

ACTSPORT INCORPORATED

CONSTITUTION

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APPENDIX 1

PART I – PRELIMINARY

1. INTERPRETATION

1.1 In these rules, unless a contrary intention appears –

“Annual General Meeting” means any meeting held in accordance with rule 24 and 25;

“Associate Member” means an Associate Member as defined in rule 4 of this Constitution;

“Committee” means the Committee as defined in Part III of this Constitution;

“Committee Meeting” means any meeting held in accordance with rule 21;

“Committee Member” means a member of the Committee pursuant to rule 16;

“Corporate Member” means a Member of a corporation as defined in the Corporations Act and rule 4 of this Constitution;

“Chief Executive Officer” means the CEO appointed in accordance with rule 18;

“Director” means a Committee Member elected pursuant to rule 17;

“Financial Year” means the year ending on 31 December;

“Full Member” means Full Member as defined in rule 4 of this Constitution;

“Independent Director” means Director appointed pursuant to rule 16.3;

“Individual Members” mean a member of the Association as defined in rule 4 of the Constitution;

“Industry Affiliate Member” means Industry Affiliate Member as defined in rule 4 of this Constitution;

“Life Member” means Life Member as defined in rule 4 of this Constitution;

“Meeting” means any Annual General Meeting of the Association held in accordance with rules 24, 25 and 26;

“Member” means a Member of the Association as defined in rule 4 of this Constitution;

"Office Bearer" means the Office Bearers of the Association as detailed in clause 16.4

"Organisation" means any body of persons subject to the admission provisions in rule 6;

"State Sporting and Recreation Associations" means any sporting and recreation association within the ACT;

"the Act" means the *Associations Incorporation Act 1991* of the ACT;

"the ACT" means the Australian Capital Territory;

"the Association" means ACTSPORT Incorporated;

"this Constitution" means the Constitution of ACTSPORT Incorporated;

"the Regulations" means the Association Incorporation Regulations;

1.2 In these rules –

- (a) a reference to a function includes a reference to a power, authority and duty; and
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty.

1.3 The provisions of the *Interpretation Act 1967* apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

2. OBJECTS

2.1 The objects of the Association are:

- (a) to encourage the development of all aspects of sport and recreation in the ACT at all levels;
- (b) "to provide and manage ACT Sports House as an administrative complex and resource centre as may be necessary for the development of sport and recreation"
- (c) to represent the interests of ACT sport and recreation to Government and non-Government bodies;
- (d) to provide a program of advice and assistance to Members;
- (e) to improve the knowledge of the role of sport and recreation in the ACT;

- (f) to establish and maintain effective communication links within Sport and among the various groups in the Sports industry;
- (g) to manage events which provide opportunities for development of sport and recreation
- (h) to provide support for sporting and recreation organisations in the ACT;
- (i) to promote community recognition and understanding of the achievements of ACT athletes, coaches, administrators and officials; and
- (j) to do all acts, deeds, matters and things and to enter into contracts and make such arrangements as are necessary or reasonably incidental to the attainment of the objects of the Association as detailed in this rule.

3. POWERS

- 3.1 Subject to this Constitution the Association has power to do all things necessary or convenient to be done for or in connection with the performance of its functions.

PART II – MEMBERSHIP

4. CATEGORIES OF MEMBERSHIP

- 4.1 The categories of Members of the Association are:

- (a) Full Members;
- (b) Associate Members;
- (c) Corporate Members;
- (d) Individual Members;
- (e) Industry Affiliate Members; and
- (f) Life Members.

- 4.2 Full members shall be any state sport or recreation organisation that has an overall responsibility for a sport or recreational discipline.

- 4.3 Associate Members shall be any club or organisation that does not qualify for full membership and is responsible for coaches, umpires, referees or other similar groups.

- 4.4 Corporate Members shall be any commercial organisation interested in promoting and supporting sport and recreation in the ACT and wishes to become involved in the activities of ACTSPORT.
- 4.5 Individual Members may be any person involved in sport or recreation that are approved for Membership in accordance with rule 6.
- 4.6 Industry Affiliate Members shall be an organisation not responsible for a single sport discipline, but who offer programs and support services to the ACT sport and recreation industry.
- 4.7 Life Members shall be for individuals who have made a significant contribution to ACTSPORT and will be decided upon at the discretion of the Board.
- 4.8 Associate Members, Corporate Members and Individual Members shall not have any voting rights under this Constitution.
- 4.9 Notwithstanding anything else to the contrary the Committee may determine any additional category of Membership of the Association from time to time.

5. MEMBERSHIP QUALIFICATIONS

- 5.1 An Organisation is qualified to be a Member of the Association if –
- (a) the Organisation is an Organisation referred to in rule 4 of this Constitution and has not ceased to be a Member of the Association at any time after incorporation of the Association under the Act; and
 - (b) the Organisation has been approved for Membership of the Association in accordance with rule 6.

6. ADMISSION TO MEMBERSHIP

- 6.1 An application of an Organisation for Membership of the Association –
- (a) shall be made in writing in the form set out in Appendix 1 to this Constitution or in any other form as determined by the Committee; and
 - (b) shall be lodged with the Chief Executive Director of the Association.
- 6.2 As soon as is practicable after receiving an application for Membership, the Secretary shall refer the application to the Committee which shall determine whether to approve or to reject the application.
- 6.3 Where the Committee determines to approve an application for Membership, the Secretary shall as soon as practicable after that determination notify the applicant of that approval and request the applicant to pay within 28 days after receipt of the notification the sum payable under these rules by a Member as the entrance fee and the first year's annual subscription.

- 6.4 The Secretary shall, on payment by the applicant of the amounts referred to in rule 11 within the period referred to in that rule, enter the applicant's name in the register of Members and, upon the name being so entered, the applicant shall become a Member of the Association.
- 6.5 Where the Committee determines to reject an application for Membership, the Secretary shall as soon as practicable after that determination notify the applicant of that rejection. The Secretary is not obliged to advise the applicant of the reason for the determination.

7. RIGHTS OF MEMBERS

- 7.1 Full Members and Industry Affiliate Members shall be entitled to one (1) vote at each meeting.
- 7.2 Associate Members and Corporate Members shall be entitled to attend Meetings but shall not be entitled to vote at any Meeting of the Association but shall have the right to speak at such Meetings.
- 7.3 Individual Members and Life Members shall be entitled to attend each meeting but shall not be entitled to vote at any Meeting of the Association but shall have the right to speak at such meetings.

8. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

- 8.1 A right, privilege or obligation which an organisation has by reason of being a Member of the Association –
- (a) is not capable of being transferred or transmitted to another Organisation; and
 - (b) terminates upon cessation of the Organisation's Membership.

9. CESSATION OF MEMBERSHIP

- 9.1 An Organisation ceases to be a Member of the Association if the Organisation –
- (a) is wound up;
 - (b) resigns from Membership of the Association;
 - (c) is expelled from the Association; or
 - (d) fails to renew Membership of the Association.

10. RESIGNATION OF MEMBERSHIP

- 10.1 A Member is not entitled to resign from Membership of the Association except in accordance with this rule.

10.2 A Member who has paid all amounts payable by the Member to the Association may resign from Membership of the Association by first giving notice (being not less than 1 month or, if the Committee has determined a shorter period, that shorter period) in writing to the Secretary of the Member's intention to resign and then, upon the expiration of the period of notice given by the Member, the Member ceases to be a Member.

10.3 Where an Organisation ceases to be a Member, the Secretary shall make an appropriate entry in the register of Members recording the date on which the Member ceased to be a Member.

11. FEE, SUBSCRIPTIONS ETC.

11.1 All Members shall pay an annual Membership fee. The Committee shall determine the annual Membership fee of the Association and this amount may change from time to time as determined by the Committee.

11.2 The annual Membership fee is payable by the due date as determined by the Committee.

12. MEMBERS' LIABILITIES

12.1 The liability of a Member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Member in respect of Membership of the Association as required by rule 11 of this Constitution.

13. DISCIPLINING OF MEMBERS

13.1 Where the Committee is of the opinion that a Member –

- (a) has persistently refused or neglected to comply with a provision of this Constitution; or
- (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association,

the Committee may, by resolution –

- (c) expel the Member from the Association; or
- (d) suspend the Member from such rights and privileges of Membership of the Association as the Committee may determine for a specified period.

13.2 A resolution of the Committee under rule 13.1 is of no effect unless the Committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the Member of a notice under rule 13.3 confirms the resolution in accordance with this rule.

13.3 Where the Committee passes a resolution under rule 13.1 the Secretary shall, as soon as practicable, cause a notice in writing to be served on the Member –

- (a) setting out the resolution of the Committee and the grounds on which it is based;
- (b) stating that the Member may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
- (c) stating the date, place and time of that meeting; and
- (d) informing the Member that the Member may do either or both of the following:
 - (i) attend and speak at that meeting;
 - (ii) submit to the Committee at or prior to the date of that meeting written representations relating to the resolution.

13.4 Subject to section 50 of the Act, at a meeting of the Committee mentioned in rule 13.2 the Committee shall –

- (a) give to the Member mentioned in rule 13.1 an opportunity to make oral representations;
- (b) give due consideration to any written representations submitted to the Committee by that Member at or prior to the meeting; and
- (c) by resolution determine whether to confirm or to revoke the resolution of the Committee made under rule 13.1.

13.5 Where the Committee confirms a resolution under rule 13.4, the Secretary shall, within 7 days after that confirmation, by notice in writing inform the Member of that confirmation and of the Member's right of appeal under rule 13.

13.6 A resolution confirmed by the Committee under rule 13.4 does not take effect –

- (a) until the expiration of the period within which the Member is entitled to appeal against the resolution where the Member does not exercise the right of appeal within that period; or
- (b) where within that period the Member exercises the right of appeal, unless and until the Association confirms the resolution in accordance with rule 13.4.

14. RIGHT OF APPEAL OF DISCIPLINED MEMBER

- 14.1 A Member may appeal to the Association in general meeting against a resolution of the Committee which is confirmed under rule 13.4, within 7 days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.
- 14.2 Upon receipt of a notice under rule 14.1, the Secretary shall notify the Committee which shall convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice or as soon as possible after that date.
- 14.3 Subject to section 50 of the Act, at a general meeting of the Association convened under rule 14.2 –
- (a) no business other than the question of the appeal shall be transacted;
 - (b) the Committee and the Member shall be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
 - (c) the Members present shall vote by secret ballot on the question of whether the resolution made under rule 13.4 should be confirmed or revoked.
- 14.4 If the meeting passes a special resolution in favour of the confirmation of the resolution made under rule 13.4, that resolution is confirmed.

PART III – THE COMMITTEE

15. POWERS OF THE COMMITTEE

- 15.1 The Committee, subject to the Act, the Regulations, these rules, and to any resolution passed by the Association in general meeting –
- (a) shall control and manage the affairs of the Association;
 - (b) may exercise all such functions as may be exercised by the Association other than those functions that are required by these rules to be exercised by the Association in general meeting; and
 - (c) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association.

16. CONSTITUTION AND MEMBERSHIP

- 16.1 The Committee shall consist of –

- (a) the Office Bearers of the Association;
- (b) 4 Directors;
- (c) 2 Independent Directors; and
- (d) Chief Executive Officer.

16.2 The Committee Members in sub-rules 16.1 (a) and (b) shall be elected pursuant to rule 17.

16.3 The 2 Independent Directors in rule 16.1 (c) may be appointed at the discretion of the Committee Members elected pursuant to Rules 16.1 (a) and (b) and the Chief Executive Officer and these independent Directors may also each nominate an alternate Director to attend and vote at Board meetings on their behalf. Such Directors are to be approved by the Board.

16.4 The Office Bearers of the Association shall be –

- (a) the President; and
- (b) the Vice-President.

16.5 In accordance with this rule 16 there shall be not less than 7 members on the Committee

16.6 The Committee Members holding office pursuant to rule 16.1(a) and 16.1(c) shall hold office until the end of the next Annual General Meeting when they shall retire. A retiring Committee Member under this rule shall hold office until the dissolution of the Annual General Meeting at which they are required to retire at.

16.7 The Committee Members holding office pursuant to rule 16.1(a) may stand for re-election at any Annual General Meeting where they are required to retire in accordance with rule 16.6.

16.8 The Committee Members holding office pursuant to rule 16.1(c) may be re-appointed in accordance with rule 16.3 after any Annual General Meeting where they are required to retire in accordance with rule 16.6.

16.9 At the Annual General Meeting of the Association to be held in March 2002 the Directors elected pursuant to rule 16.1(b) shall hold office until they retire in accordance with the following provisions:

- (a) at the Annual General Meeting of the Association to be held in March 2003 and thereafter at every Annual General Meeting of the Association, 2 Directors of the Association elected pursuant to rule 16.1(b) shall retire from office. A retiring Director under this rule shall hold office until the dissolution of the Annual General Meeting at which that Director's successor is elected;
- (b) the Directors to retire at each Annual General Meeting pursuant to this rule shall be selected as follows:
 - (i) firstly any Director elected to the office of President of the Association at the Annual General Meeting;
 - (ii) secondly any Director who wishes to retire and does not offer to stand for re-election;
 - (iii) thirdly any Director appointed pursuant to rule 16.10;
 - (iv) fourthly those Directors who have been longest in office since their last election but as between Directors elected on the same day those to retire shall be determined by Lot.

16.10 In the event of a vacancy in the membership of the Committee, the Committee may appoint a person to fill the vacancy and the person so appointed shall hold office, subject to these rules, until the conclusion of the next Annual General Meeting following the date of the appointment.

17. ELECTION OF OFFICE BEARERS AND DIRECTORS

17.1 Nominations of candidates for election as Office Bearers or Directors –

- (a) shall be made in writing, signed by 2 Members of the Association accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
- (b) shall be delivered to the Chief Executive Officer of the Association not less than 7 days before the date fixed for the Annual General Meeting at which the election is to take place.

17.2 If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.

17.3 If insufficient further nominations are received, any vacant positions remaining on the Committee shall be deemed to be vacancies.

17.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be taken to be elected.

17.5 If the number of nominations received for the election of Office Bearers or Directors exceed the number of vacancies to be filled, a ballot shall be held.

17.6 The ballot for the election of Office Bearers and Directors shall be conducted at the annual general meeting in such manner as the Committee may direct.

17.7 A person is not eligible to simultaneously hold more than 1 position on the Committee.

18. CHIEF EXECUTIVE OFFICER

18.1 The Committee shall appoint a Chief Executive Officer who shall be responsible for the administration, the day to day running of the Association and the management of the Associations office staff and the co-ordination and participation in the formulations of policy through the sub-committees set up by the Committee. The Chief Executive Officer so appointed shall become a member of the Committee as at the time of their appointment and shall continue in office until the termination of their employment as Chief Executive Officer.

18.2 The Chief Executive Officer shall be paid a remuneration in accordance with the direction of the Committee

19. SECRETARY AND PUBLIC OFFICER

19.1 The Secretary and Public Officer of the Association shall be the Chief Executive Officer or as otherwise appointed by the Committee.

20. VACANCIES

20.1 For the purposes of these rules, a vacancy in the office of a Committee Member occurs if the member –

- (a) dies;
- (b) ceases to be a member of the Member of the Association;
- (c) resigns the office;
- (d) is removed from office pursuant to rule 21;
- (e) becomes an insolvent under administration within the meaning of the Corporations Law;
- (f) suffers from mental or physical incapacity;
- (g) is disqualified from office under subsection 63(1) of the Act; or

- (h) is absent without the consent of the Committee from all meetings of the Committee held during a period of 6 months.

21. REMOVAL OF COMMITTEE MEMBERS

- 21.1 The Association in general meeting may by resolution, subject to section 50 of the Act, remove any Committee Member from the office of Committee Member before the expiration of the member's term of office.

22. COMMITTEE MEETINGS AND QUORUM

- 22.1 The Committee shall meet at least 6 times in each calendar year at such place and time as the Committee may determine.
- 22.2 Additional meetings of the Committee may be convened by any Committee Member.
- 22.3 Oral or written notice of a meeting of the Committee shall be given by the Secretary to each Committee Member at least 48 hours (or such other period as may be unanimously agreed upon by the Committee Members) before the time appointed for the holding of the meeting.
- 22.4 Notice of a meeting given under rule 22.3 shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the Committee Members present at the meeting unanimously agree to treat as urgent business.
- 22.5 Any 4 Committee Members (and any 5 Committee Members if Independent Directors have been elected) of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee. The quorum does not include the Chief Executive Officer.
- 22.6 No business shall be transacted by the Committee unless a quorum is present and if within half an hour after the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and the same hour of the same day in the following week.
- 22.7 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting shall be dissolved.
- 22.8 At Committee Meetings –
 - (a) the President or in the absence of the President, the Vice-President shall preside; or
 - (b) if the President and the Vice-President are absent, 1 of the remaining Committee Members may be chosen by the Members present to preside.

23. DELEGATION BY COMMITTEE TO SUB-COMMITTEE

23.1 The Committee may, by instrument in writing, delegate to 1 or more sub-committees the exercise of such of the functions of the Committee as are specified in the instrument, other than –

- (a) this power of delegation; and
- (b) a function which is a function imposed on the Committee by the Act, by any other law of the Territory, or by resolution of the Association in general meeting.

23.2 A function, the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

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

23.4 Notwithstanding any delegation under this rule, the Committee may continue to exercise any function delegated.

23.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Committee.

23.6 The Committee may, by instrument in writing, amend or revoke wholly or in part any delegation under this rule.

23.7 A sub-committee may meet and adjourn as it thinks proper.

24. VOTING AND DECISIONS

24.1 Questions arising at a meeting of the Committee or of any sub-Committee appointed by the Committee shall be determined by a majority of the votes of members of the Committee or sub-Committee present at the meeting.

24.2 Each member present at a Committee Meeting or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to 1 vote but the Chief Executive Officer shall not be entitled to any votes, in the event of an equality of votes under rule 24.3 on any question, the person presiding may exercise a second or casting vote.

24.3 Subject to rule 22.5, the Committee may act notwithstanding any vacancy on the Committee.

24.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-Committee appointed by the Committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-committee.

PART IV – GENERAL MEETINGS

25. ANNUAL GENERAL MEETINGS – HOLDING OF

25.1 With the exception of the first Annual General Meeting of the Association, the Association shall, at least once in each calendar year and within the period of 5 months after the expiration of each Financial Year of the Association, convene an Annual General Meeting of its Members.

25.2 Rule 25.1 has effect subject to the powers of the Registrar-General under section 120 of the Act in relation to extensions of time.

26. ANNUAL GENERAL MEETINGS – CALL OF AND BUSINESS AT

26.1 The Annual General Meeting of the Association shall, subject to the Act, be convened on such date and at such place and time as the Committee thinks fit.

26.2 In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be –

- (a) to confirm the minutes of the last preceding Annual General Meeting and of any general meeting held since that meeting;
- (b) to receive from the Committee reports on the activities of the Association during the last preceding Financial Year;
- (c) to elect Committee Members, including Office Bearers; and
- (d) to receive and consider the statement of accounts and the reports that are required to be submitted to Members pursuant to subsection 73(1) of the Act.

26.3 An Annual General Meeting shall be specified as such in the notice convening it in accordance with rule 28.

26.4 An Annual General Meeting shall be conducted in accordance with the provisions of this Part.

27. GENERAL MEETINGS – CALLING OF

27.1 The Committee may, whenever it thinks fit, convene a general meeting of the Association.

27.2 The Committee shall, on the requisition in writing of not less than 5 per cent of the total number of Members, convene a general meeting of the Association.

27.3 A requisition of Members for a general meeting –

(a) shall state the purpose or purposes of the meeting;

(b) shall be signed by the Members making the requisition;

(c) shall be lodged with the Secretary; and

(d) may consist of several documents in a similar form, each signed by 1 or more of the Members making the requisition.

27.4 If the Committee fails to convene a general meeting within one month after the date on which a requisition of Members for the meeting is lodged with the Secretary, any one or more of the Members who made the requisition may convene a general meeting to be held not later than three (3) months after that date.

27.5 A general meeting convened by a Member or Members referred to in rule 27.4 shall be convened as early as is practicable in the same manner as general meetings are convened by the Committee and any Member who thereby incurs expense is entitled to be reimbursed by the Association for any reasonable expense so incurred.

28. NOTICE

28.1 Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause notice to be given to each Member appearing in the register of Members, the notice to specify the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

28.2 Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each Member in the manner provided in rule 28.1 specifying, in addition to the matter required under that rule, the intention to propose the resolution as a special resolution.

28.3 No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted pursuant to rule 26.2.

28.4 A Member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the Member.

29. GENERAL MEETINGS – PROCEDURE AND QUORUM

29.1 No item of business shall be transacted at a general meeting unless a quorum of Members entitled under these rules to vote is present during the time the meeting is considering that item.

29.2 Twelve (12) Members present in person (being Members entitled under this Constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

29.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of Members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned) at the same place.

29.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being not less than 6) shall constitute a quorum.

30. PRESIDING MEMBER

30.1 The President, or in the absence of the President, the Vice-President, shall preside at each general meeting of the Association.

30.2 If the President and the Vice-President are absent from a general meeting, the Members present shall elect 1 of their number to preside at the meeting.

31. ADJOURNMENT

31.1 The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

31.2 Where a general meeting is adjourned for 14 days or more, the Secretary shall give written or oral notice of the adjourned meeting to each Member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

31.3 Except as provided in rule 31.1 and 31.2, notice of an adjournment of a general meeting or of the business to be transacted at any adjourned meeting is not required to be given.

32. MAKING OF DECISIONS

32.1 A question arising at a general meeting of the Association shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

32.2 At a general meeting of the Association, a poll may be demanded by the person presiding or by not less than 3 Members present in person or by proxy at the meeting.

32.3 Where the poll is demanded at a general meeting, the poll shall be taken –

- (a) immediately in the case of a poll which relates to the election of the person to preside at the meeting or to the question of an adjournment; or
- (b) in any other case, in such manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

33. VOTING

33.1 Subject to rule 33.3, upon any question arising at a general meeting of the Association only Ordinary Members are entitled to vote and each such Member is only entitled to one vote.

33.2 All votes shall be given personally or by proxy but no Member may hold more than 5 proxies.

33.3 In the case of an equality of votes on a question at a general meeting, the person presiding is entitled to exercise a second or casting vote.

33.4 A Member or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the Member or proxy to the Association has been paid.

34. APPOINTMENT OF PROXIES

- 34.1 Each Member shall be entitled to appoint another Member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 34.2 The notice appointing the proxy shall be in the form set out in Appendix 2 to these rules.

PART V – MISCELLANEOUS

35. ALTERATION OF OBJECTS AND RULES

- 35.1 Neither the objects of the Association referred to in Section 29 of the Act nor these rules shall be altered except in accordance with the Act.

36. COMMON SEAL

- 36.1 The common seal of the Association shall be kept in the custody of the Secretary.
- 36.2 The common seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal shall be attested by the signatures of two Committee Members or as otherwise determined by the Committee from time to time.

37. CUSTODY OF BOOKS

- 37.1 Subject to the Act, the Regulations and these rules, the Secretary shall keep in his or her custody or under his or her control all records, books, and other documents relating to the Association.

38. INSPECTION OF BOOKS

- 38.1 The records, books and other documents of the Association shall be open to inspection at a place in the Territory, free of charge, by a Member of the Association at any reasonable hour.

39. SERVICE OF NOTICE

- 39.1 For purpose of these rules, a notice may be served by or on behalf of the Association upon any Member either personally or by sending it by post to the Member at the Member's address shown in the register of Members.
- 39.2 Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

40. SURPLUS PROPERTY

40.1 If, upon the winding-up or dissolution of the Association there remains, after satisfaction of all its debts and liabilities, any property whatsoever, that property shall not be paid to or distributed among the Members of the Association but shall be given or transferred to another corporation - as defined in the Corporations Law – or another Association, the objects of which as stated in its constitution are restricted to one or more of the objects specified in paragraph 383(1)(a) of the Corporations Law and to objects incidental or conducive to those so specified and which by its constitution is required to apply its profits (if any) or other income in promoting its objects and is prohibited from paying any dividend to its Members, that corporation to be selected by the Members of the Association at or before the time of the dissolution and, in default of that selection, by application to the Supreme Court of the Australian Capital Territory or another Territory or State for determination.

41. TRANSITIONAL PROVISIONS

45.1 On adoption of this Constitution by the Association:

all resolutions, determinations and acts made or taken by the Association replaced by this Constitution still in effect and continuing shall, where appropriate, continue to operate as if made or taken under this Constitution and the records of the Association replaced by this Constitution shall continue to be the records of this Association.

APPENDIX 1

**ACTSPORT INCORPORATED
APPLICATION FOR MEMBERSHIP**

I/We,

.....
(full name of applicant)

ofhereby apply to become
(address)

a Member of the abovenamed incorporated Association. In the event of my/our admission as a Member, I/We agree to be bound by the rules of the Association for the time being in force.

.....
(Signature of Applicant)
or on behalf of the Applicant

Date.....

I/We
(full name)

a Member of the Association, nominate the applicant for Membership of the Association.

.....
(Signature of Nominator)

Date

APPENDIX 2

ACTSPORT INCORPORATED
FORM OF APPOINTMENT OF PROXY

I,
(full name)

of
(address)

being a Member of
(name of incorporated Association)

hereby appoint
(full name of proxy)

of
(address)

being a Member of that incorporated Association (or a member of the Member in this form), as my proxy to vote for me on my behalf at the general meeting of the Association (annual general meeting or other general meeting, as the case may be) to be held on theday of200.. and at any adjournment of that meeting.

- *My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

.....
(signature of Member appointing proxy)

.....
(date)

- (*To be inserted if desired)

Note: A proxy vote may not be given to a person who is not a Member of the Association.
