

AUSTRALIAN WEIGHTLIFTING FEDERATION  
LIMITED

ACN 090 469 837



CONSTITUTION

APPROVED – 5<sup>th</sup> JULY 2013

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## Contents

<b>1. Definitions and Interpretations .....</b>	<b>7</b>
1.1. Definitions .....	7
1.2. Interpretation.....	9
1.3. Corporations Act .....	9
1.4. Headings.....	9
<b>2. Objects.....</b>	<b>9</b>
2.1. Objects .....	9
<b>3. Powers.....</b>	<b>10</b>
<b>4. Income and Property of AWF .....</b>	<b>10</b>
4.1. Sole Purpose.....	10
4.2. Payments to Members.....	10
<b>5. Membership.....</b>	<b>10</b>
5.1. Categories of Members.....	10
5.2. Admission of members .....	11
5.3. State Members.....	11
5.4. Club Members.....	13
5.5. Individual Members .....	13
5.6. Life Members .....	13
5.7. Business Member.....	14
5.8. General.....	14
5.9. Limited Liability .....	14
<b>6. Cessation of Membership .....</b>	<b>14</b>
6.1. Cessation .....	14
6.2. Resignation.....	14
6.3. Death.....	15
6.4. Forfeiture of Rights .....	15
<b>7. Grievances and Discipline of Members .....</b>	<b>15</b>
7.1. Jurisdiction .....	15
7.2. By-Laws .....	15
<b>8. Termination of membership of State Member .....</b>	<b>16</b>
8.1. Sanctions for Discipline of State Members .....	16
8.2. Termination of Membership of State Members.....	16
<b>9. Fees and Subscriptions.....</b>	<b>16</b>
9.1. Membership Fee .....	16
9.2. Non-Payment of Fees.....	16
9.3. Deferral or reduction of subscriptions.....	16

<b>10. General Meetings .....</b>	<b>17</b>
10.1. Annual General Meeting.....	17
10.2. Power to convene General Meeting.....	17
10.3. Notice of General Meeting.....	17
10.4. No other business .....	17
10.5. Cancellation or postponement of General Meeting.....	17
10.6. Written notice of cancellation or postponement of General Meeting.....	17
10.7. Contents of notice postponing General Meeting .....	18
10.8. Number of clear Days for postponement of General Meeting.....	18
10.9. Business at postponed General Meeting.....	18
10.10. Representative at postponed General Meeting .....	18
10.11. Non-receipt of notice.....	18
10.12. Right to appoint representative.....	18
10.13. Right to appoint proxy .....	18
10.14. Form of proxy.....	19
10.15. Chair of General Meetings .....	19
<b>11. Proceedings at General Meeting .....</b>	<b>19</b>
11.1. Number for a quorum .....	19
11.2. Requirement for a quorum .....	19
11.3. Quorum and time.....	19
11.4. Adjourned meeting .....	19
11.5. President or Chair .....	19
11.6. Conduct of General Meetings .....	19
11.7. Adjournment of General Meeting .....	20
11.8. Notice of adjourned meeting.....	20
11.9. Questions decided by majority .....	20
11.10. Equality of votes.....	20
11.11. Declaration of results.....	20
11.12. Poll.....	20
11.13. Electronic Voting.....	21
11.14. Objection to voting qualification .....	21
11.15. President or Chair to determine any poll dispute.....	21
<b>12. Votes of Members .....</b>	<b>21</b>
12.1. Votes of Members.....	21
12.2. Election of Directors.....	21
12.3. Resolutions not in General Meeting .....	21
<b>13. Directors .....</b>	<b>21</b>

13.1.	Number of Directors .....	21
13.2.	First Appointed Directors .....	22
13.3.	Eligibility .....	22
13.4.	Nomination for election .....	23
13.5.	Term of office of Directors generally .....	23
13.6.	Office held until end of meeting .....	23
13.7.	Election of Directors .....	23
13.8.	Maximum term of office for Directors .....	24
13.9.	Casual vacancy .....	24
13.10.	Appointed Directors .....	24
13.11.	Remuneration of Directors .....	24
13.12.	Honorarium .....	25
13.13.	Removal of Director .....	25
13.14.	Vacation of office .....	25
<b>14.</b>	<b>Powers and Duties of Directors .....</b>	<b>25</b>
14.1.	Directors to manage the AWF .....	25
14.2.	Specific powers of Directors .....	25
14.3.	Time, etc .....	25
14.4.	Appointment of attorney .....	25
14.5.	Provisions in power of attorney .....	26
14.6.	Code of Conduct .....	26
<b>15.</b>	<b>Proceedings of Directors .....</b>	<b>26</b>
15.1.	Directors meetings .....	26
15.2.	Questions decided by majority .....	26
15.3.	Chair of Directors' Meetings .....	26
15.4.	Quorum .....	26
15.5.	Effect of vacancy .....	26
15.6.	Convening meetings .....	26
15.7.	Circulating resolutions .....	27
15.8.	Validity of acts of Directors .....	27
15.9.	Directors' Interests .....	27
15.10.	Minutes .....	27
<b>16.</b>	<b>Telecommunication Meetings of the AWF .....</b>	<b>27</b>
16.1.	Telecommunication Meeting .....	27
16.2.	Conduct of Telecommunication Meeting .....	27
<b>17.</b>	<b>Chief Executive Officer .....</b>	<b>28</b>
17.1.	Appointment of CEO .....	28

17.2.	Powers, duties and authorities of CEO .....	28
17.3.	Suspension and removal of CEO .....	28
17.4.	CEO to attend meetings .....	28
17.5.	CEO departure from the AWF.....	28
<b>18.</b>	<b>Company Secretary.....</b>	<b>29</b>
18.1.	Appointment of AWF Secretary .....	29
18.2.	Suspension and removal of AWF Secretary .....	29
18.3.	Powers, duties and authorities of AWF Secretary .....	29
<b>19.</b>	<b>Committees.....</b>	<b>29</b>
19.1.	Committees.....	29
19.2.	Powers delegated to Committees.....	29
19.3.	Committee meetings.....	29
<b>20.</b>	<b>Policies and By-laws.....</b>	<b>29</b>
20.1.	Making and amending Policies and By-laws .....	29
20.2.	Effect of Policies and By-laws.....	29
<b>21.</b>	<b>Inspection of Records .....</b>	<b>30</b>
21.1.	Right of the Members to Inspect Records .....	30
<b>22.</b>	<b>Accounts .....</b>	<b>30</b>
22.1.	Accounting Records .....	30
22.2.	Auditor .....	30
<b>23.</b>	<b>Service of Documents .....</b>	<b>30</b>
23.1.	Document includes notice .....	30
23.2.	Methods of service on a Member.....	30
23.3.	Methods of service on the AWF.....	30
23.4.	Post .....	30
23.5.	Fax or electronic transmission .....	30
<b>24.</b>	<b>Indemnity.....</b>	<b>30</b>
24.1.	Indemnity of officers.....	30
24.2.	Insurance.....	31
<b>25.</b>	<b>Winding Up .....</b>	<b>31</b>
25.1.	Contributions of Members on winding up.....	31
25.2.	Excess property on winding up .....	31
<b>SCHEDULE 1 - AWF LIFE MEMBERS .....</b>	<b>32</b>	
At date of constitution .....	32	
<b>SCHEDULE 2 - AWF LIFE MEMBERS .....</b>	<b>33</b>	
Additional Life Members from 5 July 2013 onward.....	33	

## 1. Definitions and Interpretations

### 1.1. Definitions

In this Constitution unless the context requires otherwise:

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

**Appointed Director** means a Director appointed in accordance with **clause 13.10**.

**AWF** means the Australian Weightlifting Federation Limited ACN 090 469 837.

**Board** means at least four (4) Directors acting together as a board in accordance with their powers and authority under this Constitution.

**Business Member** means an individual or groups of persons admitted to the AWF in accordance with **clause 5.7**.

**By-Law** means a by-law made under **clause 20**.

**Chairperson** or **Chair** means the Director appointed by the Board or by a State Member from time to time to be the appointed Chair of a General Meeting.

**CEO** means a person appointed by the Board as the Chief Executive Officer of the AWF under **clause 17.1**.

**Club Member** means an incorporated body or non-incorporated entity which is affiliated with a State Member and therefore admitted to the AWF in accordance with **clause 5.4**.

**Committee** means a committee established by the Board under **clause 19**.

**AWF Secretary** means a person appointed by the Directors as a company secretary of the AWF 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)* as modified and amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the AWF.

**Day** means a calendar day.

**Director** means a Director of the AWF and includes Elected Directors and Appointed Directors.

**Elected Director** means a Director elected in accordance with **clause 13**.

**Employee** means an employed AWF officer working as part of the AWF company business as defined by the Australian Taxation Office of the Australian Government and distinct from a Contractor of AWF.

**Exhaustive Ballot By-law** means the By-law issued by the AWF under that name, as referred to in **clause 13.2.2.4**.

**First Appointed Directors** means the persons specified in **clause 13.2**.

**General Meeting** means a general meeting of entitled Members and includes the AGM and a Special General Meeting in accordance with **clause 10**.

**Grievance, Discipline, Appeals By-law or GDA By-Law** means the Grievance, Discipline, Appeals By-Law issued under that name, as referred to in **clause 7.2.1.1.2**.

**Individual Member** means a person who applies for membership with a State Member and upon acceptance by the AWF will be admitted to the AWF as an individual member in accordance with **clause 5.5**.

**Intellectual Property** means all rights subsisting in copyright, business names, names, trade marks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the AWF or any activity of or conducted, promoted or administered by the AWF.

**IWF** means the International Weightlifting Federation.

**Life Member** means a person admitted to the AWF as a life member in accordance with **clause 5.6** and specified in **schedule 1 and schedule 2**.

**Member** means a member of the AWF in accordance with **clause 5**.

**Objects** means the objects of the AWF as specified in **clause 2**.

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

- i) holds a position, whether elected or appointed, as president, vice president, Chair, secretary, treasurer, employee, director or equivalent of that body corporate or organisation, or
- ii) has, directly or indirectly, a material ownership or financial interest in that body corporate or organisation.

**Payment Method** means electronic a payment made either by Electronic Funds Transfer (EFT) or Direct Deposit (DD) to the AWF in accordance with **section 9**.

**Policy** means a policy made under **clause 20**.

**President or Chair** means the Director appointed by the Board as President or Chair of the AWF and chairperson of the Board.

**Registration** means registration of an Individual Member or a Club Member with a State Member, such registration being in the form of a signed application form whether in hard copy or by electronic means of acceptance and, in the case of Individual Members, their consent to membership of the AWF as required by **clause 5.2**. Registered has a corresponding meaning.

**Representative** means a person (other than a proxy) appointed in accordance with the Corporations Act to represent a State Member at a General Meeting of the AWF.

**Special Resolution** means a resolution that must be passed by a majority of at least 75% of votes exercisable by Members entitled to vote at the relevant General Meeting in accordance with this Constitution and/or the Corporations Act.

**State** means the States of Australia which shall be deemed to include each of the Northern Territory and the Australian Capital Territory.

**State Member** means a legal entity representing a State admitted to the AWF as a State Member in accordance with **clause 5.3**.

**Statutes and Regulations** means the statutes and regulations of IWF in force from time to time.



**Telecommunications Meeting** means a meeting held by telephone, video; any other technology (or any combination of these technologies) means, which permits each Director at a meeting of Directors or each Voting Member at a meeting of Members to communicate with any other participant.

**Voting Member** means, in relation to a General Meeting, those Members present and entitled to vote in accordance with **clause 5**.

**Weightlifting** means the sporting activity described in the Statutes and Regulations of the IWF.

## 1.2. Interpretation

In this Constitution unless the context indicates a contrary intention:

- 1.2.1. **presence of a Member:** a reference to a Member present at a General Meeting means the Member present in person or by proxy or Representative;
- 1.2.2. **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;
- 1.2.3. **gender:** words importing any gender include all other genders;
- 1.2.4. **person:** the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
- 1.2.5. **successors:** a reference to an organisation includes a reference to its successors;
- 1.2.6. **singular includes plural:** the singular includes the plural and vice versa;
- 1.2.7. **instruments:** a reference to a law includes regulations and instruments made under it;
- 1.2.8. **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;
- 1.2.9. **include:** the words include, includes, including and for example are not to be interpreted as words of limitation;
- 1.2.10. **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
- 1.2.11. **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

- 1.3.1. 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.
- 1.3.2. The provisions of the Corporations Act that apply as replaceable rules are displaced by this Constitution and accordingly do not apply to the AWF.

## 1.4. Headings

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

# 2. Objects

## 2.1. Objects

The Objects of the AWF shall be to:

- 2.1.1. act as the sole:
  - 2.1.1.1. Australian affiliated member of the IWF;

- 2.1.1.2. the sole national governing body for Weightlifting affiliated to the Australian Olympic Committee, Commonwealth Games Australia and the Australian Paralympic Committee; and recognised by the Australian Sports Commission in accordance with the Statutes and Regulations;
- 2.1.2. to conduct, encourage, promote, advance, control and manage all levels of Weightlifting in Australia interdependently with members and others;
- 2.1.3. to adopt, formulate, issue, interpret and amend By-Laws, Policies, rules and regulations for the control and conduct of Weightlifting in Australia;
- 2.1.4. to encourage the provision and development of appropriate facilities for participation in Weightlifting;
- 2.1.5. to maintain and enhance standards, quality and reputation of Weightlifting for the collective and mutual benefit and interests of Members and Weightlifting;
- 2.1.6. to promote the sport of Weightlifting for commercial, government and public recognition and benefits;
- 2.1.7. to be the only body entitled to prepare and enter Australian teams in international Weightlifting competitions;
- 2.1.8. to promote, control, manage and conduct Weightlifting events, competitions and championships;
- 2.1.9. to undertake other actions or activities necessary, incidental or conducive to advance these Objects;
- 2.1.10. Use and protect the Intellectual Property of the AWF, including but not limited to logos, trademarks, copyright and names in any equipment, product, publication or event developed by the AWF;
- 2.1.11. Have regard to the public interest in its operations; and.
- 2.1.12. to further the above and do all things necessary or appropriate for the management, control, regulation and promotion of the AWF and the sport of weightlifting in Australia.

### 3. Powers

Solely for furthering the Objects under **clause 2**, the AWF, in addition to any other powers it has under the Corporations Act, has the legal capacity and powers of a company as set out in the Corporations Act.

### 4. Income and Property of AWF

#### 4.1. Sole Purpose

The income and property of the AWF will only be applied towards the promotion of the Objects of the AWF as specified in **clause 2.1**.

#### 4.2. Payments to Members

No income or property will be paid or transferred directly or indirectly to any Member except for payments to a Member:

- 4.2.1. in return for any services rendered or goods supplied in the ordinary and usual course of business to the AWF; or
- 4.2.2. of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent; or
- 4.2.3. of reasonable rent for premises let by them to the AWF.

### 5. Membership

#### 5.1. Categories of Members

Members of the AWF shall fall into one of the following categories:

- State Members, which subject to this Constitution shall have the right to receive notice of, attend and vote at any General Meeting;
- Club Members, which are not entitled to receive notice of, attend or vote at any General Meeting;
- Individual Members, who are not entitled to receive notice of, attend or vote at any General Meeting;
- Life Members as detailed in **schedule 1** and **schedule 2**, which subject to this Constitution shall have the right to receive notice of and attend but not vote at any General Meeting; and
- Business Members, who are not entitled to receive notice of, attend or vote at any General Meeting.

## 5.2. Admission of members

A person will become a Member, and the Directors will direct the AWF Secretary to record their name, street address, email address and date on which they became a Member, in the register of Members kept by the AWF, only upon meeting the criteria applicable to the relevant category of membership set out in this Constitution and provided the Member has submitted an application, which is accepted by the Board, in which the Member undertakes to:

- 5.2.1. be bound by:
  - 5.2.1.1. this Constitution;
  - 5.2.1.2. the Statutes and Regulations; and
  - 5.2.1.3. the By-Laws and Policies of the AWF;
- 5.2.2. pay any membership and subscriptions fees determined to apply to the Member under **clause 9**; and
- 5.2.3. support, at all times, the AWF in the encouragement and promotion of its Objects.

## 5.3. State Members

- 5.3.1. State associations shall be admitted as State Members and are entitled to attend, debate and vote at all General Meetings.
- 5.3.2. Only one (1) State Member from each state can be admitted.
- 5.3.3. First State Members will be comprised of:
  - 5.3.3.1. Weightlifting ACT;
  - 5.3.3.2. New South Wales Weightlifting Association;
  - 5.3.3.3. Northern Territory Weightlifting Association;
  - 5.3.3.4. Queensland Weightlifting Association;
  - 5.3.3.5. South Australian Weightlifting Association;
  - 5.3.3.6. Weightlifting Tasmania;
  - 5.3.3.7. Victorian Weightlifting Association; and
  - 5.3.3.8. Weightlifting Western Australia.
- 5.3.4. Each State Member will:
  - 5.3.4.1. have its objects align with the Objects of the AWF as stated in **clause 2** and do all that is reasonably necessary to enable the Objects to be achieved, having regard to any legislation applicable to that State Member;
  - 5.3.4.2. effectively promulgate and enforce the Constitution and By-Laws and Policies of the AWF and the Statutes and Regulations;
  - 5.3.4.3. at all times act for and on behalf of the interests of the AWF, the Members, and Weightlifting;
  - 5.3.4.4. be responsible and accountable to the AWF for fulfilling its obligations pursuant to the AWF's strategic plan as published on the AWF web-site and as amended from time to time;

- 5.3.4.5. provide the AWF with copies of its audited or otherwise finalised financial accounts, annual report and associated documents within twenty-eight (28) Days following its AGM;
  - 5.3.4.6. provide the AWF with copies of its business plans and budgets from time to time and within twenty-eight (28) Days of a request by the Board;
  - 5.3.4.7. be bound by:
    - 5.3.4.7.1. this Constitution;
    - 5.3.4.7.2. the By-laws Policies; and
    - 5.3.4.7.3. the Statutes and Regulations. Where any inconsistency exists between them the above provisions will take precedence in that order to the extent necessary to resolve the inconsistency;
  - 5.3.4.8. act in good faith and loyalty to maintain and enhance the AWF and Weightlifting, its standards, quality and reputation for the collective and mutual benefit of the Members and Weightlifting;
  - 5.3.4.9. at all times operate with and promote mutual trust and confidence between the AWF and the Members, promoting the economic and sporting success, strength and stability of each other and work cooperatively with each other in the pursuit of the Objects;
  - 5.3.4.10. maintain a database of all clubs, officials and members Registered with it in accordance with the Policies and provide a copy to the AWF upon request from time to time by the Board in such means as may be required;
  - 5.3.4.11. not do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of Weightlifting and its maintenance and development; and
  - 5.3.4.12. advise the AWF as soon as practicable of any serious administrative, operational or financial difficulties, assist the AWF in investigating those issues and cooperate with the AWF in addressing those issues in a proper manner, including by allowing the AWF to appoint an administrator to conduct and manage its business and affairs, or to allow the AWF to conduct itself all or part of the business or affairs of the relevant Member State and on such conditions as the AWF considers appropriate.
- 5.3.5. Constitutions of State Members:
- 5.3.5.1. Each State Member shall take all steps necessary to ensure its constituent documents conform, and amendments conform, with this Constitution and the By-Laws and Policies, subject to any prohibition or inconsistency in any legislation applicable to that State Member.
  - 5.3.5.2. The constituent documents and any proposed amendments to the constituent documents of each State Member shall be subject to the approval of the AWF.
  - 5.3.5.3. It shall be the duty of the AWF to promptly approve, such constituent documents and proposed amendments to constituent documents as may be submitted by the State Members provided that the said constituent documents and proposed amendments conform with this Constitution or the By-Laws and Policies.
  - 5.3.5.4. If the constituent documents do not conform with this Constitution or the By-Laws and Policies, the relevant State Member shall, without delay, take all steps necessary to address the inconsistency so that those documents conform to this Constitution and the By-Laws and Policies.
  - 5.3.5.5. For the avoidance of doubt, and subject to **clause 5.3.4.7.3** if any inconsistency remains between the constituent documents of a State Member and this

Constitution or the By-Laws and Policies, this Constitution and the By-laws and Policies shall prevail to the extent of that inconsistency.

#### 5.4. Club Members

- 5.4.1. An incorporated body or non-incorporated entity recognised by, and registered with, a State Member as a weightlifting club will, at the determination of the Board, be accepted into Membership to the AWF, and become a Club Member of the AWF and be subject to the provisions of its Constitution. The AWF may in its discretion refuse to accept any Club as a Club Member and shall not be required or compelled to provide any reason for such rejection.
- 5.4.2. Club Members will not be entitled to debate or vote at any General Meeting.

#### 5.5. Individual Members

- 5.5.1. No individual shall be Registered with the AWF as an Individual Member except in accordance with this **clause 5.5**. The AWF may in its discretion refuse to accept any person as an Individual Member and shall not be required or compelled to provide any reason for such rejection.
- 5.5.2. Subject to **clause 5.5.1**, an individual that is recognised by, and Registered with a State Member as a member will, upon Registration with the Member State and subject to veto by the Board, become an Individual Member of the AWF and is subject to the provisions of this Constitution.
  - 5.5.2.1. All individual Members must:
    - 5.5.2.1.1. renew their membership, affiliation, accreditation or registration with their State Member and, if applicable, their Club Member in accordance with the procedures application from time to time.
    - 5.5.2.1.2. otherwise remain a member, affiliated, accredited or registered with their State Member and, if applicable their Club Member, in accordance with the procedures applicable from time to time; and
    - 5.5.2.1.3. without limiting **clauses 5.5.2.1.1** and **5.5.2.1.2** pay such fees as may be prescribed by their respective State Member and, if applicable, Club Member, in respect of their membership, affiliation, accreditation or registration from time to time.
- 5.5.3. An Individual Member must comply at all times with this Constitution, the By-Laws and the Policies of the AWF.
- 5.5.4. An Individual Member is entitled to any benefits of membership prescribed to apply to Individual Members in the Policies but, in any event, shall not be entitled to receive notice, attend or vote at any General Meeting.

#### 5.6. Life Members

- 5.6.1. Life Membership is the highest honour which can be bestowed by the AWF for longstanding and valued service to Weightlifting in Australia.
- 5.6.2. Any State Member may forward a proposed nomination to the Board for its consideration.
- 5.6.3. On the nomination of the Board, any individual may be elected as a Life Member at any AGM by Special Resolution, subject to that individual completing an application in accordance with **clause 5.2**.
- 5.6.4. Nominations for Life Membership shall include a written report outlining the history of services of any nominee, together with comments on the suitability of the honour.
- 5.6.5. The “Life Member By-Law” will set out:
  - 5.6.5.1. the categories of Life Membership which exist;
  - 5.6.5.2. the criteria to be met by each category of Life Member; and

5.6.5.3. the privileges and benefits of each category of Life Member which shall include the right to receive notice and attend, but not the right to vote at any General Meeting.

5.6.6. A person may be posthumously recognised as an AWF Life Member.

5.6.7. Subject to **clause 5.2**, at the time of adoption of this Constitution, the first Life Members of the AWF shall be the persons specified in **schedule 1** to this Constitution. Additional Life Members will be specified in **schedule 2** to this Constitution.

## 5.7. Business Member

5.7.1. An individual or group or persons who are not recognised by, or registered with, a State Member and have been considered by the Board to have the capacity to contribute to the AWF's development in some reasonable way, may be granted Business Membership status. Only a person, body corporate, or body politic may become a Business Member.

5.7.2. Business Members will not be entitled to debate or vote at any General Meeting.

5.7.3. The Board reserves the right to terminate a Business Membership.

## 5.8. General

5.8.1. The AWF must keep a register of all Members in accordance with the Corporations Act.

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

5.8.3. 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.

5.8.4. A Member must treat all Employees, contractors and representatives of the AWF with respect and courtesy at all times.

5.8.5. A Member must not act in a manner unbecoming of a Member or prejudicial to the Objects and interests of the AGM or Weightlifting, or both.

## 5.9. Limited Liability

Members have no liability in that capacity except as specified in **clause 25**.

# 6. Cessation of Membership

## 6.1. Cessation

A person ceases to be a Member on:

6.1.1. resignation;

6.1.2. death;

6.1.3. the termination of their Membership according to this Constitution or the Policies;

6.1.4. if a body corporate, being insolvent, dissolved or otherwise ceasing to exist;

6.1.5. without limiting the foregoing:

6.1.6. in the case of Members who are not State Members, that Member no longer meeting the requirements for Membership according to **clause 5**; and

6.1.7. in the case of Members who are State Member, that Member ceasing to be a Member in accordance with **clause 8**.

## 6.2. Resignation

For the purposes of **clause 6.1.1**, a Member may resign as a member of the AWF by giving fourteen (14) Days written notice to the Directors. Where a Member State seeks to resign as a member of the AWF the written notice must be accompanied by a copy of the Special Resolution passed by the Member State's members resolving that the Member State resign from the AWF.

### 6.3. Death

A Life Member shall be posthumously recognised as a Life Member of the AWF.

### 6.4. Forfeiture of Rights

A Member who or which ceases to be a Member shall forfeit all right in and claim upon the AWF or the Directors for damages or otherwise, or claim upon its property including its Intellectual Property Rights.

## 7. Grievances and Discipline of Members

### 7.1. Jurisdiction

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

### 7.2. By-Laws

7.2.1. The Directors shall make a By-Law or By-Laws for:

7.2.1.1. the hearing and determination of:

7.2.1.1.1. grievances by any Member who feels aggrieved by a decision or action of the AWF or a State Member or Club Member; and

7.2.1.1.2. disputes between Members relating to the conduct or administration of Weightlifting referred to as the Grievance, Discipline, Appeals By-Law (**GDA**)

Always provided that the complainant has exhausted all relevant and applicable grievance procedures and/or complaint procedures available in the relevant State;

7.2.1.2. the discipline of Members (**GDA**);

7.2.1.3. 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 (**GDA**); and

7.2.1.4. the termination of Members except in respect of Member States

7.2.2. The Directors in their sole discretion may refer an allegation (which in the opinion of the Board is not vexatious, trifling or frivolous) by a complainant (including a Director or a Member) that a Member has:

7.2.2.1. breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws and Policies or any other resolution or determination of the Board or any duly authorised committee; or

7.2.2.2. acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of the AWF and/or Weightlifting; or

7.2.2.3. prejudiced the AWF or Weightlifting or brought the AWF or Weightlifting into disrepute;

7.2.2.4. for investigation or determination either under the procedures set down in the By-Laws and Policies or by such other procedure and/or persons as the Board considers appropriate.

7.2.3. During investigatory or disciplinary proceedings under this **clause 7**, a respondent may participate in Weightlifting, pending the determination of such proceedings (including any available appeal) unless the CEO and/or the Directors decide that continued participation is not appropriate having regard to the circumstances.

7.2.4. The Directors shall include in any By-Laws a final right of appeal to an independent body outside the control of the AWF.



## 8. Termination of membership of State Member

### 8.1. Sanctions for Discipline of State Members

- 8.1.1. Without limiting matters that may be referred to in the **GDA**, any State Member that is determined by the Board to have acted in a manner set out in **clause 7.2.2** shall be liable to the sanctions set out in that By-Law, including termination of Membership (which shall only take place in accordance with the procedure set out in this **clause 8**).

### 8.2. Termination of Membership of State Members

- 8.2.1. No recommendation can be made by the Directors under this **clause 8** unless all avenues of appeal available to the relevant State Member under the Grievance, Discipline, Appeals By-Law have been exhausted.
- 8.2.2. Subject to compliance with **clause 8.2.1** and the GDA, the Directors may recommend to a General Meeting to terminate the membership of a State Member.
- 8.2.3. Upon recommendation from the Directors under **clause 8.2.2**, a General Meeting may, by Special Resolution, terminate the membership of a State Member.
- 8.2.4. Where the membership of a State Member is terminated in accordance with this **clause 8.2**:
- 8.2.4.1. the Directors may recommend to the General Meeting that the AWF admit another body, which meets the requirements in **clause 5.2**, as the State Member to represent the relevant State; and
- 8.2.4.2. the General Meeting may, by Special Resolution, admit the recommended body as the State Member to represent the relevant State, subject to **clause 5.2**.

## 9. Fees and Subscriptions

### 9.1. Membership Fee

- 9.1.1. The Directors must determine from time to time:
- 9.1.1.1. the amount (if any) payable by an applicant for a membership licence fee;
- 9.1.1.2. the amount of the annual subscription fee payable by each State Member, or any class of Members;
- 9.1.1.3. any other amount to be paid by each State Member, or any class of Members, whether of a recurrent or any other nature; and
- 9.1.1.4. the payment method and the due date for payment.
- 9.1.2. Each Member must pay to the AWF the amounts determined in accordance with this **clause 9.1**.

### 9.2. Non-Payment of Fees

Subject to **clause 9.3**, the right of a State Member to attend and vote at a General Meeting is suspended while the payment of any subscription or other amount determined under **clause 9** is in arrears greater than ninety-(90) Days.

### 9.3. Deferral or reduction of subscriptions

- 9.3.1. The Directors may defer the obligations of a Member or Members to pay a subscription or other amount, or reduce (including to zero) the subscription or other amount payable by a Member or Members, if the Directors are satisfied that:
- 9.3.1.1. there are reasonable grounds for doing so;
- 9.3.1.2. the AWF will not be materially disadvantaged as a result; and
- 9.3.1.3. the Member or Members agrees to pay the deferred or (if greater than zero) the reduced subscription or other amount within a time fixed by the Directors.



- 9.3.2. If the Directors defer or reduce a subscription or other amount payable by a Member or Members under this **clause 9.3**, that a State Member will retain their rights to attend and vote at a General Meeting, unless otherwise specified by the Directors.

## 10. General Meetings

### 10.1. Annual General Meeting

- 10.1.1. AGMs of the AWF are to be held:
- 10.1.1.1. according to the Corporations Act; and
  - 10.1.1.2. at a date and venue determined by the Directors.

### 10.2. Power to convene General Meeting

- 10.2.1. The Directors may convene a General Meeting when they think fit and must do so if required by the Corporations Act.
- 10.2.2. The Voting Members may convene a General Meeting which must comply with the requirements under the Corporations Act.

### 10.3. Notice of General Meeting

- 10.3.1. Notice of a General Meeting of Members must be given:
- 10.3.1.1. to all Members entitled to attend the General Meeting, the Directors, and the auditor of the AWF; and
  - 10.3.1.2. in accordance with **section 10** and the Corporations Act.
- 10.3.2. At least forty-five-(45) Days prior to the proposed date of the AGM, the CEO will request from Voting Members notices of motions, which must be received no less than twenty-eight (28) Days prior to the AGM.
- 10.3.3. At least twenty-one (21) Days' notice of the time and place of a General Meeting must be given, together with:
- 10.3.3.1. all information required to be included in accordance with the Corporations Act;
  - 10.3.3.2. in the case of a proposed Special Resolution, the intention to propose the Special Resolution and the terms of the proposed Special Resolution;
  - 10.3.3.3. where applicable, any notice of motion received from any Voting Member or Director in accordance with the Corporations Act;
  - 10.3.3.4. where applicable, a list of all nominations received for positions to be elected at the relevant General Meeting.

### 10.4. No other business

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

### 10.5. 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:

- 10.5.1. by Members according to the Corporations Act;
- 10.5.2. by the Directors at the request of Members; or
- 10.5.3. by a court.

### 10.6. 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:

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

## 10.7. Contents of notice postponing General Meeting

10.7.1. A notice postponing a General Meeting must specify:

- 10.7.1.1. the new date and time for the meeting;
- 10.7.1.2. 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
- 10.7.1.3. 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.

## 10.8. 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 11.8** or the Corporations Act.

## 10.9. 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.

## 10.10. Representative at postponed General Meeting

Where:

- 10.10.1. by the terms of an instrument appointing a Representative, that Representative is authorised to attend and vote at a General Meeting on behalf of the appointing Member 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
- 10.10.2. 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 Member notifies the AWF in writing to the contrary at least 48 hours before the time at which the postponed meeting is to be held.

## 10.11. 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.

## 10.12. Right to appoint representative

- 10.12.1. In accordance with the Corporations Act, each Voting Member is entitled to appoint an individual as their Representative to attend General Meetings, provided that the Voting Member has not appointed a proxy under **clause 10.13**.
- 10.12.2. In addition to each Voting Member's appointed representative, each Voting Member shall be entitled to appoint one further representative to attend meetings on their behalf but not vote.

## 10.13. Right to appoint proxy

- 10.13.1. A Voting Member entitled to attend a General Meeting of the AWF is entitled to appoint a person as their proxy to attend the meeting in their place in accordance with the Corporations Act.
- 10.13.2. A proxy has the same rights as the Voting Member at the meeting and may be appointed in respect of more than one meeting.

#### 10.14. Form of proxy

The instrument appointing a proxy may be in the form determined by the Directors from time to time provided it complies with the requirements under the Corporations Act.

#### 10.15. Chair of General Meetings

All Annual General Meetings and General Meetings will be chaired by a person appointed by the Board unless in accordance with **clause 11.5.2** the State Members decide by a simple majority to the contrary and appoint another Director or representative of a State Member to chair the meeting.

### 11. Proceedings at General Meeting

#### 11.1. Number for a quorum

The number of Member States who must be present and eligible to vote for a quorum to exist at a General Meeting is at least four (4).

#### 11.2. Requirement for a quorum

An item of business may not be transacted at a General Meeting unless a quorum is present at the commencement of the General Meeting.

#### 11.3. Quorum and time

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

- 11.3.1. if convened by, or on requisition of, Members is dissolved; and
- 11.3.2. in any other case stands adjourned to such other day, time and place as the President determines.

#### 11.4. Adjourned meeting

If a quorum (determined in accordance with **clause 11.1**) is not present within 30 minutes after the time appointed for the adjourned meeting, the meeting is dissolved. At an adjourned meeting, the required quorum shall be at least three (3) Member States.

#### 11.5. President or Chair

- 11.5.1. The Board shall appoint a President or Chair of the AWF, who must also be an Elected Director. The President or Chair will hold office from the time of his appointment until the conclusion of the first meeting of the Board following the Annual General Meeting next ensuing.
- 11.5.2. The President or Chair is entitled to preside as Chair at General Meetings if he is so appointed by the Board unless the State Members decide by a simple majority to the contrary and appoint another Director or representative of a State Member to chair the meeting.
- 11.5.3. If a General Meeting is convened and the Chair appointed by the Board is not present, or 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):
  - 11.5.3.1. a Director (or other person) chosen by a majority of the Directors present; or
  - 11.5.3.2. the only Director present; or
  - 11.5.3.3. a Representative of a State Member who is entitled to vote and is chosen by a majority of the State Members present.

#### 11.6. Conduct of General Meetings

- 11.6.1. The President or Chair:
  - 11.6.1.1. Has charge of the general conduct of the meeting and of the procedures to be adopted;

11.6.1.2. may require the adoption of any procedure which in his opinion is necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes; and

11.6.1.3. may, having regard where necessary to the Corporations Act, terminate discussion or debate on any matter whenever he considers it necessary or desirable for the proper conduct of the meeting.

11.6.2. A decision by the President or Chair under this **clause 11.6** is final.

## 11.7. Adjournment of General Meeting

11.7.1. The President or 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.

11.7.2. 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.

11.7.3. Only unfinished business is to be transacted at a meeting resumed after an adjournment.

## 11.8. Notice of adjourned meeting

11.8.1. 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 thirty (30) Days or more.

11.8.2. In that case, at least the same period of notice as was originally required for the meeting must be given for the adjourned meeting.

## 11.9. 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.

## 11.10. Equality of votes

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

## 11.11. Declaration of results

11.11.1. 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.

11.11.2. A declaration by the President or Chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of the meetings of the AWF, is conclusive evidence of the fact.

11.11.3. Neither the President or 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.

## 11.12. Poll

11.12.1. If a poll is properly demanded in accordance with the Corporations Act or by the Chair of the meeting, it must be taken in the manner and at the date and time directed by the President or Chair, and the result of the poll is the resolution of the meeting at which the poll was demanded.

11.12.2. A poll demanded on the election of a President or Chair or on a question of adjournment must be taken immediately.

11.12.3. A demand for a poll may be withdrawn.

11.12.4. 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.

### 11.13. Electronic Voting

11.13.1. Voting by electronic communication at General Meetings may be permitted from time to time in such instances as the Directors may determine and shall be held in accordance with procedures prescribed by the Directors.

### 11.14. Objection to voting qualification

11.14.1. An objection to the right of a person to attend or vote at a General Meeting (including an adjourned meeting):

11.14.1.1. may not be raised except at that meeting; and

11.14.1.2. must be referred to the President or Chair, whose decision is final.

11.14.2. A vote not disallowed under the objection is valid for all purposes.

### 11.15. President or Chair to determine any poll dispute

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

## 12. Votes of Members

### 12.1. Votes of Members

12.1.1. At a General Meeting, on a show of hands and on a poll, each of the Voting Members shall have the votes set out in this **clause 12.1**.

12.1.2. Each State Member will receive one vote.

12.1.3. No Member other than State Members shall be entitled to vote at General Meetings.

12.1.4. No Director is eligible to vote at a General Meeting or at an Annual General Meeting.

### 12.2. Election of Directors

12.2.1. A State Member or a Director may nominate one or more persons for election as an Elected Director.

12.2.2. A nomination must be in writing and signed by the nominator and nominee and must be delivered to the AWF at least twenty-one (21) Days in advance of the meeting at which the election is to be held.

12.2.3. Nominations must be circulated to State Members fourteen (14) Days in advance of the meeting at which the election is to be held.

### 12.3. Resolutions not in General Meeting

12.3.1. If all 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 AWF held at the time on which the document was signed by the last Member entitled to vote.

12.3.2. For the purposes of this section, two (2) or more separate documents containing statements in identical terms each of which is signed by one (1) or more Members entitled to vote are deemed together to constitute one document containing a statement in those terms signed by those Members on the respective Days on which they signed the separate documents.

12.3.3. A facsimile transmission or other form of visible or other electronic communication purported to be signed by a Member for the purpose of this clause is deemed to be a document in writing signed by that Member.

## 13. Directors

### 13.1. Number of Directors

13.1.1. There must be not less than five (5) Directors and not more than seven (7) Directors.

- 13.1.2. Subject to **clause 13.1.1** not more than five (5) Directors including the President or Chair, are to be elected by the Members (Elected Directors), and not more than two (2) Directors are to be appointed under **clause 13.10**.

## 13.2. First Appointed Directors

- 13.2.1. The First Appointed Directors are:
- 13.2.1.1. Lyn Jones;
  - 13.2.1.2. Mary Macken;
  - 13.2.1.3. Robert Mitchell;
  - 13.2.1.4. Danielle Waller;
  - 13.2.1.5. Phil Maunder;
  - 13.2.1.6. Boris Kayser (Director A); and
  - 13.2.1.7. Pedro Sanchez (Director B).
- 13.2.2. Subject to the Corporations Act and **clause 13.3**:
- 13.2.2.1. at the Annual General Meeting on the first anniversary of this Constitution being implemented, Director A (being an Appointed Director) and two (2) other First Appointed Directors who are Elected Directors (or any person who has filled the position of a First Appointed Director) who, in the absence of agreement will be determined by lot, will resign (but are eligible for re-election) and an election will be held to elect two (2) Elected Directors and the Board will appoint a further Director in accordance with **clause 13.10** at the next meeting of the Directors held following that Annual General Meeting; and
  - 13.2.2.2. at the Annual General Meeting on the second anniversary of this Constitution being implemented, Director B and two (2) other First Appointed Directors who are Elected Directors, (or any person who has filled the position of a First Appointed Director) who, in the absence of agreement will be determined by lot, (but are eligible for re-election) together with any other Appointed Director will resign and an election will be held to elect two (2) Elected Directors.
  - 13.2.2.3. at the Annual General Meeting on the third anniversary of this Constitution being implemented, any other remaining First Director (or any person who has filled the position) will resign and an election will be held to elect one (1) Elected Director.
  - 13.2.2.4. Whenever there are more than two (2) candidates in an election for the position of an elected director, there must be an exhaustive ballot for that position, in accordance with the procedure described in the "Exhaustive Ballot By-Law".
- 13.2.3. Any period during which a First Appointed Director holds office prior to their resignation in accordance with **clause 13.2.2** shall be deemed to be a term for the purposes of this **clause 13**.
- 13.2.4. An Appointed Director appointed:
- 13.2.4.1. in accordance with **clause 13.2.2.1** shall retire at the Annual General Meeting on the fourth anniversary of this Constitution being implemented and shall be eligible for re-appointment;
  - 13.2.4.2. in accordance with **clause 13.2.2.2** shall retire at the Annual General Meeting on the fifth anniversary of this Constitution being implemented and shall be eligible for re-appointment;

## 13.3. Eligibility

- 13.3.1. For the period from the date of this Constitution a person who:
- 13.3.1.1. is an Employee of the AWF or of a State Member; or

- 13.3.1.2. holds an Official Position with a State Member State, or
- 13.3.1.3. was a Director of the AWF and **clause 13.5.2** applies.  
(each a “**disqualifying position**”) may not hold office as a Director.

- 13.3.2. 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.
- 13.3.3. A person elected or appointed as a Director at the time of holding a disqualifying position must resign from that disqualifying position within thirty (30) Days.
- 13.3.4. No person shall be eligible to stand for an Elected Director position if, during the proposed term of office, they would be in breach of **clause 13.8**.

#### 13.4. Nomination for election

- 13.4.1. At least forty-five (45) Days prior to the proposed date of the Annual General Meeting at which a resolution or resolutions will be proposed to fill a vacancy in the position of an Elected Director, the CEO will request from Members nominations (which comply with this **clause 13.4**) for elections to positions falling vacant, which must be received no less than twenty-eight (28) Days prior to the AGM.
- 13.4.2. A State Member or Director may nominate one (1) or more persons for election as an Elected Director at the next AGM.
- 13.4.3. A nomination must:
  - 13.4.3.1. be submitted on the required form and in the designated way required by the Directors; and
  - 13.4.3.2. signed by the nominator and nominee.

#### 13.5. Term of office of Directors generally

- 13.5.1. Subject to **clauses 13.2, 13.8** and **13.9**, an Elected Director will hold office for a term of three (3) years.
- 13.5.2. Save as provided in **clause 13.13.2**, no person shall be entitled to hold office as a Director if, in the preceding one (1) year period they held office as a Director and, at the end of the term of their appointment, they were not entitled to serve another term due to **clause 13.8**.

#### 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. Election of Directors

- 13.7.1. At a General Meeting:
  - 13.7.1.1. at which an Elected Director retires; or
  - 13.7.1.2. at the commencement of which there is a vacancy in the office of an Elected Director, the AWF may, by resolution, fill the vacancy by electing someone to that office.
- 13.7.2. Should the President or Chair as Chair, or Director presiding over the meeting be a nominee for a vacancy, he should excuse himself from the position prior to the election process commencing and be replaced as Chair of the meeting by a Director or State Member chosen by a majority of the State Members present and entitled to vote.
- 13.7.3. Save where there exists only one nominee for election to the relevant office, an exhaustive vote by secret ballot shall be conducted in respect of any resolution to be considered under **clause 13.7.1**.
- 13.7.4. If there is an equality of votes under the secret ballot conducted under **clause 13.7.3**, a further vote on the resolution shall take place by secret ballot.



- 13.7.5. If there is an equality of votes on the resolution by secret ballot under **clause 13.7.4**, each of the candidates in that election are deemed to be defeated.
- 13.7.6. A Director elected under this article takes office at the end of the meeting at which he is elected.

### 13.8. Maximum term of office for Directors

- 13.8.1. An Appointed Director may not serve more than three (3) consecutive terms as a Director.

### 13.9. Casual vacancy

- 13.9.1. The Directors may at any time appoint a person to be a Director to fill a casual vacancy.
- 13.9.2. A casual vacancy (as specified in **clause 13.14**) may be filled:
  - 13.9.2.1. in the case of an Elected Director, by the Directors as a casual vacancy;
  - 13.9.2.2. in the case of an Appointed Director, by the Directors in accordance with **clause 13.10**.
- 13.9.3. An Elected Director appointed under this **clause 13.9**:
  - 13.9.3.1. subject to **clause 13.9.3.3**, must have their position as Elected Director confirmed by resolution at the next Annual General Meeting;
  - 13.9.3.2. if so confirmed and, subject to **clauses 13.8** and **13.13**, holds office until the end of the term of the Elected Director in whose place they were appointed; and
  - 13.9.3.3. service as an Elected Director under this **clause 13.9** shall only be a full term of office for the purposes of **clauses 13.5** and **13.8** where their period of office is equal to or greater than half of the term of the Elected Director in whose position they were appointed.
- 13.9.4. Service as an Elected Director under this **clause 13.9** for the period from their date of appointment under **clause 13.9.1** to the date of the next Annual General Meeting is a full term of office for the purposes of **clauses 13.5** and **13.8** except where the period from the date of their appointment to the end of the term of the Elected Director in whose place they were appointed is less than half completed.

### 13.10. Appointed Directors

- 13.10.1. In addition to the Elected Directors, the Directors may themselves appoint up to two (2) other Appointed Directors because of their special business acumen and/or expertise.
- 13.10.2. Subject to **clauses 13.2.4**, **13.8** and **13.13**, an Appointed Director appointed under this clause holds office for a period which is the shorter of a period of one (1) year and, if applicable, a period ending on the date which is at the end of the term of the Appointed Director in whose position they were appointed ("End Date") which is the date of the next consecutive AGM.
- 13.10.3. Service as an Appointed Director under **clause 13.10.2** (which for clarity shall not include the Directors appointed under **clause 10.2**) shall be deemed to be a full term of office for the purposes of **clauses 13.5** and **13.8** except where the period from the date of their appointment to the End Date is less than half of the term of the Director in whose place they were appointed.

### 13.11. 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:

- 13.11.1. paid by the AWF for services rendered to it over and above the work expected within the role of a Director; and
- 13.11.2. reimbursed by the AWF for their reasonable travelling, accommodation and other expenses when:



- 13.11.3. travelling to or from meetings of the Directors, a Committee or the AWF; or
- 13.11.4. otherwise engaged on the affairs of the AWF.

#### 13.12. Honorary

- 13.12.1. The AWF may in a General Meeting by simple majority determine to pay a Director an ex-gratia payment.

#### 13.13. Removal of Director

- 13.13.1. Subject to the provisions of the Corporations Act, the AWF may in a General Meeting by special resolution remove any Director prior to the expiration of that Director's term of office.
- 13.13.2. Unless otherwise resolved at a Meeting, a Director removed in accordance with **clause 13.13.1** cannot be re-appointed as a Director within three (3) years of their removal.

#### 13.14. Vacation of office

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

- 13.14.1. dies or becomes ill and as a consequence of being ill is unable to continue with his or her duties as a Director;
- 13.14.2. is removed in accordance with **clause 13.13**;
- 13.14.3. 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;
- 13.14.4. resigns office by notice in writing to the AWF;
- 13.14.5. 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 within thirty (30) Days; or
- 13.14.6. is not present personally at three (3) consecutive Directors' meetings without leave of absence from the Directors.
- 13.14.7. is directly or indirectly interested in any contract or proposed contract with the AWF and fails to declare the nature of the interest as required by the Act.

### 14. Powers and Duties of Directors

#### 14.1. Directors to manage the AWF

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

#### 14.2. Specific powers of Directors

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

#### 14.6. Code of Conduct

The Directors must:

- 14.6.1. adopt a code of conduct for Directors; and
- 14.6.2. periodically review the code of conduct in light of the general principles of good corporate governance.

### 15. Proceedings of Directors

#### 15.1. Directors meetings

- 15.1.1. Subject to **clause 15.1.2**, the Directors may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.
- 15.1.2. The Directors must meet at least five (5) times in each calendar year which will include a minimum of two (2) face to face meetings.

#### 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 and entitled to vote and entitled to vote. Each Director has one vote on a matter arising for decision by Directors.

#### 15.3. Chair of Directors' Meetings

At the first meeting of the Directors held after the Annual General Meeting, the Directors shall appoint one of their number to be President or Chair of the AWF. The President or Chair shall hold that office until the conclusion of the first meeting of the Directors following the Annual General Meeting next ensuing. The chair of the meeting will have a deliberative vote.

#### 15.4. Quorum

At least four (4) Directors present in person constitutes a quorum at a meeting of Directors.

#### 15.5. Effect of vacancy

- 15.5.1. The continuing Directors may act despite a vacancy in their number.
- 15.5.2. 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.

#### 15.6. Convening meetings

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

- 15.6.1. notice of a meeting of Directors must be given individually to each Director (except a Director on leave of absence approved by the Directors). Notice of a meeting of Directors may be given in person, or by telephone, facsimile or other electronic means.
- 15.6.2. a Director may waive notice of a meeting of Directors by giving notice to that effect to the AWF in person or by post or by telephone, facsimile or other electronic means.
- 15.6.3. a person who attends a meeting of Directors waives any objection that person may have in relation to a failure to give notice of the meeting.

- 15.6.4. the non-receipt of a notice of a meeting of the Directors or the accidental omission to give notice of a meeting to a person entitled to receive notice does not validate anything done (including the passing of a resolution) at a meeting of Directors.

#### 15.7. Circulating resolutions

- 15.7.1. 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.
- 15.7.2. 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.
- 15.7.3. The resolution is deemed passed when the last Director signs the document containing the said statement.

#### 15.8. 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.

#### 15.9. Directors' Interests

- 15.9.1. A Director shall declare to the Board any material personal interest or related party transaction, as defined by the Corporations Act, as soon as practicable after the Director becomes aware of their interest in the matter.
- 15.9.2. Where a Director declares a material personal interest or in the event of a related party transaction, that Director must absent himself from discussion of such matter and shall not be entitled to vote in respect of such matter and shall not be entitled to vote in respect of such matter unless otherwise determined by the Directors.
- 15.9.3. 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.
- 15.9.4. The CEO shall maintain a register of declared interests.

#### 15.10. Minutes

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

### 16. Telecommunication Meetings of the AWF

#### 16.1. Telecommunication Meeting

- 16.1.1. A General Meeting or a Directors' Meeting may be held by means of a Telecommunication Meeting, provided that:
- 16.1.1.1. the number of Members or Directors (as applicable) participating is not less than a quorum required for a General Meeting or meeting of Directors (as applicable); and
  - 16.1.1.2. the meeting is convened and held in accordance with the Corporations Act.
- 16.1.2. 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 AWF:

- 16.2.1. all persons participating in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the meeting;

- 16.2.2. 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;
- 16.2.3. at the commencement of the meeting each person must announce his or her presence to all other persons taking part in the meeting;
- 16.2.4. 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 President or Chair or nominated Chairperson;
- 16.2.5. 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 President or Chair or nominated Chairperson of leaving the meeting; and
- 16.2.6. 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 President or Chair or nominated Chairperson.

## 17. Chief Executive Officer

### 17.1. Appointment of CEO

The Directors shall appoint a CEO.

### 17.2. Powers, duties and authorities of CEO

- 17.2.1. The CEO holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, determined by the Directors.
- 17.2.2. 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.
- 17.2.3. 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 the AWF and its finances.
- 17.2.4. The CEO is delegated the power and responsibility to:
  - 17.2.4.1. i) Develop business plans, budgets, strategies, policies, processes and codes of conduct for consideration by the Directors and to implement them to the extent approved by the Directors;
  - 17.2.4.2. Manage the financial and other reporting mechanisms of the AWF;
  - 17.2.4.3. Approve and incur expenditure subject to specified expenditure limits;
  - 17.2.4.4. Sub-delegate his or her powers and responsibilities to Employees, contractors, or internal management committee of the AWF; and
  - 17.2.4.5. Any other powers and responsibilities which the Directors consider appropriate to delegate to the CEO.

### 17.3. Suspension and removal of CEO

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

### 17.4. CEO to attend meetings

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

### 17.5. CEO departure from the AWF

Upon the cessation of employment with the AWF, the CEO will not be eligible to stand as a Director on the Board of the AWF for a minimum of three (3) years.

## 18. Company Secretary

### 18.1. Appointment of AWF Secretary

There must be at least one (1) AWF Secretary who is to be appointed by the Directors.

### 18.2. Suspension and removal of AWF Secretary

The Directors may suspend or remove an AWF Secretary from that office.

### 18.3. Powers, duties and authorities of AWF Secretary

An AWF Secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, delegated 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

19.2.1. A Committee must exercise the powers delegated to it according to the terms of the delegation and any directions of the Directors.

19.2.2. Powers delegated to and exercised by a Committee are taken to have been exercised by the Directors.

### 19.3. Committee meetings

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

## 20. Policies and By-laws

### 20.1. Making and amending Policies and By-laws

20.1.1. 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 the AWF's affairs and may amend, repeal and replace those Policies and By-laws.

20.1.2. The AWF 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.

20.1.3. All AWF By-Laws including the By-Laws referred to in **clause 7** take as soon as service of the By-Law on the Member has taken place and shall be of force and effect on that date unless a majority of the Members, in writing, seek a review of the By-law.

### 20.2. Effect of Policies and By-laws

A Policy or By-Law:

20.2.1. is subject to this Constitution;

20.2.2. must be consistent with this Constitution;

20.2.3. when in force, is binding on all Members and has the same effect as a provision in this Constitution; and

20.2.4. may be overruled if a resolution to that effect is passed by the Members at a General Meeting.

## 21. Inspection of Records

### 21.1. Right of the Members to Inspect Records

A Member does not have the right to inspect any document of the AWF (including registers kept by the AWF) except as required by law.

## 22. Accounts

### 22.1. 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.

### 22.2. 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.

## 23. Service of Documents

### 23.1. Document includes notice

In this **clause 23**, document includes a notice.

### 23.2. Methods of service on a Member

The AWF may give a document to a Member:

- 23.2.1. personally;
- 23.2.2. by sending it by post to the address for the Member in the Register or an alternative address nominated by the Member; or
- 23.2.3. by sending it to a fax number or electronic address nominated by the Member.

### 23.3. Methods of service on the AWF

A Member may give a document to the AWF:

- 23.3.1. by delivering it to the Registered Office;
- 23.3.2. by sending it by post to the Registered Office; or
- 23.3.3. by sending it to a fax number or electronic address nominated by the AWF.

### 23.4. Post

A document sent by post:

- 23.4.1. if sent to an address in Australia, may be sent by ordinary post; and
- 23.4.2. if sent to an address outside Australia, or sent from an address outside Australia, must be sent by airmail,
- 23.4.3. and in either case is taken to have been received on the fourth (4<sup>th</sup>) business day after the date of its posting.

### 23.5. Fax or electronic transmission

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

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

## 24. Indemnity

### 24.1. Indemnity of officers

Every person who is or has been:

- 24.1.1. a Director;

- 24.1.2. a CEO; or
- 24.1.3. an AWF Secretary;
- 24.1.4. To any other officers, Employees, former officers or former employees of the AWF or of its related bodies corporate as the Directors in each case determine.
- 24.1.5. is entitled to be indemnified out of the property of the AWF against:
- 24.1.6. every liability incurred by the person in that capacity (except a liability for legal costs); and
- 24.1.7. 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:
  - 24.1.7.1. the AWF is forbidden by statute to indemnify the person against the liability or legal costs; or
  - 24.1.7.2. an indemnity by the AWF of the person against the liability or legal costs would, if given, be made void by statute.

## 24.2. Insurance

The AWF 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, AWF Secretary or CEO against liability incurred by the person in that capacity, including a liability for legal costs, unless:

- 24.2.1. the AWF is forbidden by statute to pay or agree to pay the premium; or
- 24.2.2. the contract would, if the AWF paid the premium, be made void by statute.

## 25. Winding Up

### 25.1. Contributions of Members on winding up

- 25.1.1. Each Voting Member must contribute to the AWF's property if the AWF is wound up while they are a Member or within one year after their membership ceases.
- 25.1.2. The contribution is for:
  - 25.1.2.1. payment of the AWF's debts and liabilities contracted before their membership ceased;
  - 25.1.2.2. the costs of winding up; and
  - 25.1.2.3. adjustment of the rights of the contributories among themselves, and the amount is not to exceed \$20.00.
- 25.1.3. No other Member must contribute to the AWF's property if the AWF is wound up.

### 25.2. Excess property on winding up

- 25.2.1. If on the winding up or dissolution of the AWF, and after satisfaction of all its debts and liabilities, any property remains, that property must be given or transferred to another body or bodies:
  - 25.2.1.1. having objects similar to those of the AWF; and
  - 25.2.1.2. 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.
- 25.2.2. That body is, or those bodies are, to be determined by the Voting Members at or before the time of dissolution or, failing that determination, by a judge who has or acquires jurisdiction in the matter.

## SCHEDULE 1 - AWF LIFE MEMBERS

At date of constitution

Verdi (Vern) BARBERIS †	VIC
Luke BORREGGINE	NSW
Ralph CASHMAN	NSW
Paolo (Paul) COFFA MBE	VIC
Salvatore (Sam) COFFA AM	VIC
Darryl COHEN †	VIC
Alby DUTTON †	VIC
Larry GARTENSTEIN	NSW
Edward (Ted) HANLON †	VIC
Joseph (Joe) HENSEL †	NSW
Lynden (Lyn) JONES	NSW
Walter Francis (Frank) LAMP †	WA
Dinko (Dean) LUKIN	SA
Harold MacBAIN †	VIC
Bryan MARSDEN †	NSW
Leslie (Les) MARTYN MBE, KCSJ	VIC
Max RYAN	VIC
Ernest (Ern) SANDGREN †	NSW
Thomas (Tom) WIGLEY †	SA



## SCHEDULE 2 - AWF LIFE MEMBERS

Additional Life Members from 5 July 2013 onward

NIL