Member for a continuous period of not less than twelve (12) months up to the date of nomination.

- (g) The nomination for Life Membership must be signed by the nominee and by each of the proposer and the seconder.
- (h) The nomination form must be submitted to the Company accompanied by a statement which contains all relevant information and particulars necessary in order for the Board to consider whether the nominee qualifies to be appointed as a Life Member.
- (i) Nominations for Life Membership must be received by the Company by the last day of the financial year of the Company in any financial year if the nomination is to be considered by the Board before the next Annual General Meeting. A nomination received after this deadline but before the next Annual General Meeting shall not be considered by the Board until after that Annual General Meeting.
- (j) The Board shall meet within 30 days after the end of each financial year, to consider all nominations for Life Membership received before the end of the last financial year.
- (k) At each such meeting the Board shall consider each nomination for Life Membership and determine whether or not the person nominated satisfies the qualification criteria set out in clause 10(d)(iv).
- (l) In respect of each nominee who satisfies the criteria in clause 10(d)(iv), the Board shall decide by ordinary resolution whether to recommend that the nominee be elected by the Annual General Meeting as a Life Member. In respect of each nominee approved by the Board, the Board shall make that recommendation to the next Annual General Meeting.
- (m) At that next Annual General Meeting a ballot of the Members Present and entitled to vote shall be conducted in respect of the appointment of Life Members.
- (n) The following voting procedures shall apply in respect of the appointment of Life Members:
 - (i) That ballot will be conducted on the basis that each Member Present and entitled to vote shall be asked to cast a vote in the affirmative or the negative on the question of whether each nominee recommended by the Board shall be admitted to Life Membership of the Company.
 - (ii) A person shall be conferred with Life Membership of the Company provided that at least seventy-five (75) percent of the Members Present and entitled to vote at that Annual General Meeting vote in the affirmative on the question.

14 Notification by Members of Changes to Qualifications

Each Member must promptly notify the Secretary in writing of any change in the Member's qualification to be a Member of the Company.

15 Register of Members and Payments

- (a) The Register of Members of the Company must be kept in accordance with the Corporations Act.

- (b) The following must be entered in the Register of Members in respect of each Member:
 - (i) the full name of the Member;
 - (ii) the postal address, telephone number, facsimile number and electronic mail address, if any, of the Member;
 - (iii) the date of admission to, and cessation of, Membership; and
 - (iv) such other information as either the Directors require, or which is required by the Law, to be kept.
- (c) Each Member must notify the Secretary in writing of any change in that Member's name, address, facsimile number or electronic mail address, or any other information supplied in accordance with clause 15(b), within one (1) month after the change.
- (d) Application, subscription, annual and other fees, levies and amounts in respect of Membership in any category may be determined by the Board; however the Board shall not determine that any such amount is payable by Life Members.
- (e) In the event that the Board determines to apply an amount under clause 15(d) on the Members generally or on Members in a particular category, then each Member who is affected by that determination shall pay that fee within thirty (30) days after the commencement of the financial year of the Company to which the imposition of fees apply, unless the Board orders that a longer period apply in the circumstances.

16 Discipline of Members and Cessation of Membership Rights

- (a) A resignation of any Member shall be addressed to and forwarded to the Secretary.
- (b) The Board has the power to recommend that the Company in general meeting, by Special Resolution, expel, suspend, censure, fine or otherwise sanction a Member, in the event of a Member:
 - (i) wilfully refusing or neglecting to comply with the provisions of the Constitution;
 - (ii) engaging in or allowing any of its officers, employees or members to engage in any conduct which is or which would have the tendency to be detrimental to the interests of the Company or the Sport;
 - (iii) engaging in or allowing any of its officers, employees or members to engage in any conduct which has brought, brings or which would have the tendency to bring the Company, the Sport or the Member into disrepute; or
 - (iv) acting in or allowing any of its officers, employees or members to act in a manner which is materially inconsistent with, contrary to or prejudicial to the best interests of the Company or the Sport.
- (c) However, the Company shall not exercise this power unless at least one week before the meeting of the Company at which such resolution is passed, the Member:

- (i) had notice of the meeting and the allegations against the Member;
 - (ii) had notice of the intended resolution; and
 - (iii) had an opportunity of giving orally or in writing any explanation or defence the Member may think fit.
- (d) Membership shall cease and the Secretary shall record that fact in the Register upon being satisfied that any one of the following has occurred:
- (i) if the Member dies;
 - (ii) if the Member is convicted of an indictable offence that is punishable by imprisonment for twelve (12) months or more;
 - (iii) if the Member is or has become a Mentally Incapacitated Person;
 - (iv) an Insolvency Event occurring in relation to a Member;
 - (v) a written resignation from the Member has been received by the Secretary with one (1) month's notice;
 - (vi) if a resolution expelling the Member from Membership of the Company has been passed in accordance with clause 16; or
 - (vii) if clause 16(f) applies.
- (e) In the event that a Member has not paid any subscription, fee or other amount owing by the Member to the Company within thirty (30) days after the due date for the payment of that sum, the Member's rights, including without limitation the right to attend and vote at general meetings of the Company, shall automatically be suspended.
- (f) In the event that Member has not paid any subscription, fee or other amount owing by the Member to the Company within sixty (60) days after the due date for the payment of that sum, the Secretary may serve notice on the Member that if all outstanding amounts are not paid to the Company within a period of fourteen (14) days from the date of the notice, that Member's Membership shall cease, and that his name and all other details will thereafter be removed from the Register.
- (g) Nothing in this clause 16 is to be interpreted as preventing or restricting the Board in the making of further Policies concerning the conduct of Members and the disciplining of Members where such Policies are breached, provided that those Polices do not conflict with the provisions of this Constitution.

MEETINGS OF THE COMPANY

17 Power to convene

- (a) An Annual General Meeting of the Company shall be held after the end of each financial year of the Company and within the time limit prescribed by the Law. Any reference in this Constitution to a general meeting includes a reference to any Annual General Meeting.

- (c) The Board:
 - (i) may, whenever they think fit, convene a general meeting; and
 - (ii) must, on the requisition in writing of a State Member, immediately convene a general meeting to be held as soon as practicable but, in any case, not later than two (2) months after the date of the submission of the requisition.
- (c) If the Directors do not, within twenty-one (21) days after the date of the submission of a requisition pursuant to clause 17(b)(ii), proceed to convene a general meeting, the requisitioning State Member may convene a general meeting to be held not later than two (2) months after the date of submission of the original requisition to the Board.
- (d) The Board may postpone or cancel by notice, in writing to all Members in categories entitled to receive notices of meetings of the Company, a general meeting convened by the Board, except that a meeting convened on the requisition of a State Member or State Members shall not be postponed or cancelled without their consent.

18 Notice of general meetings and attendance at general meetings

- (a) State Members and Life Members shall be entitled to receive written notice of meetings of the Company. Further, written notice of meetings of the Company shall be given to:
 - (i) Each Director;
 - (ii) Each Secretary;
 - (iii) The Company's appointed auditor; and
 - (iv) Any other person who is entitled under the Law or any other applicable laws to receive such notice.
- (b) Members in all categories other than State Members and Life Members shall have no right to receive notices of meetings of the Company, nor shall any Member in any Membership class have any right to attend meetings of the Company or vote at any such meeting.
- (c) Subject to provisions of the Corporations Act relating to special and other resolutions, at least twenty-one (21) days' notice must be given, to any Member or other person entitled to receive notice under this Constitution, of any general meeting, provided that, subject to the Corporations Act, a general meeting may be called by shorter notice.
- (d) Each notice convening a general meeting shall contain the information required by the Law and this Constitution.
- (e) The non-receipt of a notice convening a general meeting by a person, or the accidental omission to give notice to any person entitled to receive notice, shall not invalidate the proceedings at or any resolution passed at the general meeting.

19 Quorum

No business shall be transacted at any general meeting unless a quorum of State Members is present at the time when the meeting proceeds to business. A quorum for a general meeting shall be four (4) State Members Present and entitled to vote on any item of business included in the notice of that general meeting.

20**President of meetings**

- (a) Subject to clause 20(b), the President shall act as the chairman at every general meeting.
- (b) Where a general meeting is held and:
 - (i) there is no President; or
 - (ii) the President is not present within fifteen (15) minutes after the time appointed for the meeting, or where the President does not wish to act as chairman of the meeting;

the Members Present shall elect as chairman of that meeting another Director who is present and willing to act, or if no other Director willing to act is present at the meeting, a Member's Representative who is present and willing to act.
- (c) Any question arising at a general meeting relating to the order of business, procedure or conduct of the meeting must be referred to the chairman of that meeting, whose decision is final.

21**Adjournments**

- (a) The President may adjourn the general meeting from time to time and from place to place.
- (b) No business shall be transacted at any adjourned general meeting, other than the business left unfinished at the meeting from which the adjournment took place.
- (d) When a general meeting is adjourned for twenty-one (21) days or more, notice of the adjourned general meeting shall be given in the same manner as notice of the meeting was given originally.
- (d) Except as provided by clause 21(c), it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned general meeting.

22**Voting at general meetings**

- (a) Any resolution to be considered at a general meeting shall be decided on a show of hands unless a poll is demanded.
- (b) A declaration by the President that a resolution has on a show of hands been carried or lost, and an entry to that effect in the minutes of the general meeting, shall be taken as conclusive evidence of the fact without the need to show the number or proportion of the votes recorded in favour of or against the resolution.
- (c) A poll for a resolution may be requested by the President, or by at least two (2) Members Present, and entitled to vote on the resolution. A request for a poll may be withdrawn.

23**Procedure for polls**

- (a) Subject to this clause, a poll when requested shall be taken in the manner and at the time the President directs.
- (b) The result of the poll shall be a resolution of the general meeting at which the poll was requested.

- (c) The request for a poll shall not prevent a general meeting from continuing with the transaction of any business other than that on which a poll has been requested.

24 No casting vote for President

In the event of an equality of votes on a show of hands or on a poll, the President or other chairman of the general meeting shall not have a casting vote.

25 Representation and voting of Members

- (a) Subject to this Constitution and subject to clause 26 in relation to the appointment of proxies:
 - (i) State Members and Life Members shall have the right to attend general meetings of the Company, provided that where the Member is not a natural person, the Member shall appoint one (1) Member's Representative, who is entitled to attend the general meeting as the representative of that Member and exercise all of the powers of that Member which are exercisable at that meeting.
 - (ii) A Member that is entitled to appoint a Member's Representative in accordance with clause 25(a)(i) shall be entitled to appoint a Member's Representative by a written instrument executed by the Member, such notice which is served on the Company.
 - (iii) The Member's Representative of a Member must be the chairman, a director, the chief executive officer or the executive officer of that Member, unless the President otherwise authorises the Member in writing to appoint some other person as its Member's Representative. Such authorisation may be given on whatever terms as are determined by the President
 - (iv) State Members, through their Member's Representative, have the right to vote at general meetings.
 - (v) Life Members have the right to attend general meetings, however Life Members do not have the right to vote at general meetings.
- (b) Subject to this Constitution:
 - (i) at any other meetings of the Company each Member entitled to attend and vote may attend and vote in person or by proxy;
 - (ii) on a show of hands, every Member Present having the right to vote at that meeting the Company has one (1) vote; and
 - (iii) on a poll, every Member Present having the right to vote at that meeting of the Company has one (1) vote.
- (c) An objection to the qualification of a person to vote a general meeting or any other meeting of the Company:
 - (i) Must be raised before or at the meeting of which the vote objected is given or tendered;

- (ii) Must be referred to the chairman of the meeting, whose decision is final.
- (d) A vote not disallowed by the President of a meeting under clause 25(c) is valid for all purposes.

26 Proxies

- (a) A Member entitled to vote at a meeting of the Company may appoint a proxy. A proxy must be another Member who is by reference to this Constitution entitled to attend and vote at that general meeting either in person, or through the appointment of a Member's Representative.
- (b) An instrument appointing a proxy must be in writing under the hand of the appointor Member personally.
- (c) An instrument appointing a proxy shall be in a form which appears at **Appendix B** to this Constitution.
- (d) A proxy may vote as the proxy thinks fit, on any motion or resolution in respect of which no manner of voting is indicated; however, if the instrument appointing a proxy specifies the way in which a proxy is to vote on any particular matter put to a vote at a general meeting, then the proxy must vote in the manner indicated in the instrument appointing the proxy.
- (e) The documents to be received under the Law and this Constitution, for an appointment of a proxy to be effective, must be received by the Company not less than twenty-four (24) hours before the subject meeting commences or resumes (as the case may be).

27 Right of officers and advisers to attend general meeting

- (a) A Secretary and any other officer of the Company, who is not a Member, shall be entitled to be present and, at the request of the President, to speak at any general meeting.
- (b) Any other person requested by the Directors to attend any general meeting shall be entitled to be present and, at the request of the President, to speak at that general meeting.

28 Circulating resolutions

Nothing in this Constitution shall be interpreted to limit the Company's power under the Law to pass a resolution as a circulating resolution.

29 Patron

- (a) The Board may from time to time appoint a Patron, who shall hold office for so long as, and on such terms and conditions as determined by the Board.
- (b) A person appointed as Patron must be a highly respected and prominent person in his or her particular field of achievement or endeavour, or a person who has made an outstanding contribution to the Sport or the Company.
- (c) The Board may revoke any appointment to the position of Patron.
- (d) The Patron shall not be appointed as a Director for so long as the person remains the Patron.

- (e) The Patron shall not have any official role, responsibility or duty by virtue of being appointed to that role. The Board shall be responsible for determining the functions, powers and duties of the Patron.

DIRECTORS

30 The Board

- (a) The Board shall at any time consist of not less than three (3) and a maximum of ten (10) Directors. In the event that there is at any time less than three (3) Directors of the Company, those Directors must act to appoint additional Directors in accordance with clause 33(b) so as to comply with the requirements of the Law.
- (b) A person can only become a Director in accordance with one of the procedures set out in this Constitution.
- (c) A person shall not be eligible for appointment as a Director and cannot be appointed as a Director:
 - (i) unless that person has already attained the age of eighteen (18) years.
 - (ii) If that person is or has been appointed to, or acted as, Chief Executive Officer of the Company at any time during the three (3) year period ending on the day before that person takes office as a Director.
- (d) A person who:
 - (i) is an employee of the Company, a State Member or an Affiliate Member;
 - (ii) holds an Official Position with a State Member, Affiliate Member, Regional Governing Body or a Club; or
 - (iii) is appointed by the Company, a State Member or an Affiliate Member as a head coach or as a coach of any team selected by that organisation;

(each of the positions referred to in clauses 30(d)(i) to (iii) a “**Disqualifying Position**”) may not hold office as a Director unless the person complies with clause 30(f).
- (e) If a Director accepts or is appointed to a Disqualifying Position that Director must immediately notify the Directors of that fact, where thereafter clause 33(a)(vii) applies.
- (f) If a person holding a Disqualifying Position is appointed as a Director then that person must resign from the Disqualifying Position within seven (7) days, otherwise the appointment of the person as a Director is void ab initio.
- (g) The composition of the Board shall be as follows:
 - (i) Up to a maximum of six (6) Elected Directors.
 - (ii) Up to a maximum of four (4) Appointed Directors.

The appointment of Directors and the President

All Directors who take office at the time this Constitution is adopted or at any time thereafter shall be appointed pursuant to the provisions of this clause 31 set out below.

Following the adoption of this Constitution, a process will be undertaken for the purposes of the Voting Members electing the initial Elected Directors. That process shall to the extent practicable follow the process for electing Elected Directors as set out below in this clause 31, however it is intended that a special general meeting be convened for the purpose of conducting those elections. Otherwise, the process for electing Elected Directors is set out in clause 31.

Elected Directors

- (a) Candidates for election as Elected Directors can be nominated by any of the State Members or by the Nominations Committee.
- (b) Elected Directors are appointed by the Voting Members in an election conducted in accordance with the voting rules set out in **Appendix C**.
- (c) Nominations by State Members of candidates for election as an Elected Director shall be requested by the Secretary at the same time that notice is given of the Annual General Meeting at which the election shall take place.
- (d) A State Member nominating a candidate for election as an Elected Director must make that nomination in writing in the form of a document approved by the Board. That document must be signed by the nominated candidate and by the State Member making the nomination.
- (e) Nominations made by State Members pursuant to clause 31(d) must be received by the Secretary no later than 5:00pm on the day which is fourteen (14) days prior to the Annual General Meeting at which the election shall take place. After that deadline passes, the Secretary shall provide all nomination documents, which comply with the requirements of this Constitution, to the Nominations Committee.
- (f) The Secretary shall, not less than seven (7) days prior to the Annual General Meeting at which the election shall take place, give notice to all Voting Members of the names of:
 - (i) the nominated candidates approved by the Nominations Committee and by the Board; and
 - (ii) any other candidates nominated by the Nominations Committee;

who are standing for election as an Elected Director at the Annual General Meeting. For the avoidance of doubt, the Nominations Committee may recommend to the Annual General Meeting which candidates for Elected Director positions it considers to be preferred candidates, regardless as to whether the candidate is nominated by a State Member or by the Nominations Committee.

- (g) Elections of Elected Directors shall take place at the times specified in clause 32.
- (h) Elected Directors are elected for a period of up to three (3) years.
- (i) Elected Directors hold office until the conclusion of the Annual General Meeting at which they are scheduled to retire by operation of

clauses 31(h) and 32.

Appointed Directors

- (j) The first Appointed Directors who shall take office on the adoption of this Constitution are listed in **Appendix D**.
- (k) Each of the Appointed Directors appointed in accordance with clause 31(j) and listed in **Appendix D** takes office for the period specified in **Appendix D** as being the period for which that Appointed Director is appointed. An Appointed Director is eligible for re-appointment.
- (l) In addition to the Elected Directors, the Directors may themselves appoint up to four persons to be Directors because of their special business acumen and/or technical skills. These persons will be known as the Appointed Directors.
- (m) Subject to this Constitution, Appointed Directors appointed after the date of adoption of this Constitution (including any person whose name is listed in **Appendix D** who is re-appointed as an Appointed Director after the date this Constitution is adopted) are appointed for a term of up to three (3) years).

President

- (n) The Directors shall, in accordance with this Constitution and by a resolution passed at a meeting convened for the purposes as soon as is practicable after each Annual General Meeting, elect from among their number a Director to act as President.
- (o) Subject to this Constitution, the person elected as President shall remain in office until the conclusion of the next Annual General Meeting.

Directors generally

- (p) Prior to their appointment as a Director, a prospective appointee shall provide to the Company a schedule of potential conflicting interests with the interests of the Company. If a person has a material conflicting interest with the Company then that person must not be appointed as a Director.
- (q) The Company may at any time remove any Director from office by resolution passed in accordance with the Corporations Act and this Constitution provided that a minimum required number of Directors is maintained.
- (r) A Director removed from office under clause 31(q) may not stand for or be re-elected to the office of Director for a period of three (3) years commencing from the date of removal from office.

32

Election of Elected Directors

- (a) All elections of Elected Directors shall take place using the same procedures as set out in clause 31 that relate to the election of the initial Elected Directors.
- (b) A person elected as an Elected Director takes office immediately upon the conclusion of the Annual General Meeting at which they are elected.
- (c) If a person is appointed to fill a casual vacancy in the position of an Elected Director:

- (ii) the person is appointed to the position until the conclusion of the next Annual General Meeting; and
- (iii) provided a resolution is passed by the Voting Members at the next Annual General Meeting confirming the appointment, the person shall remain in the position for the remainder of the term of appointment that the person who vacated the office would have remained in office for by reference to this Constitution.

33 Vacation of office

- (a) The office of a Director becomes vacant, and a casual vacancy in that office is created, in any of the following circumstances:
 - (i) in the circumstances prescribed by the Law;
 - (ii) if an Insolvency Event occurs in relation to a Director;
 - (iii) if the Director becomes a Mentally Incapacitated Person;
 - (iv) if the Director is removed from office pursuant to this Constitution;
 - (v) if the Director is removed from office by the Members under the procedure prescribed in the Law;
 - (vi) if the Director resigns by notice in writing to the Secretary or refuses to act;
 - (vii) If the Director accepts or is appointed to a Disqualifying Position and occupies that Disqualifying Position for a period of longer than seven (7) days.
 - (viii) is absent without the consent of the Board from three (3) consecutive meetings of the Board; or
 - (ix) dies.
- (b) In circumstances of a casual vacancy in the office of any Director:
 - (i) The remaining Directors may, subject to this Constitution, appoint a person as a Director; and
 - (ii) A person can be appointed as a Director under this clause in order to make up a quorum for a directors' meeting even if the total number of directors of the company is not enough to make up that quorum.
- (c) Any appointment made pursuant to clause 33(b) shall be on terms determined by the remaining Directors subject to the requirements of this Constitution.

34 Chief Executive Officer

- (a) The Directors may from time to time appoint a Chief Executive Officer of the Company for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in a particular case, may revoke any such appointment.
- (b) The Chief Executive Officer is not and must not serve as a Director, and the Chief Executive Officer is not a member of the Board.

- (c) The Chief Executive Officer reports to the Board.
- (d) The Chief Executive Officer must attend meetings of Directors if required by the Board.

POWERS AND DUTIES OF DIRECTORS

35 Powers of Directors

- (a) Subject to the Law and this Constitution, the business of the Company shall be managed by the Directors who may exercise all powers of the Company, including but not limited to the making of Policies and decisions consistent with fulfilling the objects of the Company, which are not, by the Law or this Constitution, required to be exercised by the Company in general meeting.
- (b) No Policies and decisions so made shall invalidate any prior act of the Directors which would have been valid if such Policy or decision had not been made.
- (c) Without limiting the generality of clause 35 the Directors may exercise all the powers of the Company to borrow money and to charge any property or business of the Company.
- (d) Unless otherwise stipulated by the Board, a Policy takes effect fourteen (14) days after it is made by the Board.

36 Appointment of Attorneys and Returning Officers

- (a) The Directors may, by power of attorney, appoint any person to be the attorney of the Company for the purposes, with the powers, authorities and discretions vested in or exercisable by the Board as may be specified by them and for such period and subject to such conditions as they think fit.
- (b) The President shall appoint a Returning Officer to act in respect of any election conducted by operation of this Constitution.

37 Negotiable instruments

All negotiable instruments of the Company shall be executed by the persons and in the manner that the Directors decide from time to time.

MEETINGS OF DIRECTORS

38 Meetings

- (a) The Directors shall meet together not less than five (5) times per year but in any event as often as is necessary for the despatch of business of the Company. The Board may adjourn and otherwise regulate their meetings as they think fit.
- (b) Any one (1) Director may, at any time, by written notice to the Secretary request that a meeting of the Directors be convened. The Secretary shall forthwith convene a meeting in accordance with such a request.
- (c) Where any Director is for the time being outside of Australia, notice need only be given to that Director if contact details have not been given by the Director to the Company.

- (d) A notice of a meeting of Directors:
 - (i) must specify the time and place of the meeting;
 - (ii) need not state the nature of the business to be transacted at the meeting; and
 - (iii) may be given in person or by post or by telephone, facsimile or other electronic means.
- (e) A Director may waive notice of any meeting of Directors by notifying the Company to that effect in person or by post, telephone, facsimile or other electronic means.
- (f) The non-receipt of notice of a meeting of Directors by, or a failure to give notice of a meeting of Directors to, a Director does not invalidate any thing done or resolution passed at the meeting if:
 - (i) the non-receipt or failure occurred by accident or error;
 - (ii) before or after the meeting, the Director waived or waives notice of that meeting or has notified or notifies the Company of his or her agreement to that thing or resolution personally or by post, telephone, facsimile or other electronic means; or
 - (iii) the Director attended the meeting.
- (g) A person who attends a meeting of Directors waives any objection that person may have to a failure to give notice of the meeting.

39 Meetings by technology

- (a) For the purposes of the Law, each Director, on becoming a Director (or on the adoption of this Constitution), consents to the use of the following technology for calling a Board meeting:
 - (i) telephone;
 - (ii) facsimile; and
 - (iii) electronic mail.

For the purposes of the Law, each Director, on becoming a Director (or on the adoption of this Constitution), consents to the use of the following technology for conducting a Board meeting:

 - (iv) video conferencing;
 - (v) telephone and teleconferencing;
 - (vi) any other technology which permits each Director to communicate with every other Director; and
 - (vii) any combination of the technologies described in clauses 39(a)(iv) to (vii).
- (b) A Director may withdraw or modify the consent given under this clause 39 only in accordance with the Law.
- (c) Where the Directors are not all in attendance at one place and are holding a meeting using technology and each Director can communicate with the other Directors:

- (i) the participating Directors shall, for the purpose of every provision of this Constitution concerning meetings of the Directors, be taken to be assembled together at a meeting and to be present at that meeting; and
- (ii) all proceedings of those directors conducted in that manner shall be as valid and effective as if conducted at a meeting at which all of them were present.

40 Quorum at meetings

A quorum for a meeting of Directors is the presence or, subject to clause 39, participation as permitted by the Law, of at least four (4) Directors.

41 Chair of meetings

- (a) The chairman of all meetings of the Board and the Company shall be the President appointed in accordance with clause 31(n).
- (b) Where a meeting of Directors is held and:
 - (i) a chairman has not been elected as provided by clause 41(a); or
 - (ii) the President is not present at the time appointed for the holding of the meeting or does not wish to chair the meeting,the Directors present shall elect a Director as the chairman of that meeting.
- (c) The President does not have a casting vote in addition to any vote to which the President may be entitled as a Director.

42 Proceedings at meetings

Subject to this Constitution, questions arising at a meeting of Directors shall be decided by a majority vote of Directors present and voting and any such decision shall for all purposes be taken to be a decision of the Board.

DIRECTORS' OWN INTERESTS

43 Disclosure of interests

- (a) A Director is not disqualified by the Director's office from contracting with the Company in any capacity.
- (b) A contract or arrangement made by the Company with a Director or in which a Director is in any way directly or indirectly interested shall not be avoided merely because the Director is a party to or interested in it.
- (c) A Director is not liable to account to the Company for any profit derived in respect of a matter in which the Director has a material personal interest, merely because of the Director's office or the fiduciary relationship it entails, if the Director has:
 - (i) declared the Director's interest in the matter as soon as practicable after the relevant facts have come to the Director's knowledge; and
 - (ii) not contravened this Constitution or the Law in relation to the matter.

A general notice that the Director is an officer or member of a specified entity or organisation, stating the nature and extent of the Director's interest in the entity or organisation shall, in relation to a matter involving the Company and that entity or organisation, be a sufficient declaration of the Director's interest, provided the extent of that interest is not materially greater at the time of first consideration of the relevant matter by the Directors than was stated in the notice.

- (d) Subject to the Law, a Director may not:
- (i) receive board papers;
 - (ii) vote in respect of a matter; or
 - (iii) be present when a vote is conducted in respect of a matter
- in which that Director has a material personal interest.
- (e) If the provisions of clause 43 and the Law have been observed by any Director with regard to any contract or arrangement in which the Director is in any way interested, the fact that the Director signed the document evidencing the contract or arrangement shall not in any way affect its validity.
- (e) Each Director must provide the Company with notification from time to time of that Director's material personal interests and any interests which conflict with the interests of the Company.
- (f) The Company shall maintain a register of those interests of Directors notified to the Company from time to time.
- (g) Nothing in this clause 43 shall operate to limit the operation of the Corporations Act as it applies to the interests of company directors.

44

Remuneration

- (a) The Directors shall be entitled to payment of fees for their service as Directors of the Company in any maximum aggregate amount specified at any time by a resolution passed as a Special Resolution of Voting Members in general meeting.
- (b) The maximum aggregate amount approved by the Voting Members at the date of adoption of this Constitution is nil dollars (\$Nil). Any proposal for a resolution to increase the maximum aggregate fee amount referred to in clause 44(a), and the proposed increased amount, shall be specified in the notice calling any general meeting where such a resolution is to be put to the Voting Members.
- (c) Fees payable to Directors under this clause 44 shall accrue from day to day and be allocated among the Directors in any proportions agreed by the Directors or, in the absence of agreement, equally.
- (d) Any Director shall be entitled to payment or reimbursement of any travelling and other cost properly incurred by that Director in attending and returning from any meeting of Directors, or committee of Directors, or general meeting or otherwise in connection with the business of the Company.
- (e) The Company may pay to any Director, who performs any extra service, travels or makes any special effort for the benefit of the Company, any special remuneration as a fixed amount, as decided by

the Directors, whether in addition to or in substitution for the share of fees payable to that Director under this clause 44.

- (f) Any fees or special or additional remuneration payable to Directors under this provision shall not comprise or be calculated by reference to any commission on or percentage of profits, operating revenue or turnover.

45 Board Committees

- (a) The Directors may appoint a committee or committees consisting of such number of them and / or other persons as the Directors may determine. A committee may consist of one or more persons. The President shall be an ex officio member of every committee established by the Directors.
- (b) A committee appointed by the Directors is advisory in nature, and a committee shall have no delegated authority to make decisions which are binding on the Company unless the Directors expressly resolve to delegate any of the powers of the Board to a committee, in which case the committee shall only be vested with the additional powers specified by the Directors.
- (d) The number of members whose presence at a meeting of a committee is necessary to constitute a quorum is the number determined by the Directors and, if not so determined, is two (2). Unless the Directors determine otherwise, the quorum need only be present at the time when the meeting proceeds to business.
- (d) Minutes of all the proceedings and decisions of every committee shall be made, entered and signed in the same manner in all respects as minutes of proceedings of the Directors are required by the Law to be made, entered and signed.
- (e) Without limiting the Board's power to establish additional committees, the following committees are established:
 - (i) the Finance, Audit and Risk Committee.
 - (ii) the Nominations Committee.
- (e) The Finance, Audit and Risk Committee shall be comprised of two (2) Directors as nominated by the Board or otherwise determined by the Board from time to time, and at least one external and independent certified practising accountant or chartered accountant.
- (f) The powers and functions delegated by the Board to the Finance, Audit and Risk Committee, and the terms upon which those powers are delegated, shall be determined by the Board.
- (g) The composition of the Nominations Committee shall be as follows:
 - (i) An independent chair who shall be appointed by the Board;
 - (ii) A Director chosen by the Board; and
 - (iii) A representative nominated by the Voting Members.

- (h) The charter of the Nominations Committee shall be established by the Board. That charter of the Nominations Committee shall without limitation define:
 - (i) The terms of reference of the Nominations Committee;
 - (ii) The functions of the Nominations Committee; and
 - (iii) The procedure for appointment of members of the Nominations Committee, including the terms of appointment.

46 Written resolutions

- (a) If a document:
 - (i) is sent to all those entitled to receive notice of a meeting of Directors at which a resolution could be put;
 - (ii) contains a statement that the signatories to it are in favour of that resolution;
 - (iii) the terms of the resolution are set out or identified in the document; and
 - (iv) has been signed by at least a simple majority of the Directors entitled to vote on that resolution,

a resolution in those terms is passed on the day on which the last of the simple majority of Directors signs the document in favour of the resolution, and the document has effect as a minute of the resolution.

- (b) For the purposes of clause 46(a):
 - (i) Two (2) or more separate documents containing statements in identical terms each of which is signed by one or more Directors shall together be taken to constitute a document containing a statement in those terms signed by those Directors at the time at which the last of those documents to be signed was signed by a Director; and
 - (ii) a facsimile or electronic mail which is received by the Company or an agent of the Company and is sent for or on behalf of a Director shall be taken to be signed by that Director not later than the time of receipt of the facsimile or electronic mail by the Company or its agent in legible form.

47 Defects in appointments

- (a) All acts done by any meeting of the Directors, committees of Directors or any person acting as a Director are as valid as if each person was duly appointed and qualified to be a Director or a member of the committee.
- (b) Clause 47(a) applies even if it is afterwards discovered that there was some defect in the appointment of a person to be a Director or a member of a committee or to act as a Director or that a person so appointed was disqualified.

MINUTES OF MEETINGS

48. The Directors shall cause minutes to be duly entered in the records of the Company provided for the purpose:

- (a) of all appointments of officers;
- (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
- (c) of all orders made by the Directors and of any committee of the Directors;
- (d) all resolutions of the Company; and
- (e) of all resolutions and proceedings of meetings of the Company, of all meetings of the Directors of the Company, and of all meetings of any committee of the Directors,

and such minutes, if purporting to be signed by the President of such meeting or by the President of the next succeeding meeting, shall be receivable as prima facie evidence of the matters stated in such minutes.

49. Copies of all minutes shall be forwarded to the Secretary as soon as possible.

SECRETARIES AND OTHER OFFICERS

50 Secretaries

- (a) Subject to this clause, a Secretary of the Company holds office on the terms and conditions, as to remuneration and otherwise, as the Directors decide. A Secretary shall be appointed at the first meeting of Directors after a vacancy in that office occurs unless the Board sooner appoints a person as Secretary.
- (b) The Directors may at any time terminate the appointment of a Secretary.

51 Company Secretary and other officers

- (a) The Directors may from time to time:
 - (i) create any other position or positions in the Company, with such powers and responsibilities as the Directors from time to time confer; and
 - (ii) appoint any person, whether or not a Director to a position or positions created under clause 51(a)(i).
- (b) The Directors may at any time terminate the appointment of a person holding a position created under clause 51(a)(i) and may abolish the position.

SEAL AND EXECUTING DOCUMENTS

52 Seal and its use

- (a) The Company may, but need not have a Seal.
- (b) If the Company has a Seal, the Seal shall be used only by the authority of the Directors, or of a committee of the Directors authorised by the Directors to authorise the use of the Seal. Every document to which the Seal is affixed shall be signed by:

- (i) two (2) Directors; or
 - (ii) a Director and a Secretary (or another person appointed by the Directors to countersign that document or a class of documents in which that document is included).
- (c) This clause 52 does not limit the other ways in which the Company may execute a document or authorise the execution of a document.

INSPECTION OF RECORDS, ACCOUNTS AND AUDIT

53 Inspection of records

- (a) The Directors have the power to authorise a Member to inspect the books of the Company to the extent, at the time and places and under the conditions the Directors consider appropriate.
- (b) A Member does not have the right to inspect any document of the Company in their capacity as a Member except as provided by the Law or authorised by the Directors in accordance with clause 53(a).

54 Accounts and Reporting to Members

The Directors shall:

- (a) cause proper accounts and other records to be kept and audited;
- (b) send copies of the financial report, directors' reports and auditor's report to the Members in accordance with the requirements set out in the Corporations Act.
- (c) cause to be laid before each Annual General Meeting the financial report, the Directors' report and the auditor's report for the last financial year that ended before the Annual General Meeting.

55 Audit and financial year

- (a) A properly qualified auditor or auditors shall be appointed to the Company to review the financial statements, the notes thereto and the Directors' declaration about the financial statements and the notes thereto and report to the Members on whether the auditor is of the opinion that the financial report is in accordance with the Law, complies with accounting standards and presents a true and fair view.
- (b) The financial year of the Company shall be determined by the Directors in accordance with the requirements of the Corporations Act.

NOTICES

56 Notices generally

- (a) Any Member who has not left at or sent to the registered office a place of address, facsimile number or an electronic mail address (for registration in the Register) at or to which all notices and documents of the Company may be served or sent shall not be entitled to receive any notice.
- (b) A notice may be given by the Company to any Member by:
 - (i) serving it on the Member personally;

- (ii) sending it by post to the Member or leaving it at the Member's address as shown in the Register or the address supplied by the Member to the Company for the giving of notices;
 - (iii) facsimile to the facsimile number supplied by the Member to the Company for the giving of notices; or
 - (iv) transmitting it electronically to the electronic mail address given by the Member to the Company for the giving of notices.
- (c) Notice to a Member whose address for notices is outside Australia shall be sent by airmail, facsimile or electronic mail.
- (d) Where a notice is sent by post, service of the notice shall be taken to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected:
- (i) in the case of a notice of a meeting, on the day next after the date of its posting; and
 - (ii) in any other case, at the time at which the letter would be delivered in the ordinary course of post.
- (e) Where a notice is sent by facsimile or electronic transmission, service of the notice shall be taken to be effected by properly addressing and sending or transmitting the notice and to have been effected on the business day after it is sent.

57 Notices of general meeting

- (a) Notice of every general meeting shall be given in a manner authorised by clause 57:
- (i) to every State Member and Life Member, and to each Director;
 - (ii) to the auditor to the Company; and
 - (iii) any other person entitled to receive such notice under this Constitution or by operation of the Law.
- (b) Except as required by the Law, no other person is entitled to receive notice of general meetings.

INDEMNITY

58 Indemnity and insurance

- (a) To the extent permitted by the Law and without limiting the powers of the Company, the Company must indemnify each person who is, or has been, a Director or Secretary or officer of the Company against any liability which results from facts or circumstances relating to the person serving or having served in that capacity in relation to the Company:
- (i) to any person (other than the Company or a Related Body Corporate), which does not arise out of conduct involving a lack of good faith or conduct known to the person to be wrongful; and

- (ii) for costs and expenses incurred by the person in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted, or in connection with any application in relation to such proceedings in which the court grants relief to the person under the Law.
- (b) The Company need not indemnify a person as provided for in clause 58(a) in respect of a liability to whatever extent that the person is entitled to the benefit of an indemnity in respect of that liability under a contract of insurance.
- (c) To the extent permitted by the Law and without limiting the powers of the Company, the Directors may authorise the Company to, and the Company may enter into any:
 - (i) documentary indemnity in favour of; or
 - (ii) insurance policy for the benefit of,a person who is, or has been, a Director, Secretary, employee or other officer of the Company.
- (d) The benefit of each indemnity given in clause 58(a) continues, even after its terms or the terms of this paragraph are modified or deleted, in respect of a liability arising out of acts or omissions occurring prior to the modification or deletion.

Appendix A

Schedule of State, Affiliate and Life Members at the Date of Adoption of this Constitution

STATE MEMBERS

1. ACT Baseball Association Incorporated ABN 21 819 302 494
2. Baseball WA Limited ABN 21 522 890 770
3. New South Wales Baseball League Incorporated ABN 56 568 633 609
4. Baseball Queensland Incorporated ABN 91 683 142 548
5. Baseball Northern Territory Incorporated ABN 48 275 166 226
6. Baseball Victoria Incorporated ABN 78 603 120 057
7. South Australian Baseball League Incorporated ABN 14 584 177 655

AFFILIATE MEMBERS

As listed in the Register as at the date of the adoption of this Constitution

LIFE MEMBERS

As listed in the Register as at the date of the adoption of this Constitution

(*denotes deceased)

Appendix B

Notice of Proxy

To: **The Secretary**
Australian Baseball Federation Limited
[address]
[address]
[address]
[facsimile number]
[email address for service of proxy notice]

[NAME OF MEMBER] hereby appoints [NAME OF PROXY] of [ADDRESS OF PROXY] as proxy to vote on [NAME OF MEMBER]'s behalf at the meeting of Australian Baseball Federation Limited to be held on [DATE OF MEETING] and any adjournment thereof.

Australian Baseball Federation Limited Constitution – Clause 26

	RESOLUTION IN NOTICE OF MEETING	HOW PROXY IS TO VOTE
1		
2		
3		
4		
5		

Signed:

Dated:

Appendix C

Rules Governing Elections

Part A

BALLOT PAPERS IN AUSTRALIAN BASEBALL FEDERATION LIMITED ELECTIONS

Note: The capitalised terms used in this Part A of Appendix C are ascribed the same meanings as given to those terms in clause 1 of the Constitution of Baseball Australia Limited unless expressly stated to the contrary.

Informal Ballot Papers

1 The following rules shall apply in the conduct of any election provided for pursuant to the Constitution of the Company or otherwise conducted by the Company:

- (a) Subject to the provisions of Rule 2 below, ballot paper shall be informal if:
 - (i) it is not authenticated by the initials of the presiding Returning Officer.
 - (ii) it is not an original ballot paper.
 - (iii) (in the case of a preferential election) the voter makes any mark or obliteration to the ballot paper other than writing consecutive ascending numbers in the squares adjacent to each candidate's name printed on the ballot paper for the purpose of the voter indicating his first preference (being the candidate indicated by the voter writing the number "1" inside the square adjacent to that candidate's name) and then his order of preference for all the other remaining candidates (by the voter writing the number "2" inside the square adjacent to the voter's second preference, number "3" inside the square adjacent to the voter's third preference, et cetera);
 - (iv) (in the case of a first-past-the-post or affirmative / negative elections) if the voter makes any mark or obliteration on the ballot paper other than indicating his preferred candidate or his affirmative or negative vote in respect of each candidate.
 - (v) It has no vote indicated on it, or does not indicate the voter's first preference for one candidate and an order of preference for all the remaining candidates, provided that:
 - (1) where the voter has indicated a first preference for one candidate and an order of preference for all the remaining candidates except for a single candidate and where the square opposite that single candidate is left blank, it shall be deemed that the voter's preference for that single candidate is the voter's last preference in the order of preferences and accordingly the voter shall be deemed to have indicated a preference for all the candidates in the election; and
 - (2) where there are two candidates only and the voter has indicated a first preference vote for

one candidate and where the square opposite the other candidate is left blank, it shall be deemed that the voter's preference for that other candidate is the voter's last preference and accordingly the voter shall be deemed to have indicated a preference for both candidates in the election.

- (vi) It has upon it any mark, obliteration or writing by which, in the opinion of the Returning Officer, the voter can be identified.

Returning Officer Amendment to Ballot Paper Not to Render Ballot Paper Informal

- 2 Any mark or obliteration on the face of a ballot paper, which is made and appropriately initialled by the Returning Officer for the purpose of denoting which candidates, whose names are listed on the ballot paper, are properly entitled to stand for election to the office that the named person is listed as a candidate for, shall be deemed to be a valid amendment to the ballot paper which shall not render the ballot paper informal for the purposes of Rule 1 above.

Part B

Voting Rules

In the conduct of any election provided for under the provision of this Constitution a Returning Officer shall act in accordance with the following procedures.

Preferential Voting for Elected Directors

- 1 In the case of the election of one (1) candidate only:
 - (a) A candidate who receives the number of first preference votes greater than half the total number of formal ballot papers shall thereupon be elected.
 - (b) Where no candidate has received an absolute majority of first preference votes in accordance with clause 1(a), the Returning Officer shall proceed with scrutiny as follows:
 - (i) The candidate who receives the fewest first preference votes shall be excluded, and each ballot paper counted to him shall be counted to the candidate next in the order of the voter's preference; and
 - (ii) Then, if no candidate has an absolute majority of votes, the process shall be repeated by excluding the next candidate who has the fewest votes, and counting each of his ballot papers to the unexcluded candidates next in the order of the voter's preference, until one candidate has an absolute majority of votes and is elected
- 2 In any case where two (2) or more candidates are to be elected:
 - (a) The votes shall be classified into two (2) categories as follows:
 - (i) The preference votes to the number of vacancies to be filled shall be termed the 'Primary Votes', and shall have equal value in the first count and be credited to the candidate for whom they are cast, regardless of whether they are marked as first, second or third preference, et cetera, according to the number of vacancies for which the election is held and the votes cast.

- (ii) The preference votes beyond those votes referred to at clause 2(a)(i) above shall be termed the 'Secondary Votes' and shall rank in accordance to their numerical order.
- (b) The Primary Votes shall first be counted, and a list shall be prepared of the candidates in order to the according to the Primary Votes cast for them. The candidate who polls the fewest Primary Votes shall be excluded from the election.
- (c) Each ballot paper on which the candidate excluded in accordance with clause 2(b) received the first preference of the Primary Vote shall then be scrutinised as regards the Secondary Votes, and the next available Secondary Vote preference on each of these ballot papers shall be added to the total credited to each unexcluded candidate on the first count.
- (d) On the conclusion of the second count the candidate then lowest on the list of polling candidates shall be excluded. Each ballot on which such candidate received the first preference Primary Vote shall be scrutinised as regards to the Secondary Votes, and the next available Secondary Vote preference on each ballot paper shall be added to the total credited to the respective remaining candidates from the first and second counts. Should the next available Secondary Preference vote be cast in favour of an excluded candidate, it shall be disregarded, and the next available Secondary Vote preference cast in favour of a remaining candidate shall be added to the total credited for that candidate. This process of exclusion and distribution of Secondary Vote preferences shall be repeated until only the number of candidates to fill the vacancies for which the election has been held remain.
- (e) In the case of an equality of votes during the progress of the count, that candidate shall be excluded who has the lower number of higher preference votes, for which purpose the whole of the preference on the ballot form shall rank according to the numerical order. That is, the candidate who has the lowest progressive total at the previous count is excluded. In the event of there still being equality the position at the second last count is taken and this procedure is repeated back to the first count if necessary. If there remains an equality of votes, the President shall decide by his casting vote which candidate shall be excluded.
- (f) Where, in this Constitution or in any Rules or Regulations made thereunder, provision is made for the election of a deputy member of a Committee or sub-committee, the election of that deputy member shall be conducted by a separate ballot immediately after the election of the members of the Committee or sub-committee.

Affirmative / Negative Voting for Life Members

- 3 Elections shall be conducted in accordance with the procedure set out in clause 13(n) of the Constitution.

Appendix D

Initial Appointed Directors

Name	End date of initial appointment
David Hynes	Conclusion of the Annual General Meeting held following the end of the first full financial year of the Company completed after the adoption of this Constitution.
Geoff Hooker	Conclusion of the Annual General Meeting held following the end of the first full financial year of the Company completed after the adoption of this Constitution.
Rob Sadler	Conclusion of the Annual General Meeting held following the end of the second full financial year of the Company completed after the adoption of this Constitution.
Peter Shmigel	Conclusion of the Annual General Meeting held following the end of the second full financial year of the Company completed after the adoption of this Constitution.
John Boulton	Conclusion of the Annual General Meeting held following the end of the second full financial year of the Company completed after the adoption of this Constitution.
Ian Williams	Conclusion of the Annual General Meeting held following the end of the third full financial year of the Company completed after the adoption of this Constitution.
Anthony Brasher	Conclusion of the Annual General Meeting held following the end of the third full financial year of the Company completed after the adoption of this Constitution.