



Gymnastics
Australia

Constitution

Gymnastics Australia Limited
A Company Limited by Guarantee

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Table of Contents

1.	DEFINITIONS AND INTERPRETATION	1
1.1	DEFINITIONS	1
1.2	INTERPRETATION	3
1.3	CORPORATIONS ACT	4
1.4	HEADINGS	4
2.	OBJECTS OF GA	4
2.1	STATEMENT OF PURPOSE	4
2.2	OBJECTS	4
3.	POWERS	5
4.	INCOME AND PAYMENTS	5
4.1	APPLICATION OF INCOME	5
4.2	NO DIVIDENDS, BONUS OR PROFIT TO BE PAID TO MEMBERS	5
4.3	PAYMENTS IN GOOD FAITH	5
5.	MEMBERSHIP	6
5.1	CATEGORIES OF MEMBERS	6
5.2	ASSOCIATION MEMBERS	6
5.3	FIRST ASSOCIATION MEMBERS	6
5.4	ONE ASSOCIATION MEMBER PER STATE	7
5.5	REPLACEMENT OF ASSOCIATION MEMBERS	7
5.6	CLUB MEMBERS	7
5.7	PARTICIPANT MEMBERS	8
5.8	TECHNICAL MEMBERS	8
5.9	HONORARY MEMBERS	8
5.10	LIFE MEMBERS	8
5.11	MEMBERSHIP SUBSCRIPTIONS	9
5.12	DEFERRAL OR REDUCTION OF SUBSCRIPTIONS	10
5.13	ADMISSION OF MEMBERS	10
5.14	CEASING TO BE A MEMBER	10
5.15	REGISTER OF MEMBERS	10
5.16	NO CLAIM AGAINST GA	11
5.17	LIMITED LIABILITY	11
5.18	NON-ASSIGNABILITY	11
6.	GENERAL MEETINGS	11
6.1	ANNUAL GENERAL MEETING	11
6.2	POWER TO CONVENE GENERAL MEETING	11
6.3	NOTICE OF GENERAL MEETING	11
6.4	NO OTHER BUSINESS	12
6.5	ENTITLEMENT OF ASSOCIATION MEMBER TO ATTEND GENERAL MEETING	12
6.6	CANCELLATION OR POSTPONEMENT OF GENERAL MEETING	12
6.7	WRITTEN NOTICE OF CANCELLATION OR POSTPONEMENT OF GENERAL MEETING	12
6.8	CONTENTS OF NOTICE POSTPONING GENERAL MEETING	13
6.9	NUMBER OF CLEAR DAYS FOR POSTPONEMENT OF GENERAL MEETING	13
6.10	BUSINESS AT POSTPONED GENERAL MEETING	13
6.11	REPRESENTATIVE AT POSTPONED GENERAL MEETING	13
6.12	NON-RECEIPT OF NOTICE	13

7.	PROCEEDINGS AT GENERAL MEETINGS	14
7.1	NUMBER FOR A QUORUM	14
7.2	REQUIREMENT FOR A QUORUM	14
7.3	QUORUM AND TIME	14
7.4	ADJOURNED MEETING	14
7.5	PRESIDENT TO PRESIDE OVER GENERAL MEETINGS	14
7.6	CONDUCT OF GENERAL MEETINGS	15
7.7	ADJOURNMENT OF GENERAL MEETING	15
7.8	NOTICE OF ADJOURNED MEETING	15
7.9	QUESTIONS DECIDED BY MAJORITY	15
7.10	EQUALITY OF VOTES	16
7.11	DECLARATION OF RESULTS	16
7.12	POLL	16
7.13	OBJECTION TO VOTING QUALIFICATION	16
7.14	CHAIR TO DETERMINE ANY POLL DISPUTE	16
8.	VOTES OF MEMBERS	17
8.1	VOTES OF MEMBERS ON SHOW OF HANDS	17
8.2	VOTES OF OTHER MEMBERS ON A POLL	17
8.3	ELECTION OF DIRECTORS	17
8.4	RIGHT TO APPOINT CORPORATE REPRESENTATIVE	18
8.5	RIGHT TO APPOINT PROXY	18
8.6	FORM OF PROXY	18
8.7	RESOLUTIONS NOT IN GENERAL MEETING	20
9.	OBLIGATIONS OF ASSOCIATION MEMBERS	20
9.1	CONSTITUTIONS	20
9.2	ENFORCEMENT OF RULES	20
9.3	GENERAL OBLIGATIONS	20
9.4	OPERATION OF CONSTITUTION	21
10.	FIG	21
10.1	COMPLIANCE AND CO-OPERATION	21
11.	GRIEVANCES AND DISCIPLINE OF MEMBERS	22
11.1	JURISDICTION	22
11.2	BY-LAWS	22
11.3	SANCTIONS FOR DISCIPLINE OF MEMBERS	22
11.4	TERMINATION OF MEMBERSHIP OF ASSOCIATION MEMBERS	22
12.	PATRONS	23
12.1	APPOINTMENT AND REMOVAL OF PATRONS	23
12.2	RIGHTS OF PATRONS	23
13.	DIRECTORS	23
13.1	NUMBER OF DIRECTORS	23
13.2	COMMENCEMENT OF TERM	23
13.3	ELIGIBILITY	23
13.4	NOMINATION FOR ELECTION	24
13.5	TERM OF OFFICE OF DIRECTORS GENERALLY	24
13.6	OFFICE HELD UNTIL END OF MEETING	24
13.7	ELECTED DIRECTOR ELECTED AT GENERAL MEETING	24
13.8	MAXIMUM TERM OF OFFICE FOR ELECTED DIRECTOR	25

13.9	CASUAL VACANCY	25
13.10	APPOINTED DIRECTORS	25
13.11	ATHLETES REPRESENTATIVE	26
13.12	PRESIDENT AND VICE-PRESIDENT	26
13.13	REMUNERATION OF DIRECTORS	26
13.14	HONORARIUM	26
13.15	REMOVAL OF DIRECTOR	27
13.16	VACATION OF OFFICE	27
14.	POWERS AND DUTIES OF DIRECTORS	27
14.1	DIRECTORS TO MANAGE GA	27
14.2	SPECIFIC POWERS OF DIRECTORS	27
14.3	TIME, ETC	27
14.4	APPOINTMENT OF ATTORNEY	28
14.5	PROVISIONS IN POWER OF ATTORNEY	28
15.	PROCEEDINGS OF DIRECTORS	28
15.1	DIRECTORS MEETINGS	28
15.2	QUESTIONS DECIDED BY MAJORITY	28
15.3	PROXY AND VOTING	28
15.4	CHAIR'S CASTING VOTE	28
15.5	QUORUM	28
15.6	EFFECT OF VACANCY	28
15.7	DIRECTOR ATTENDING AND VOTING BY PROXY	29
15.8	CONVENING MEETINGS	29
15.9	PRESIDENT TO PRESIDE AT DIRECTORS' MEETING	29
15.10	CIRCULATING RESOLUTIONS	29
15.11	VALIDITY OF ACTS OF DIRECTORS	30
15.12	CONFLICTS	30
15.13	MINUTES	30
16.	TELECOMMUNICATION MEETINGS OF GA	30
16.1	TELECOMMUNICATION MEETING	30
16.2	CONDUCT OF TELECOMMUNICATION MEETING	30
17.	CHIEF EXECUTIVE OFFICER	31
17.1	APPOINTMENT OF CEO	31
17.2	POWERS, DUTIES AND AUTHORITIES OF CEO	31
17.3	SUSPENSION AND REMOVAL OF CEO	31
17.4	CEO TO ATTEND MEETINGS	32
18.	COMPANY SECRETARY	32
18.1	APPOINTMENT OF COMPANY SECRETARY	32
18.2	SUSPENSION AND REMOVAL OF COMPANY SECRETARY	32
18.3	POWERS, DUTIES AND AUTHORITIES OF COMPANY SECRETARY	32
19.	COMMITTEES	32
19.1	COMMITTEES	32
19.2	POWERS DELEGATED TO COMMITTEES	32
19.3	COMMITTEE MEETINGS	32
20.	GYMSPORTS COMMITTEES	32
20.1	GYMSPORTS COMMITTEES	32
20.2	FUNCTIONS OF GYMSPORT COMMITTEE	33

21. ANNUAL PRESIDENTS' MEETING	33
21.1 ANNUAL CONFERENCE OF PRESIDENTS OF ASSOCIATION MEMBERS	33
22. POLICIES AND BY-LAWS	33
22.1 MAKING AND AMENDING POLICIES AND BY-LAWS	33
22.2 EFFECT OF POLICIES AND BY-LAWS	34
23. INSPECTION OF RECORDS	34
23.1 RIGHT OF THE MEMBERS TO INSPECT RECORDS	34
24. ACCOUNTS	34
24.1 ACCOUNTING RECORDS	34
24.2 AUDITOR	34
25. SERVICE OF DOCUMENTS	35
25.1 DOCUMENT INCLUDES NOTICE	35
25.2 METHODS OF SERVICE ON A MEMBER	35
25.3 METHODS OF SERVICE ON GA	35
25.4 POST	35
25.5 FAX OR ELECTRONIC TRANSMISSION	35
26. INDEMNITY	36
26.1 INDEMNITY OF OFFICERS	36
26.2 INSURANCE	36
27. WINDING UP	36
27.1 CONTRIBUTIONS OF MEMBERS ON WINDING UP	36
27.2 EXCESS PROPERTY ON WINDING UP	37

1. DEFINITIONS AND INTERPRETATION

1.1 Definitions

In this Constitution unless the context requires otherwise:

AGM means the annual General Meeting of GA required to be held by GA in each calendar year under section 250N(2) of the Corporations Act.

Appeals By-law means the By-law issued by GA under that name, as referred to in clause 11.2(c).

Appointed Director means a Director appointed under clause 13.10.

Association Member means a Member admitted to GA in accordance with clause 5.2.

Athletes Representative means the Director appointed under clause 13.11.

By-law means a by-law made under clause 22.

CEO means a person appointed as chief executive officer by the Directors according to the powers conferred on them by clause 17.

Chair means the chair of a General Meeting or Directors' meeting (as applicable) appointed under clause 7.5 or 15.9.

Club Member means a Member admitted to GA in accordance with clause 5.6.

Committee means a committee established under clause 19.

Company Secretary means a company secretary appointed by the Directors under clause 18.

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

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of GA and includes Elected Directors, Appointed Directors and the Athletes Representative.

Directors means all or some of the directors of GA acting as a board.

Discipline By-law means the By-law issued by GA under that name, as referred to in clause 11.3.

Elected Director means a director of GA elected or appointed in accordance with clauses 13.2, 13.7 or 13.9 and includes the President.

FIG means the Fédération Internationale de Gymnastique.

GA means Gymnastics Australia Limited.

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

Grievance By-law means the By-law issued under that name, as referred to in clause 11.2(a).

Gymnastic Events means competitions, championships, exhibitions and any other events relating to Gymnastics.

Gymnastics means the sport of gymnastics, including Gymsports.

Gymsports means a gymnastic sport program or gym sport as defined by FIG and by GA and accepted by GA as a program under its jurisdiction.

Honorary Member means a Member admitted to GA in accordance with clause 5.9.

Life Member means a Member admitted to GA in accordance with clause 5.10.

Member means a member of GA in accordance with clause 5.

Objects means the objects of GA set out in clause 2.

Official Position means a person who holds a position, whether elected or appointed, as president, vice-president, secretary, treasurer, director or equivalent of a body corporate or organisation.

Patron means a patron appointed in accordance with clause 12.

Participant Member means a Member admitted to GA in accordance with clause 5.7.

Policy means a policy made under clause 22.

President means the Elected Director who is elected or appointed as President under clause 13.2, 13.7 or 13.9.

Registered Office means the registered office of GA from time to time.

Registration means registration of a Member (other than an Association Member) with an Association Member, such registration being in the form of a signed application form and including the Member's consent to membership of GA as required by clause 5.13, and **Registered** has a corresponding meaning.

Representative means a person (whether a body corporate representative or proxy) appointed in accordance with the Corporations Act to represent an Association Member at a General Meeting of GA.

Special Resolution means a resolution that must be passed by 75% of those persons entitled to vote voting of the one accord in accordance with this Constitution and / or the Corporations Act.

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

State Acts means the associations incorporation legislation (by whatever name it is given) in each State governing the Association Members.

State Association means a body corporate that GA recognises as the sole entity controlling Gymnastics in a State of Australia.

Statutes and Regulations means the Statutes and Regulations of FIG in force from time to time.

Technical Member means a Member admitted to GA in accordance with clause 5.8.

Telecommunication Meeting means the contemporaneous linking together of persons in oral communications by telephone, audio-visual or other instantaneous means approved by the Directors, and conducted in accordance with clause 16.

Vice-President means the person (if any) appointed from time to time under clause 13.12.

1.2 Interpretation

In this Constitution unless the context requires otherwise:

- (a) **(presence of a Member)** a reference to a Member present at a General Meeting means the Member present in person or by proxy, attorney or Representative;
- (b) **(document)** a reference to a document or instrument includes any amendments made to it from time to time and, unless the contrary intention appears, includes a replacement;
- (c) **(gender)** words importing any gender include all other genders;
- (d) **(person)** the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
- (e) **(successors)** a reference to an organisation includes a reference to its successors;
- (f) **(singular includes plural)** the singular includes the plural and vice versa;
- (g) **(instruments)** a reference to a law includes regulations and instruments made under it;

- (h) **(amendments to legislation)** a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by a State or the Commonwealth or otherwise;
- (i) **(include)** the words **include**, **includes**, **including** and **for example** are not to be interpreted as words of limitation;
- (j) **(signed)** where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions or in any other manner approved by the Directors; and
- (k) **(writing)** writing and written includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise.

1.3 Corporations Act

- (a) In this Constitution, unless the context requires otherwise, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Corporations Act, the same meaning as in that provision of the Corporations Act.
- (b) The provisions of the Corporations Act that apply as replaceable rules are displaced by this Constitution and accordingly do not apply to GA.

1.4 Headings

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

2. OBJECTS OF GA

2.1 Statement of purpose

GA's purpose is to represent the interests of Australian Gymnastics as the Australian affiliate of FIG and, in co-operation with the Association Members, to co-ordinate and provide for the participation by Australian athletes, coaches and officials in Gymnastics and approved national and international competitions.

2.2 Objects

The objects for which GA is established are to:

- (a) work cooperatively with each Association Member and others to conduct, encourage, promote, advance, control and manage Gymnastics in Australia;

- (b) provide for the conduct, encouragement, promotion and administration of Gymnastics activities through and by Association Members for the mutual and collective benefit of the Members;
- (c) adopt, formulate, issue, interpret, implement and amend from time to time by-laws, policies, rules and such other regulations as are necessary for the control, conduct and good management of Gymnastics in Australia;
- (d) act in good faith and loyalty to ensure the maintenance and development of GA and Gymnastics, its standards, quality and reputation for the collective and mutual benefit of the Members;
- (e) promote, manage and control national and international Gymnastic Events;
- (f) affiliate and otherwise liaise with FIG and such other bodies as may be desirable to achieve these Objects;
- (g) strive for government, commercial and public recognition of GA, the Association Members and Gymnastics; and
- (h) undertake and or do all things or activities which are necessary, incidental or conducive to the advancement of these Objects.

3. POWERS

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

4. INCOME AND PAYMENTS

4.1 Application of Income

All GA's profits (if any), other income and property, however derived, must be applied only to promote its Objects.

4.2 No dividends, bonus or profit to be paid to Members

None of GA's profits, other income or property may be paid or transferred to the Members, directly or indirectly, by way of dividend, bonus or otherwise, provided that nothing in this Constitution will prevent the payment by way of grant or subsidy to any Member which is itself a non-profit association or corporation solely for the advancement of the objects of such Member and GA.

4.3 Payments in good faith

Subject to clause 13.13, clause 4.2 does not prevent the payment in good faith on commercial terms to an officer or Member, or to a legal entity or

business of which an officer or Member (or an officer of a Member) is a partner, an officer or a shareholder (or otherwise associated):

- (a) of remuneration for services to GA;
- (b) for goods supplied to GA in the ordinary course of business;
- (c) of interest on money borrowed from them by GA at a rate not exceeding the rate fixed for the purposes of this clause 4.3 by GA in General Meeting; or
- (d) of reasonable rent for premises let by them to GA.

5. MEMBERSHIP

5.1 Categories of Members

Membership of the Company will be divided into the following categories:

- (a) Association Members;
- (b) Club Members;
- (c) Participant Members;
- (d) Technical Members;
- (e) Honorary Members; and
- (f) Life Members.

5.2 Association Members

- (a) State Associations may be admitted as Association Members in accordance with clauses 5.3 and 5.4.
- (b) Association Members are entitled to attend, debate and vote at all General Meetings.

5.3 First Association Members

Subject to clause 5.13, at the time of adoption of this Constitution, the first Association Members of the Company, as the recognised State Associations for each State, will be:

- (a) Gymnastics ACT Inc (ACT A 00916);
- (b) New South Wales Gymnastic Association Inc (NSW Y0195236);
- (c) Northern Territory Gymnastic Association (NT 00765C);
- (d) Queensland Gymnastic Association Inc (QLD IA00221);

- (e) Gymnastics South Australia Incorporated (SA A23908);
- (f) Tasmania Gymnastics Association Inc, trading as Gymnastics Tasmania (TAS BN01341741);
- (g) Victorian Gymnastics Association Inc, trading as Gymnastics Victoria (VIC B1841484P); and
- (h) Gymnastics Western Australia Inc (WA A0670010X).

5.4 One Association Member per State

Subject to this clause 5, the Association Members must consist of one (and only one) State Association from each State.

5.5 Replacement of Association Members

- (a) Subject to compliance with clause 11 (and the Discipline By-law), the Directors may recommend to a General Meeting:
 - (i) to terminate the membership of an Association Member; and
 - (ii) if accepted, subject to clause 5.13, to admit another State Association from the relevant State as an Association Member.
- (b) Upon recommendation from the Directors under clause 5.5(a), a General Meeting may, by Special Resolution:
 - (i) terminate the membership of an Association Member; and
 - (ii) if so, admit another State Association as an Association Member to represent the relevant State.

5.6 Club Members

- (a) An incorporated body or group of persons recognised by, and Registered with, an Association Member as a Gymnastics club will, upon Registration with the Association Member, automatically become a Club Member of GA and is subject to the provisions of this Constitution.
- (b) A Club Member is permitted to attend any General Meeting on written application to GA in the form set out in the By-Laws, endorsed by their State Association, but is not entitled to debate or vote, save as required by the Corporations Act.
- (c) Each Club Member is entitled to any benefits of Membership prescribed to apply to Club Members in the By-Laws.

5.7 Participant Members

- (a) An individual that is recognised by, and Registered with, an Association Member as a participant member will, upon Registration with the Association Member, automatically become a Participant Member of GA and is subject to the provisions of this Constitution.
- (b) A Participant Member is permitted to attend any General Meeting on written application to GA in the form set out in the By-Laws, endorsed by their State Association, but is not entitled to debate or vote, save as required by the Corporations Act.
- (c) Each Participant Member is entitled to any benefits of Membership prescribed to apply to Participant Members in the By-Laws.

5.8 Technical Members

- (a) An individual that is recognised by, and Registered with, an Association Member as a technical member will, upon Registration with the Association Member, automatically become a Technical Member of GA and is subject to the provisions of this Constitution.
- (b) A Technical Member is permitted to attend any General Meeting on written application to GA in the form set out in the By-Laws, endorsed by their State Association, but is not entitled to debate or vote, save as required by the Corporations Act.
- (c) Each Technical Member is entitled to any benefits of Membership prescribed to apply to Technical Members in the By-Laws.

5.9 Honorary Members

- (a) An individual who holds an Official Position with GA or an Association Member, or who holds an administrative position in Gymnastics with GA, will be eligible for membership of GA as an Honorary Member of GA and is subject to the provisions of this Constitution.
- (b) An Honorary Member is permitted to attend any General Meeting on written application to GA in the form set out in the By-Laws, endorsed by their State Association, but is not entitled to debate or vote, save as required by the Corporations Act.
- (c) Each Honorary Member is entitled to any benefits of Membership prescribed to apply to Honorary Members in the By-Laws.

5.10 Life Members

- (a) An individual who has contributed long and meritorious service to GA may be elected as a Life Member at any AGM by a Special Resolution.

- (b) An Association Member or a Director may nominate an individual for election as a Life Member of GA in accordance with the By-Law referred to in clause 5.10(f).
- (c) Nominations for a Life Member must set out the reasons why, in the opinion of the nominator, the nominee should be considered for Life Membership.
- (d) If the nomination does not satisfy the eligibility criteria set out in the By-law referred to in clause 5.10(f), the Directors may decide not to submit the nomination, to the next AGM for approval. If this occurs the Directors shall provide reasons for their decision to the nominator.
- (e) A Life Member is entitled to the following privileges:
 - (i) notice of, and attendance at, any General Meetings but no right to debate or vote at any General Meeting;
 - (ii) subject to any separate agreement with GA to the contrary, has no obligation, and may not be required, to pay any subscription or other amount; and
 - (iii) invitations to major Gymnastic Events controlled by GA.
- (f) A By-law will list the eligibility criteria and nomination procedure relating to Life Membership applications.

5.11 Membership subscriptions

- (a) Subject to clause 5.11(c), GA in General Meeting must determine from time to time (and may delegate the determination of that amount to the Directors, either specifically or generally, and may revoke the delegation):
 - (i) the amount (if any) payable by an applicant for membership;
 - (ii) the amount (if any) of the annual subscription payable by each Member; and
 - (iii) the due dates for payment.
- (b) Subject to clause 5.11(c), GA may determine any other amount to be paid by each Member, or any class of Members, whether of a recurrent or any other nature, from time to time at any AGM.
- (c) No application fee, subscription or other amount will be payable for membership as an Honorary Member or Life Member.
- (d) Each Member must pay GA the amounts determined according to this clause 5.11.

5.12 Deferral or reduction of subscriptions

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

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

5.13 Admission of Members

A Member will become a Member, and the Directors will direct the Company Secretary to record their name in the register of Members kept by the Company, only upon meeting the criteria applicable to the relevant category of membership and provided the Member has signed an application in which the Member undertakes to:

- (a) be bound by this Constitution, the Statutes and Regulations and By-laws;
- (b) pay the fees and subscriptions determined to apply to the Member under clause 5.11; and
- (c) support GA in the encouragement and promotion of its Objects.

5.14 Ceasing to be a Member

A person ceases to be a Member on:

- (a) resignation;
- (b) death;
- (c) the termination of their membership according to this Constitution;
- (d) if a body corporate, being dissolved or otherwise ceasing to exist;
- (e) in the case of Members who are not Association Members, that Member no longer meeting the requirements for membership according to this clause 5.

5.15 Register of Members

GA must keep a register of all Members in accordance with the Corporations Act.

5.16 No claim against GA

No Member whose membership ceases has any claim against GA or the Directors for damages or otherwise arising from cessation or termination of membership.

5.17 Limited liability

Members have no liability in that capacity except as set out in clause 27.1.

5.18 Non-assignability

Membership is personal to each Member. No Member shall, or purport to, assign the rights comprising or associated with membership to any other person and any attempt to do so shall be void.

6. GENERAL MEETINGS

6.1 Annual General Meeting

AGMs of GA are to be held:

- (a) according to the Corporations Act; and
- (b) at a date and venue determined by the Directors.

6.2 Power to convene General Meeting

- (a) The Directors may convene a General Meeting when they think fit and must do so if required by the Corporations Act.
- (b) The Association Members may convene a General Meeting in accordance with the Corporations Act.

6.3 Notice of General Meeting

- (a) Notice of a General Meeting of Members must be given:
 - (i) to all Association and Life Members entitled to attend the General Meeting, the Directors, any Patrons and the auditor of GA; and
 - (ii) in accordance with clause 25 and the Corporations Act.
- (b) At least 45 days prior to the proposed date of the AGM, the CEO will request from Association Members notices of motions, which must be received no less than 28 days prior to the AGM.
- (c) At least 21 days' notice of the time and place of a General Meeting must be given, together with:

- (i) all information required to be included in accordance with the Corporations Act;
- (ii) in the case of a proposed Special Resolution, the intention to propose the Special Resolution and the terms of the proposed Special Resolution;
- (iii) any notice of motion received from any Association Member or Director in accordance with the Corporations Act;
- (iv) a list of all nominations received for positions to be elected at the relevant General Meeting.

6.4 No other business

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

6.5 Entitlement of Association Member to attend General Meeting

Notwithstanding any other clause of this Constitution, unless the Directors have deferred an Association Member's obligations according to clause 5.12, the right of that Member to attend and vote at a General Meeting are suspended while the payment of any subscription or other amount determined under clause 5.11 is in arrears greater than 90 days.

6.6 Cancellation or postponement of General Meeting

Where a General Meeting (including an AGM) is convened by the Directors they may, if they think fit, cancel the meeting or postpone the meeting to a date and time they determine. However, this clause does not apply to a General Meeting convened:

- (a) by Association Members according to the Corporations Act;
- (b) by the Directors at the request of Association Members; or
- (c) by a court.

6.7 Written notice of cancellation or postponement of General Meeting

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

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

6.8 Contents of notice postponing General Meeting

A notice postponing a General Meeting must specify:

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

6.9 Number of clear days for postponement of General Meeting

The number of clear days from the giving of a notice postponing a General Meeting to the date specified in that notice for the postponed meeting must not be less than the number of clear days' notice of that General Meeting required to be given by clause 7.8 or the Corporations Act.

6.10 Business at postponed General Meeting

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

6.11 Representative at postponed General Meeting

Where:

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

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

6.12 Non-receipt of notice

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

7. PROCEEDINGS AT GENERAL MEETINGS

7.1 Number for a quorum

The number of Association Members who must be present and eligible to vote for a quorum to exist at a General Meeting is 6.

7.2 Requirement for a quorum

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

7.3 Quorum and time

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

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

7.4 Adjourned meeting

If a quorum (determined in accordance with clause 7.1) is not present within 30 minutes after the time appointed for the adjourned meeting, the meeting is dissolved.

7.5 President to preside over General Meetings

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

7.6 Conduct of General Meetings

- (a) The Chair:
 - (i) has charge of the general conduct of the meeting and of the procedures to be adopted;
 - (ii) may require the adoption of any procedure which in their opinion is necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes; and
 - (iii) may, having regard where necessary to the Corporations Act, terminate discussion or debate on any matter whenever they consider it necessary or desirable for the proper conduct of the meeting.
- (b) A decision by the Chair under this clause 7.6 is final.

7.7 Adjournment of General Meeting

- (a) The Chair may with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting.
- (b) The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and place agreed by vote of the members present.
- (c) Only unfinished business is to be transacted at a meeting resumed after an adjournment.

7.8 Notice of adjourned meeting

- (a) It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for 30 days or more.
- (b) In that case, at least the same period of notice as was originally required for the meeting must be given for the adjourned meeting.

7.9 Questions decided by majority

Subject to the requirements of the Corporations Act and except in the case of a Special Resolution, a resolution is carried if a simple majority of the votes cast on the resolution are in favour of it.

7.10 Equality of votes

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

7.11 Declaration of results

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

7.12 Poll

- (a) If a poll is properly demanded in accordance with the Corporations Act, it must be taken in the manner and at the date and time directed by the Chair, and the result of the poll is the resolution of the meeting at which the poll was demanded.
- (b) A poll demanded on the election of a Chair or on a question of adjournment must be taken immediately.
- (c) A demand for a poll may be withdrawn.
- (d) A demand for a poll does not prevent the General Meeting continuing for the transaction of any business other than the question on which the poll was demanded.

7.13 Objection to voting qualification

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

7.14 Chair to determine any poll dispute

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

8. VOTES OF MEMBERS

8.1 Votes of Members on show of hands

On a show of hands each Association Member present at a General Meeting has one vote.

8.2 Votes of other Members on a poll

On a poll taken at a meeting at which they are present each Association Member has one vote.

8.3 Election of Directors

- (a) Elections for Elected Directors shall be by exhaustive ballot in accordance with this clause 8.3 at the relevant General Meeting on papers prepared by the CEO.
- (b) The exhaustive ballot will be conducted as a poll as follows:
 - (i) rounds of voting for each position of Elected Director to be filled will be held, the first of which will include all nominees for that position;
 - (ii) each Association Member entitled to vote will have one vote on each poll;
 - (iii) the nominee with the fewest number of votes will be eliminated from the second and each subsequent round;
 - (iv) in the event that more than 1 nominee has an equal number of votes and that number of votes is the least number of votes, then:
 - (A) provided that there remains at least 1 nominee for the subsequent round, all of those nominees with the least amount of votes will be eliminated from each of the subsequent rounds of voting;
 - (B) if eliminating all nominees with the least number of votes would result in there being no nominees remaining then, subject to the direction of the Chair (who may call for a re-vote of the last round of voting), the position up for election will be treated as a casual vacancy to be dealt with in accordance with clause 13.9;
 - (v) rounds of voting will be continued with 1 or more nominees being eliminated from each round until only 2 nominees remain;
 - (vi) in the last round of 2 nominees, a resolution is passed in favour of the election of the nominee who receives the majority of votes;

- (vii) in the event that the last round of voting has only 1 nominee remaining, then a resolution is passed in favour of the election of that nominee; and
- (viii) in the event that no nominee in the last round of voting receives a majority, the position up for election will be treated as a casual vacancy to be dealt with in accordance with clause 13.9.

8.4 Right to appoint corporate representative

In accordance with the Corporations Act, each Association Member is entitled to appoint an individual as their representative to attend General Meetings of GA.

8.5 Right to appoint proxy

- (a) An Association Member entitled to attend a General Meeting of GA is entitled to appoint another person as their proxy to attend the meeting in their place in accordance with the Corporations Act.
- (b) A proxy has the same rights as the Association Member at the meeting and may be appointed in respect of more than one meeting.

8.6 Form of proxy

The instrument appointing a proxy may be in the following form, or in a common or usual form:

GYMNASTICS AUSTRALIA LIMITED

PROXY FORM

Member

<i>(full name of Member – please print)</i>

<i>(address)</i>

Appoints

<i>(name, or office held, of Proxy – please print)</i>

<i>(address)</i>

or failing such appointment or the absence of that person, **the Chair of the General Meeting**, as my Proxy to vote for me on my behalf (with discretion as to any business not referred to below) at the General Meeting of the Company to be held on [insert date], and at any adjournment of that meeting.

(Voting instructions to be indicated by a mark in the appropriate box. If no instruction is given the Proxy may vote as that person thinks fit, or abstain).

Business	For	Against	Abstain
1. [Resolution]	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. [Resolution]	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SIGNATURE(S)/EXECUTION	
_____	_____
<i>(Individual)</i>	<i>(Director)</i>
_____	_____
<i>(Sole director and sole secretary)</i>	<i>(Director/Secretary)</i>

Note:

Please read under “VOTING BY PROXY”, at the end of the Notice of General Meeting, as to the requirements for valid completion and lodgement of this Proxy Form.

8.7 Resolutions not in General Meeting

- (a) If all Association Members entitled to vote sign a document containing a statement that they are in favour of a resolution in terms set out in the document, a resolution in those terms is deemed to have been passed at a General Meeting of the Company held at the time on which the document was signed by the last Association Member entitled to vote.
- (b) For the purposes of clause 8.7(a), 2 or more separate documents containing statements in identical terms each of which is signed by 1 or more Association Members entitled to vote are deemed together to constitute one document containing a statement in those terms signed by those Association Members on the respective days on which they signed the separate documents.
- (c) A facsimile transmission or other form of visible or other electronic communication purported to be signed by an Association Member for the purpose of this clause is deemed to be a document in writing signed by that Association Member.

9. OBLIGATIONS OF ASSOCIATION MEMBERS

9.1 Constitutions

- (a) Each Association Member must ensure that its constituent documents clearly reflect the Objects, with such incidental variations as are necessary or appropriate (having regard to the State Act applicable to each Association Member), within 12 months of becoming a Member (or such longer period as determined by the Directors).
- (b) In the event that an Association Member does not meet the requirements of this clause 9.1, the Directors may take action in accordance with clauses 5.5 and 11.

9.2 Enforcement of rules

An Association Member must promulgate and enforce the Statutes and Regulations and By-Laws.

9.3 General Obligations

Each Association Member must:

- (a) provide GA with copies of its audited accounts, annual report and associated documents immediately following its annual general meeting;
- (b) adopt rules which reflect and which are, to the extent permitted or required by State Acts, generally in conformity with this Constitution;

- (c) do all that is necessary to enable the Objects to be achieved and at all times act on behalf of and in the interests of the Members and Gymnastics.

9.4 Operation of Constitution

GA and the Association Members agree:

- (a) that they are bound by this Constitution;
- (b) to act in good faith and loyalty to maintain and enhance GA and Gymnastics, its standards, quality and reputation for the collective and mutual benefit of the Members and Gymnastics;
- (c) at all times to operate with and promote mutual trust and confidence between GA and the Members and work cooperatively with each other in the pursuit of the Objects;
- (d) not to do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of Gymnastics and its maintenance and development;
- (e) to ensure that no Member acquires a material or financial advantage at the expense of GA or any Association Member;
- (f) to promote the economic and sporting success, strength and stability of each other and to act cooperatively with each other in pursuit of the Objects;
- (g) to act for and on behalf of the interests of Gymnastics, GA and the Members; and
- (h) that should an Association Member have administrative, operational or financial difficulties, the Directors may act to assist that Member Association in whatever manner and on such conditions as it considers appropriate, if requested.

10. FIG

10.1 Compliance and co-operation

Subject to any applicable law, GA must:

- (a) comply with, and do everything within its power to enforce compliance with, the Statutes and Regulations; and
- (b) represent Australia's interest at, and co-operate with, FIG in all matters relating to the organisation of international competitions, GA's own competitions and Gymnastics in general.

11. GRIEVANCES AND DISCIPLINE OF MEMBERS

11.1 Jurisdiction

All Members will be subject to, and must submit to, the jurisdiction, procedures, penalties and appeal mechanisms of GA set out in the By-Laws.

11.2 By-laws

The Board may make a By-law or By-laws:

- (a) for the hearing and determination of:
 - (i) grievances by any Member who feels aggrieved by a decision or action of the Company (or an Association Member or a Club Member provided that all avenues of appeal available under the constitution of the Association Member or the Club Member have been exhausted); and
 - (ii) disputes between Members relating to the conduct or administration of Gymnastics (the “Grievance By-law”);
- (b) for the discipline of Members (the “Discipline By-law”); and
- (c) for the formation and administration of an Appeals Tribunal which must be independent of any party before it on the matter which is the subject of the appeal in question (the “Appeals By-law”).

11.3 Sanctions for Discipline of Members

Without limiting the matters that may be referred to in the Discipline By-law, any Member that has:

- (a) breached, failed, refused or neglected to comply with a provision of this Constitution, the By-laws or any other resolution or determination of the Directors or duly authorised Committee; or
- (b) acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of GA and/or Gymnastics; or
- (c) brought GA or Gymnastics into disrepute

shall be liable to the sanctions set out in that By-law, including termination of Membership (which in the case of Association Members shall only take place in accordance with the procedure set out in clauses 5.5 and 11.4)

11.4 Termination of Membership of Association Members

No recommendation can be made by the Directors under Clause 5.5 unless:

- (a) the Appeals Tribunal has determined in accordance with the Discipline By-law that it is appropriate for the Members to consider at a General

Meeting whether the membership of the relevant Association Member should be terminated; and

- (b) all avenues of appeal available to the relevant Association Member under the Discipline By-law have been exhausted.

12. PATRONS

12.1 Appointment and removal of Patrons

The Directors may appoint and remove Patrons of GA.

12.2 Rights of Patrons

Patrons are:

- (a) entitled to notice of all General Meetings;
- (b) entitled to attend and speak at General Meetings; and
- (c) not entitled to vote at any General Meeting.

13. DIRECTORS

13.1 Number of Directors

- (a) There are to be no more than 8 Directors, being:5 Elected Directors;
- (b) 2 Appointed Directors; and
- (c) the Athletes Representative.

13.2 Commencement of Term

The maximum term of office for an Elected Director, as described in clause 13.8, shall commence from the 2008 AGM.

13.3 Eligibility

- (a) A person who:
 - (i) is an employee of GA or of an Association Member; or
 - (ii) holds an Official Position with an Association Member,(each a **disqualifying position**) may not hold office as a Director.
- (b) A Director who accepts a disqualifying position must notify the other Directors of that fact immediately and is deemed to have vacated office as Director.

- (c) A person elected or appointed as a Director at the time of holding a disqualifying position must immediately resign from that disqualifying position.

13.4 Nomination for election

- (a) At least 45 days prior to the proposed date of the AGM at which a resolution or resolutions will be proposed to fill a vacancy in the position of an Elected Director, the CEO will request nominations from Association Members, GA Board and any individual wishing to nominate themselves (which comply with paragraph (c) of this clause) for elections to positions falling vacant, which must be received no less than 28 days prior to the AGM.
- (b) Nominations for vacant positions will be received by the Nominations Committee, in accordance with the conditions of the Nominations Committee By-Law.
- (c) A nomination must:
 - (i) specify if the nominee is nominated as Elected Director and
 - (ii) be in writing and signed by the nominee.

13.5 Term of office of Directors generally

Subject to clauses 13.2, 13.8 and 13.9, an Elected Director will hold office for a term of 2 years.

13.6 Office held until end of meeting

A retiring Elected Director holds office until the end of the meeting at which that Elected Director retires but, subject to clause 13.8, is eligible for re-election.

13.7 Elected Director elected at General Meeting

- (a) At a General Meeting:
 - (i) at which an Elected Director retires; or
 - (ii) at the commencement of, or during which, there is a vacancy in the office of an Elected Director,

GA may, by resolution conducted in accordance with clause 8.3, fill the vacancy by electing someone to that office.
- (b) An Elected Director elected under this clause 13.7 takes office at the end of the meeting at which they are elected.

13.8 Maximum term of office for Elected Director

- (a) A Director may not serve more than 5 consecutive terms.
- (b) If an Elected Director has served 5 consecutive terms as a Director, that person may not be elected or appointed as a Director again until the second AGM after the end of their fourth term of office.
- (c) An Appointed Director may not serve more than 2 consecutive terms as a Director unless that person is elected as a Director in accordance with clause 13.4 in which case that person will remain subject to a maximum of 3 consecutive terms as a Director contained in clause 13.8(a).

13.9 Casual vacancy

- (a) The Directors may at any time appoint a person to be a Director to fill a casual vacancy.
- (b) A casual vacancy (as defined in clause 13.16) may be filled:
 - (i) in the case of an Elected Director, by the Directors as a casual vacancy;
 - (ii) in the case of an Appointed Director, in accordance with clause 13.10.
- (c) A Director who takes office under this clause 13.9:
 - (i) In the case of a replacement for an Elected Director must have their position as confirmed by resolution at the next AGM; and(ii) if so confirmed, holds office until the end of the term of the Elected Director who caused the casual vacancy.
- (d) Service as an Elected Director under this clause 13.9 is a full term of office for the purposes of clauses 13.5 and 13.8.

13.10 Appointed Directors

- (a) In addition to the Elected Directors, the Directors may themselves appoint up to 2 other Appointed Directors because of their special business acumen and/or technical skills.
- (b) Subject to clause 13.15, an Appointed Director appointed under this clause holds office for a term of 2 years but is eligible for re-appointment.

13.11 Athletes' Representative

- (a) The Directors may establish an Athletes' Commission.
- (b) Where the Directors determine to establish an Athletes' Commission, they must establish a By-law setting out its functions, membership and operation.
- (c) Directors may invite the chair of the Athletes' Commission to take up a position as a Director as the Athletes' Representative.
- (d) The Athletes' Representative may only remain a Director while continuing to occupy the position of chair of the Athletes' Commission.

13.12 President and Vice-President

- (a) The Directors will elect from amongst their number a President and may elect a Vice-President and may also (subject to clauses 13.12(c) and 13.15) determine the period for which the person elected is to hold that office, which will not exceed 2 years.
- (b) A person may hold the office of President and Vice-President only for as long as they are a Director.
- (c) A Director appointed as President or Vice-President under this clause 13.12 may be removed from that office by the Directors at their absolute discretion.
- (d) Any election or decision of the Directors pursuant to this clause 13.12 will not be effective unless two thirds or more of the Directors present in person or by proxy vote in favour of such decision.

13.13 Remuneration of Directors

Subject to clause 13.14, a Director may not be paid for services as a Director but, with the approval of the Directors and subject to the Corporations Act, may be:

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

13.14 Honorarium

GA may in General Meeting by ordinary resolution determine to pay a Director an ex-gratia payment.

13.15 Removal of Director

- (a) Subject to the provisions of the Corporations Act, GA may in General Meeting by ordinary resolution remove any Director prior to the expiration of that Director's term of office.
- (b) Unless otherwise resolved at a General Meeting, a Director removed in accordance with clause 13.15(a) cannot be re-appointed as a Director within 2 years of their removal.

13.16 Vacation of office

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

- (a) is removed in accordance with clause 13.15 (other than in the case of the removal of the Athletes Representative);
- (b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- (c) resigns office by notice in writing to GA;
- (d) accepts appointment to, or becomes the holder of, a disqualifying position as set out in clause 13.3 and does not resign from that position; or
- (e) is not present personally at three consecutive Directors' meetings without leave of absence from the Directors.

14. POWERS AND DUTIES OF DIRECTORS

14.1 Directors to manage GA

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

14.2 Specific powers of Directors

Without limiting clause 14.1 the Directors may exercise all GA's powers to borrow or raise money, to charge any property or business or give any other security for a debt, liability or obligation of GA or of any other person.

14.3 Time, etc

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

14.4 Appointment of attorney

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

14.5 Provisions in power of attorney

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

15. PROCEEDINGS OF DIRECTORS

15.1 Directors meetings

- (a) Subject to clause 15.1(b), the Directors may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.
- (b) The Directors must meet at least 6 times in each calendar year.

15.2 Questions decided by majority

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

15.3 Proxy and voting

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

15.4 Chair's casting vote

The chair of the meeting will not have a casting vote.

15.5 Quorum

Four Directors present in person constitutes a quorum.

15.6 Effect of vacancy

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

number up to that required for a quorum or to convene a General Meeting.

15.7 Director attending and voting by proxy

- (a) A Director may attend and vote by proxy at a Directors' meeting in accordance with the Corporations Act if the proxy:
 - (i) is another Director; and
 - (ii) has been appointed in writing signed by the appointer.
- (b) The appointment must be for a particular meeting.

15.8 Convening meetings

A Director may, and the CEO on the request of a Director must, convene a Directors' meeting.

15.9 President to preside at Directors' meeting

- (a) Following each Annual General Meeting, the Directors will (if required) meet to elect a President and nominate the term for the President, subject to clause 13.12(a) of this Constitution.
- (b) The President is entitled to preside as Chair at Directors' meetings.
- (c) If the President is not present and able and willing to act within 15 minutes after the time appointed for a meeting or has signified an intention not to be present and able and willing to act, the following may preside as Chair (in order of entitlement):
 - (i) the Vice-President (if any);
 - (ii) a Director chosen by a majority of the Directors present.

15.10 Circulating resolutions

- (a) The Directors may pass a resolution without a Directors' meeting being held if all of the Directors who are entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- (b) Separate copies of the document may be used for signing by the Directors if the wording of the resolution and statement is identical in each copy.
- (c) The resolution is passed when the last Director signs.

15.11 Validity of acts of Directors

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

15.12 Conflicts

- (a) A Director shall declare to the board of Directors that Director's interest in any matter in which any conflict of interest arises as defined by the Corporations Act, and unless otherwise determined by the Directors, that Director must absent himself or herself from discussion of such matter and shall not be entitled to vote in respect of such matter.
- (b) In the event of any uncertainty in this regard, the issue shall immediately be determined by a vote of the Directors or, if this is not possible, the matter shall be adjourned or deferred to the next meeting.
- (c) The CEO shall maintain a register of declared interests.

15.13 Minutes

The Directors must cause minutes of meetings to be made and kept according to the Corporations Act.

16. TELECOMMUNICATION MEETINGS OF GA

16.1 Telecommunication Meeting

A General Meeting or a Directors' Meeting may be held by means of a Telecommunication Meeting, provided that the number of Members or Directors (as applicable) participating is not less than a quorum required for a General Meeting or Directors' Meeting (as applicable). All provisions of this Constitution relating to a meeting apply to a Telecommunication Meeting in so far as they are not inconsistent with the provisions of this clause 16.

16.2 Conduct of Telecommunication Meeting

The following provisions apply to a Telecommunication Meeting of the Company:

- (a) all persons participating in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the meeting;
- (b) each of the persons taking part in the meeting must be able to hear and be heard by each of the other persons taking part at the commencement of the meeting and each person so taking part is

deemed for the purposes of this Constitution to be present at the meeting;

- (c) at the commencement of the meeting each person must announce his or her presence to all other persons taking part in the meeting;
- (d) a person may not leave a Telecommunication Meeting by disconnecting his or her telephone, audio-visual or other communication equipment unless that person has previously notified the Chair;
- (e) a person may conclusively be presumed to have been present and to have formed part of a quorum at all times during a Telecommunication Meeting unless that person has previously notified the Chair of leaving the meeting; and
- (f) a minute of proceedings of a Telecommunication Meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the Chair.

17. CHIEF EXECUTIVE OFFICER

17.1 Appointment of CEO

The Directors must appoint a CEO.

17.2 Powers, duties and authorities of CEO

- (a) The CEO holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, determined by the Directors.
- (b) The exercise of those powers and authorities, and the performance of those duties, by the CEO is subject at all times to the control of the Directors.
- (c) The CEO's role will be to implement the strategies, plans and policies approved by the Directors and will be responsible for the management and direction of GA and its finances.

17.3 Suspension and removal of CEO

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

17.4 CEO to attend meetings

The CEO is entitled, subject to a determination otherwise by the Directors, to attend all meetings of GA, all meetings of the Directors and any Committees and may speak on any matter, but does not have a vote.

18. COMPANY SECRETARY

18.1 Appointment of Company Secretary

There must be at least 1 Company Secretary who is to be appointed by the Directors.

18.2 Suspension and removal of Company Secretary

The Directors may suspend or remove a Company Secretary from that office.

18.3 Powers, duties and authorities of Company Secretary

A Company Secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, determined by the Directors.

19. COMMITTEES

19.1 Committees

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

19.2 Powers delegated to committees

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

19.3 Committee meetings

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

20. GYMSPORTS COMMITTEES

20.1 Gymsports Committees

- (a) Each Gymsport will be administered by a Gymsport Committee established in accordance with clause 19 and this clause 20.

- (b) The Directors will establish a By-law for each Gymsport Committee.
- (c) In respect of each Gymsport Committee the By-law must provide for its functions, elections, membership and operations.

20.2 Functions of Gymsport Committee

- (a) Each Gymsport Committee will make recommendations to the Directors and implement resolutions of the Directors.
- (b) The major functions of each Gymsport Committee will be to:
 - (i) prepare policies and regulations for approval by the Directors;
 - (ii) review performance and undertake forward planning;
 - (iii) co-ordinate and implement day-to-day management of the Gymsport by agreement with the CEO; and
 - (iv) prepare budget estimates and reports as required for approval by the Directors.

21. ANNUAL PRESIDENTS' MEETING

21.1 Annual conference of Presidents of Association Members

- (a) At least once per year, the President must invite the president of each Association Member to meet together for the purpose of planning and policy review.
- (b) The President will consult the presidents of Association Members in relation to the format, cost and location of each annual conference.

22. POLICIES AND BY-LAWS

22.1 Making and amending Policies and By-laws

- (a) The Directors may from time to time make Policies and By-laws which in their opinion are necessary or desirable for the control, administration and management of GA's affairs and may amend, repeal and replace those Policies and By-laws.
- (b) GA in general meeting may amend, repeal or replace any Policy or by-law made by the directors without affecting the validity of acts or decisions made by the directors or anyone authorised to act pursuant to that policy or by-law.
- (c) The policies and By-laws referred to in clause 22.1(a) take effect 28 days after the service of the policy or By-law on the Association Member and shall be of force and effect on that date unless a majority

of the Association Members, in writing seek, a review of the policy or By-law.

22.2 Effect of Policies and By-laws

A Policy or By-law:

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

23. INSPECTION OF RECORDS

23.1 Right of the Members to Inspect Records

Association Members shall have the right to inspect documents of GA except as required by law or as permitted in the By-law. Requests for inspection of documents of GA by Association Members will be made to the Directors, and determined by the Directors, in accordance with the By-law, provided that such requests are reasonable and not frivolous.

- (a) Association Members shall have the right to inspect documents of GA as permitted by the Act and in accordance with the GA By-law; and
- (b) Any application to inspect pursuant to 23.1(a) shall be in writing to the Directors via the CEO, which will grant the application unless the Directors determine that the application to inspect is frivolous and/or vexatious.

24. ACCOUNTS

24.1 Accounting Records

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

24.2 Auditor

A properly qualified auditor or auditors shall be appointed by the Directors and the remuneration of such auditor or auditors fixed and duties regulated in accordance with the Corporations Act.

25. SERVICE OF DOCUMENTS

25.1 Document includes notice

In this clause 25, **document** includes a notice.

25.2 Methods of service on a Member

GA may give a document to a Member:

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

25.3 Methods of service on GA

A Member may give a document to GA:

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

25.4 Post

A document sent by post:

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

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

25.5 Fax or electronic transmission

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

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

26. INDEMNITY

26.1 Indemnity of officers

Every person who is or has been:

- (a) a Director;
- (b) a CEO; or
- (c) a Company Secretary,

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

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

unless:

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

26.2 Insurance

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

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

27. WINDING UP

27.1 Contributions of Members on winding up

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

- (i) payment of GA's debts and liabilities contracted before their membership ceased;
 - (ii) the costs of winding up; and
 - (iii) adjustment of the rights of the contributories among themselves, and the amount is not to exceed \$20.00.
- (c) No other Member must contribute to GA's property if GA is wound up.

27.2 Excess property on winding up

- (a) If on the winding up or dissolution of GA, and after satisfaction of all its debts and liabilities, any property remains, that property must be given or transferred to another body or bodies:
- (i) having objects similar to those of GA; and
 - (ii) whose constitution prohibits (or each of whose constitutions prohibit) the distribution of its or their income and property among its or their members to an extent at least as great as is imposed under this Constitution.
- (b) That body is, or those bodies are, to be determined by the Association Members at or before the time of dissolution or, failing that determination, by a judge who has or acquires jurisdiction in the matter.