

Dear Clubs

As requested by some clubs please find a marked up copy of the NSW Sport & Rec model constitution. It clearly shows the original text, the guide for using the template and the suggested changes made by the Clubs who participated in the Constitutional Review process.

Where clubs provided written feedback, the feedback was weighted against the coconscious of the meetings and included or not.

The proposed constitution is the collective view of those that participated, which may be different to the view of an individual club.

Please note how little has been changed from the template constitution provide by NSW Sport and Rec.

Any question-s please ask. Please note the mark-up has been done retrospectively, please forgive any oversight.

Nigel Matthews – President

Constitutional Review Process

Meeting 4.11.14 - Online

Attendance: Penrith, SOPA, Bathurst Archers, Admidale Archers,
Apologies: Coast, Warringah, Illawarra, Queanbeyan

Meeting 4.12.15 - Online

Attendance: Penrith, Coast, SOPA, Admidale Archers, Warringah, Cessnock
Apologies: Illawarra

Meeting 3.2.15 – Online

Attendance: Penrith, SOPA, Bathurst Archers
Apologies: Coast

Meeting 5.4.15 – Online

Attendance: Penrith, Coast, SOPA, Admidale, Warringah, Cessnock

Meeting – Sports House

Attendance: Penrith, Illawarra, SOPA, Northern, Ku Ring Gai
Apologies: Warringah

Written Feedback: Queenbeyan, Liverpool, Warringah



Associations Incorporation Act 2009 (NSW) (Act).

Model State Sporting Association Constitution

May 2009

Introduction

This model constitution has been prepared by [NSW](#) Sport and Recreation as a guide for State Sporting Associations (SSAs) in the community to either become incorporated or, if already incorporated, to update their existing constitutions.

The template has been designed specifically for sport so it is more detailed than the model rules available on the Office of Fair Trading website. It takes into account issues which a general community organisation might not need to include; for example, Sport must deal with the impact of drugs; Sport is affected by child protection legislation; and Sport operates under a national system where the national body can make rulings and set policy that will flow through the Sport and affect those playing at Club level.

This model constitution assumes that the SSA will be directly affiliated with the National Peak Body for that particular Sport, and will in turn have Regional Associations and/or Clubs affiliated with it.

The benefit of such a structure is that all levels of the Sport are working together for the advancement of the Sport and therefore share common purposes, structures, policies and procedures. It also makes it easy to address issues of joint concern, to share information and to maximise the sport's marketability.

Finally, with the increasing amount of legislation affecting sport, this structure enables organisations to enact consistent and complementary policies and strategies that address areas of common risk and that flow effectively through the organisation.

To enable ease of use, this model contains extensive footnotes and explanations on clauses and highlights sections that can be varied to suit your local situation. As you work through it you should think not just of your current situation, but where you envisage your SSA to be in five or ten years. While constitutions can be changed and should be reviewed from time to time, it would be better to try and get it right now so that the SSA can operate effectively and grow with time.

Following the development of your constitution, you will also develop a set of regulations that provide more detail on sections of the constitution. Regulations (sometimes called rules or by-laws) are more easily adjusted and have a more operational tone to them. This is where you can include more detail of the policies and procedures that underpin the constitution.

Within this template there will be references to sections that would be detailed in the regulations developed to accompany your constitution. These are marked by ®.

As you work through the process of developing or updating your SSA's constitution, you should refer to the Australian Sports Commission's 'Governance Principles: A Good Practice Guide'.

You should also check whether your SSA has obligations under its affiliation with the national body that may need to be taken into consideration in the development of the constitution (e.g. obligatory inclusions).

Sections where you need to insert specific information are marked [Sport] and highlighted in red. The gold comments/discussion boxes will need to be deleted from your final version.

As with any legal document, this does not replace obtaining legal advice on your specific requirements.

DISCLAIMER:

THE INFORMATION PROVIDED IN THIS CONSTITUTION IS FOR YOUR INFORMATION ONLY. THE AUTHORS AND NSW SPORT AND RECREATION ACCEPT NO RESPONSIBILITY FOR THE ACCURACY OF THE INFORMATION OR YOUR RELIANCE UPON IT.

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Acknowledgement

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LIQUOR AND GAMING LICENSES

WHO CAN HOLD A LICENCE

Two types of liquor licences are available to sporting organisations in New South Wales.

A 'club licence' can only be held by a 'registered club' under the *Registered Clubs Act 1976*.

A 'limited licence' can generally only be held by not-for profit sporting clubs that are considered non-proprietary associations under the *Liquor Act 2007*.

Club Licence

In relation to preparing a Constitution that satisfies the required criteria, the applicant must show that the rules of the Club meet the requirements specified in section 10(1) of the *Registered Clubs Act 1976*, and otherwise comply with the requirements of that Act, including, but not limited to:

- the club must be a company within the meaning of the *Corporations Act 2001*;
- the club must be conducted in good faith as a club;
- the club shall be established for social, sporting or athletic purposes, and for the purpose of providing accommodation for its members and guests;
- club membership numbers shall be in accordance with statutorily defined minimum and maximum standards; and
- members of the club cannot derive any profit, benefit or advantage that is not offered equally to all full members;

This template has been prepared for an incorporated association. As a Club Licence requires an organisation to be a company within the meaning of the Corporations Act, this template will not be suitable (as it is a Constitution for an incorporated association) and legal advice should be sought in relation to a Constitution for a company.

There are other factors that may be required to be met. For example, the club must have premises and be the bona fide occupier of these premises for the purpose of the club. These premises must be maintained by way of funds of the club.

These criterion are heavily reliant on satisfying statutory requirements, and as such specific advice may be required.

Limited Licence

In relation to preparing a Constitution that satisfies the required criteria, the applicant must show that its rules allow it to be considered a non-proprietary association under the *Liquor Act 2007*, and provide for:

- the organisation to be an incorporated or unincorporated body or association of people;
- the organisation to apply any profits (if any) or other income to the promotion of its objectives; and
- the organisation to be prohibited from paying dividends, or distributing profits or income to its shareholders, members, local council or public authorities.

This template meets these requirements.

There are other factors that may be required to be met, for example:

- the granting of the licence must not result in the frequent undue disturbance of the quiet and good order of the neighbourhood of the licensed premises; and
- if licensing authority is of the opinion that the sale or supply of liquor under a limited licence would more appropriately be provided under another kind of licence, a limited licence will be refused.

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DRAFT
ASSOCIATIONS INCORPORATION ACT 2009 (NSW)
CONSTITUTION

of

~~[Archery]~~Archery NEW SOUTH WALES INCORPORATED

This is a template constitution for a New South Wales State Sporting Association. The document complies with the Associations Incorporation Act 2009 (NSW) ("Act"). The document has been also drafted to take into account the Australian Sports Commission's Best Practice Corporate Governance Principles for Sporting Organisations.

The document has been prepared to show the organisation as a key part of the overall national structure for the Sport and thus there are references to the National governing body for the Sport.

The document is a template only and has a number of text boxes throughout the document, which highlights options for sporting bodies or sets out the rationale and/or explanation for particular clauses.

There are also a number of comment boxes in the column which cross refer to the relevant sections of the Act or other legislation.

Please note the document should be tailored to the requirements of your organisation and not vice versa.

1. NAME OF ASSOCIATION

The name of the Association can be varied according to what the organisation requires.

The name of the Association is ~~[Sport] New South Wales Archery NSW~~ Incorporated ("**Association**"). Known also as Archery NSW, Archery New South Wales, ANSW

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this Constitution unless the contrary intention appears:

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

"Affiliate Member" means an individual who is an umpire, referee, coach or other official who is associated with the Association but who is not an Individual Member.

"Association" means ~~[Sport]~~Archery New South Wales Incorporated.

"Board" means the body consisting of the Directors.

"Club" means an Archery-~~[Sport]~~ club which is a Member, or is otherwise affiliated with the Association, ~~either directly, or through a Region.~~

"Constitution" means this Constitution of the Association.

"Delegate" means the person(s) appointed from time to time to act for and on behalf of a ~~Region or~~ a Club and to represent the ~~Region or~~ Club at General Meetings.

The above may change given the membership structure in this template is based on Region and Club based membership. Thus each Region and Club is entitled to appoint a Delegate to represent it at General Meetings of the Association. This may vary according to the Association's membership requirements.

“Director” means a member of the Board and includes any person acting in that capacity from time to time appointed in accordance with this Constitution but does not include the Executive Director.

This template refers to “Board” and “Directors” instead of committee and committee members. The reason for this is that an incorporated association is still a corporation and its governors (whatever their title) owe duties to the members and the Association. The document seeks to use true corporate governance terminology.

There is also no “offices” such as President, Vice-President or Treasurer. These terms despite their cultural weight are not of any constitutional relevance. There is nothing in the document which precludes such titles being attached to particular Director's offices.

Titles of Director positions and job descriptions can be included in Regulations, if desired.

“Executive Director” means the Executive Director of the Association for the time being appointed under this Constitution. Where the Association does not have an Executive Director, the Association secretary or Public Officer will, subject to confirmation by the Board, assume the functions of the Executive Director under this Constitution.

The title of the Executive Director may vary and this definition acknowledges that some organisations may not even have an Executive Director.

“Financial year” means the year ending on the next 30 June following incorporation and thereafter a period of 12 months commencing on 1 July and ending on 30 June each year.

The Financial year can be varied to suit your organisation, for example a winter sport may choose to run 1 January to 30 December.

“General Meeting” means the annual or any special general meeting of the Association.

“IF” means the International Federation for the Sport ~~[insert the name of your Sport's International Federation]~~. [World Archery](#)

As noted above the document seeks to embrace the whole of the Sport including the International Federation.

“Individual Member” means a registered, financial member of a Club or a natural person who is otherwise recognised by the Association as an Individual Member.

The document seeks to capture as Members of the Association all individual persons who are members of the Clubs and/or Regional Associations, which would normally be the members of this SSO.

“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 Association or any activity of or conducted, promoted or administered by the Association in New South Wales.

It is important for a sporting organisation to recognise and protect its Intellectual Property; thus the inclusion of this definition.

“**Life Member**” means an individual appointed as a Life Member of the Association under **clause 5.25.1(a)**.

“**Member**” means a member for the time being of the Association under **clause 5**.

“**NSO**” means National Sporting Organisation ~~[insert name of your Sport's National Sporting Organisation]~~ Archery Australia

The Sport's national sporting organisation needs to be included here.

“**Objects**” means the objects of the Association in **clause 2**.

“**Public Officer**” means the person appointed to be the public officer of the Association in accordance with the Act.

Clause 19.2 of this template sets out that the Public Officer duties will be assumed by the Executive Director. Where the Association does not have an Executive Director, another Director of the Association should perform the role of Public Officer. The Public Officer is the conduit for information flow between the Association and the regulator, therefore it is important that the Public Officer is a Director and informed about the Association's activities. Further, as the Public Officer has numerous responsibilities, it is important that they are a Director and therefore owe a duty to act in the best interests of the Association.

~~“**Region**” means a [Sport] regional association, which is a Member, or is otherwise affiliated with the Association.~~

“**Register**” means a register of Members kept and maintained in accordance with **clause 7**.

“**Related Entity**” means any organisation regardless of legal structure related to a member club, as intended by the Corporations Act or Tax Acts of Australia

“**Regulations**” mean any Regulations, Policies or Procedures made by the Board under **clause 38**.

The term “Region” may be better described as “District” if that is the norm in the Sport.

“**Seal**” means the common seal of the Association (if any).

“**Special Resolution**” means a special resolution defined in the Act.

“**Sport**” means the sport of ~~[insert]~~ Archery.

2.2 Interpretation

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (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 of the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other genders;
- (e) references to persons include corporations and bodies politic;

- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (h) a reference to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

2.3 Severance

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

2.4 The Act

Except where the contrary intention appears, in this Constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act. Model rules under the Act are expressly displaced by this Constitution.

3. OBJECTS OF THE ASSOCIATION

The objects of the Association are important and must be carefully considered. The objects of the Association are its reasons for existence and although this can be simply stated as "promotion and encouragement of the Sport" the changes in regulatory and commercial, as well as sporting, landscapes require a 21st century sporting body to have broad objects.

The Association is established solely for the Objects. The Objects of the Association are to:

- (a) participate as a member of NSO so ~~[Sport]~~Archery can be conducted, encouraged, promoted, advanced and administered in New South Wales;

The purpose of object (a) is to recognise the "sporting authority" which follows from being part of an IF/NSO recognised sport. To be part of the "authorised sport" an organisation must be part of or affiliated with the State, National and International bodies.

- (b) conduct, encourage, promote, advance and administer ~~[Sport]~~Archery throughout New South Wales;
- (c) ~~ensure the maintenance and enhancement of the Association, NSO, the Members and [Sport], its standards, quality and reputation for the benefit of the Members and [Sport];~~
- (d) at all times promote mutual trust and confidence between the Association, NSO and the Members in pursuit of these Objects;
- (e) at all times act on behalf of, and in the interest of, the Members and ~~[Sport]~~ in New South Wales;
- (f) ~~promote the economic and community service success, strength and stability of the Association, the Members and [Sport] in New South Wales;~~

- ~~(g)~~(f) affiliate and otherwise liaise with NSO and adopt its rule and policy framework to further these Objects and [Sport]Archery NSW;
- ~~(h)~~(g) use and protect the Intellectual Property;
- ~~(i)~~(h) apply the property and capacity of the Association towards the fulfilment and achievement of these Objects;
- ~~(j)~~(i) strive for Government, commercial and public recognition of the Association as the controlling body for [Sport]Archery in New South Wales;
- ~~(k)~~(j) abide by, promulgate, enforce and secure uniformity in the application of, the rules of [Sport]Archery as may be determined from time to time by NSO or IF and as may be necessary for the management and control of [Sport]Archery and related activities in New South Wales;
- ~~(l)~~ — advance the operations and activities of the Association throughout New South Wales;
- ~~(m)~~ — further develop [Sport] into an organised institution and with these Objects in view, to foster, regulate, organise and manage examinations, competitions, displays and other activities and to issue badges, medallions and certificates and award trophies to successful Members;
- ~~(n)~~ — review and/or determine any matters relating to [Sport] which may arise, or be referred to it, by any Member;
- ~~(o)~~(k) recognise any penalty imposed by any Member;
- ~~(p)~~ — act as arbiter (as required) on all matters pertaining to the conduct of [Sport] in New South Wales, including disciplinary matters;
- ~~(q)~~(l) pursue such commercial arrangements, including sponsorship and marketing opportunities as are appropriate to further the interests of [Sport] in New South Wales;
- ~~(r)~~(m) adopt and implement such policies as may be developed by NSO, including (as relevant and applicable) member protection, anti-doping, health and safety, junior sport, infectious diseases and such other matters as may arise as issues to be addressed in [Sport]Archery;

Ideally a sport will operate under consistent regulations and policy framework. This is the responsibility of the NSO as the technical “rules of the game” are essentially the responsibility of the IF. Generally, an SSA would be responsible for implementation of policies that are developed by the NSO and would develop local policies for implementation by affiliated clubs and associations.

- ~~(s)~~ — represent the interests of its Members and of [Sport] generally in any appropriate forum in New South Wales;

- ~~(t)~~(n) have regard to the public interest in its operations;

Generally, rules made in the “public interest” are less susceptible to challenge, therefore, this object reminds SSA members of the moral obligation to be mindful of the community when operating the association.

- ~~(u)~~ — do all that is reasonably necessary to enable these Objects to be achieved and enable Members to receive the benefits which these Objects are intended to achieve;

~~(v)~~(o) promote the health and safety of Members and all other participants in [Sport] in New South Wales;

~~(w)~~(p) seek and obtain improved facilities for the enjoyment of [Sport] in New South Wales; and

~~(x)~~(q) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

4. POWERS OF THE ASSOCIATION

Solely for furthering the Objects, the Association has, in addition to the rights, powers and privileges conferred on it under section 25 of the Act, the legal capacity and powers of a company as set out under section 124 of the *Corporations Act 2001 (Cth)*.

5. MEMBERS ®

The members of the Association and their rights and responsibilities are set out under this clause. The member categories and their respective rights and responsibilities may of course vary. Under this template the Regions and Clubs are the voting Members whilst Life Members, Individual Members and Directors are also Members and are bound by the Constitution but with no voting rights at General Meetings of the Association. Also the Board can create new categories of Members such as corporate members but any new category cannot be granted voting rights unless approved by the General Meeting. To grant voting rights is effectively a change in the Constitution and thus must be submitted to a General Meeting.

5.1 Categories of Members

The Members of the Association shall consist of:

~~(a)~~ ~~Regions, which subject to this Constitution, shall be represented by a Delegate, and who shall have the right to receive notice of General Meetings and to be present, debate and vote on behalf of the Region at General Meetings;~~

~~(b)~~(a) Clubs, which subject to this Constitution, shall be represented by a Delegate, and who shall have the right to receive notice of General Meetings and to be present, debate and vote on behalf of the Club at General Meetings;

~~(c)~~(b) Life Members, who subject to this Constitution, shall have the right to receive notice of General Meetings and to be present and to debate at General Meetings, but shall have no voting rights;

~~(d)~~(c) Individual Members, Affiliate Members and the Directors who shall have the right to be present at General meetings but shall have no rights, to debate or to vote at General Meetings; and

~~(e)~~(d) such new or other categories of Members as may be established by the Board. Any new category of Member established by the Board can not be granted voting rights without the approval of the Association in General Meeting.

5.2 Life Members

(a) The Board may recommend to the Annual General Meeting that any natural person who has rendered distinguished service to the Association or ~~[Sport]~~Archery NSW, where such service is deemed to have assisted the advancement of ~~[Sport]~~Archery in New South Wales, be appointed as a Life Member.

- (b) A resolution of the Annual General Meeting to confer life membership (subject to **clause 5.2(c)**) on the recommendation of the Board must be a Special Resolution.
- (c) A person must accept or reject the Association's resolution to confer life membership in writing. Upon written acceptance, the person's details shall be entered upon the Register, and from the time of entry on the Register the person shall be a Life Member.

6. AFFILIATION ®

The Affiliation process for Regions and Clubs is very important as it should be seen that Regions and Clubs are joining and rejoining the Association each year. The process can be varied to suit the Association's requirements.

6.1 Regions and Clubs

- ~~(a) — To be, or remain, eligible for membership, a Region or Club must be incorporated, or in the process of incorporation. This process must be complete within one year of applying for membership under this Constitution.~~
- ~~(b) — For such time as the Region or Club is not incorporated, the secretary of any such unincorporated Region or Club shall be deemed to be the Member (on behalf of the unincorporated entity), and shall be entitled to exercise the same voting and other rights and have the same obligations and shall follow such procedures on behalf of the unincorporated Region or Club as incorporated Members, to the extent that this is possible.~~
- ~~(c) — Any dispute or uncertainty as to the application of this Constitution to an unincorporated Region or Club shall be resolved by the Board in its sole discretion.~~
- ~~(d)(a) — Failure to incorporate within the period stated in **clause 6.1(a)** shall result in the expulsion of the secretary (acting on behalf of the unincorporated entity) from membership. The expelled unincorporated entity shall not be entitled to re-apply for membership until it becomes incorporated.~~

6.2 Application for Affiliation

An application for affiliation must be:

- (a) in writing on the form prescribed from time to time by the Board (if any), from the applicant or its nominated representative and lodged with the Association;
- (b) accompanied by a copy of the applicant's constitution (which must be acceptable to the Association and must substantially conform to this Constitution) and the applicant's register of members; and
- (c) accompanied by the appropriate fee (if any).

6.3 Discretion to Accept or Reject Application

- (a) The Association may accept or reject an application whether the applicant has complied with the requirements in **clauses 6.1** and **6.2** or not. The Association shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) Where the Association accepts an application, the applicant shall, become a Member. Membership shall be deemed to commence upon acceptance of the application by the Association. The Executive Director shall amend the Register accordingly as soon as practicable.

- (c) Where the Association rejects an application the Association shall refund any fees forwarded with the application and the application shall be deemed rejected by the Association.

6.4 Re-Affiliation

- (a) ~~Regions and~~ Clubs must re-affiliate annually with the Association in accordance with the procedures set down by the Association in Regulations from time to time.
- (b) Upon re-affiliation ~~a Region or~~ a Club must lodge with the Association an updated copy of its constitution (including all amendments) and must provide details of any change in its Delegate and any other information reasonably required by the Association. ~~Each Region and~~ Club must ensure that its constitution is amended to conform to any amendments made to this Constitution and/or to the NSO constitution.

6.5 Deemed Membership

- (a) All members which or who are, prior to the approval of this Constitution under the Act, members of the Association, shall be deemed Members from the time of approval of this Constitution under the Act.
- (b) ~~Regions and~~ Clubs shall provide the Association with such details as are reasonably required by the Association under this Constitution within one (1) month of the approval of this Constitution under the Act.
- (c) Any members of the Association prior to approval of this Constitution under the Act, who are not deemed Members under **clause 6.5(a)** shall be entitled to carry on such functions analogous to their previous functions as are provided for under this Constitution.

7. REGISTER OF MEMBERS ®

7.1 Association to keep Register

The Association shall keep and maintain a Register in which shall be entered (as a minimum):

- (a) the full name, residential address, email, contact phone number, DOB, category of membership and date of entry to membership of each ~~Region and~~ Club; and
- ~~(b)~~ the full name, residential address and date of entry to membership of each Director and Life Member; and
- ~~(b)(c)~~ the full names and contact information for the club, including each of Board or Committee members; and
- ~~(e)(d)~~ where applicable, the date of termination of membership of any ~~Region or~~ Club.

~~Regions,~~ Clubs, Directors and Life Members shall provide notice of any change and required details to the Association within one month of such change.

7.2 Use of electronic or cloud based Register

The Association, Clubs & individual members shall, if available to it, utilise technology for storage, updating and management of membership information at 7.1. Where the NSO provides such a tool the association will utilise the NSO systems in line with the objectives of the Association.

7.27.3 Inspection of Register

Having regard to the Act, confidentiality considerations and privacy laws, an extract of the Register, excluding the address or other direct contact details of any Life Member or Director, shall be available for inspection (but not copying) by Members, upon reasonable request.

7.37.4 Use of Register

Subject to the Act, confidentiality considerations and privacy laws, the Register may be used to further the Objects, in such manner as the Board considers appropriate.

8. EFFECT OF MEMBERSHIP

This clause reconfirms the requirements of the Act and that the Constitution is a contract between the Association and its members.

Members acknowledge and agree that:

- (a) this Constitution constitutes a contract between each of them and the Association and that they are bound by this Constitution and the Regulations and the NSO constitution and regulations;
- (b) they shall comply with and observe this Constitution and the Regulations and any determination, resolution or policy which may be made or passed by the Board or other entity with delegated authority;
- (c) by submitting to this Constitution and Regulations they are subject to the jurisdiction of the Association and NSO;
- (d) the Constitution and Regulations are necessary and reasonable for promoting the Objects and particularly the advancement and protection of ~~Sport~~Archery in New South Wales; and
- (e) they are entitled to all benefits, advantages, privileges and services of Association membership.

9. DISCONTINUANCE OF MEMBERSHIP

9.1 Notice of Resignation

- (a) A Member having paid all arrears of fees payable to the Association may resign or withdraw from membership of the Association by giving one months notice in writing to the Association of such resignation or withdrawal.
- (b) A ~~Region or a~~ Club may not resign, disaffiliate or otherwise seek to withdraw from the Association without approval by Special Resolution of the ~~Region or~~ Club. A copy of the relevant minutes of the ~~Region or~~ Club meeting showing that the Special Resolution has been passed by the ~~Region or~~ Club must be provided to the Association.
- (c) If a Club ceases to be a Member under this Constitution, the Association membership of all Individual Members affiliated or registered with or through the Club shall not automatically cease at that time, but shall be dealt with in accordance with the Regulations.

- (d) Upon the Association receiving notice of resignation of membership given under **clauses 9.1(a) and (b)**, an entry in the Register shall be made recording the date on which the Member who or which gave notice ceased to be a Member.

9.2 Discontinuance for breach

- (a) Membership of the Association may be discontinued by the Board upon breach of any clause of this Constitution or the Regulations, including but not limited to the failure to pay any monies owed to the Association, failure to comply with the Regulations or any resolutions or determinations made or passed by the Board or any duly authorised committee.
- (b) Membership shall not be discontinued by the Board under **clause 9.2(a)** without the Board first giving the accused Member the opportunity to explain the breach and/or remedy the breach.
- (c) Where a Member fails, in the Board's view to adequately explain the breach, that Member's membership shall be discontinued under **clause 9.2(a)** by the Association giving written notice of the discontinuance to the Member. The Register shall be amended to reflect any discontinuance of membership under this **clause 9.3** as soon as practicable.

9.3 Discontinuance for failure to re-affiliate

Membership of the Association may be discontinued by the Board if a ~~Region or~~ Club has not re-affiliated with the Association within one month of re-affiliation falling due. The Register shall be amended to reflect any discontinuance of membership under this **clause 9.3** as soon as practicable.

9.4 Member to Re-Apply

A Member whose membership has been discontinued under **clauses 9.2** or **9.3**:

- (a) must seek renewal or re-apply for membership in accordance with this Constitution; and
- (b) may be re-admitted at the discretion of the Board.

9.5 Forfeiture of Rights

A Member who or which ceases to be a Member, for whatever reason, shall forfeit all rights in and claims upon the Association and its property and shall not use any property of the Association including Intellectual Property. Any Association documents, records or other property in the possession, custody or control of that Member shall be returned to the Association immediately. Where a ~~Region or~~ Club ceases to be a Member it shall also forfeit all representation rights on the Board and at General Meetings.

9.6 Delegate Position Lapses

The position of Delegate shall lapse immediately on cessation of membership of a ~~Region or~~ a Club.

9.7 Membership may be Reinstated

Membership which has been discontinued under this **clause 9** may be reinstated at the discretion of the Board, with such conditions as it deems appropriate.

9.8 Refund of Membership Fees

Membership fees or subscriptions paid by the discontinued Member may be refunded on a pro-rata basis to the Member upon discontinuance.

10. DISCIPLINE ®

- (a) Where the Board is advised or considers that a Member has allegedly:
- (i) breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations, the NSO constitution or regulations or any resolution or determination of the Board or any duly authorised committee; or
 - (ii) acted in a manner unbecoming of a Member, or prejudicial to the purposes and interests of the Association, NSO and/or ~~[Sport]~~Archery NSW; or
 - (iii) brought the Association, NSO, any other Member or ~~[Sport]~~Archery NSW into disrepute;

the Board may commence or cause to be commenced, disciplinary proceedings against that Member, and that Member, will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and the appeal mechanisms of the Association set out in the Regulations.

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

11. SUBSCRIPTIONS AND FEES ®

The fees of the association are the sole province of the Board NOT the membership. Should the members seek to interfere or assume responsibility for the setting of fees and/or budgets they risk potential liability.

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

12. EXISTING DIRECTORS

- (a) The members of the administrative or governing body (by whatever name called) of the Association in office immediately prior to approval of this Constitution under the Act shall continue in those positions until the next Annual General Meeting following such adoption of this Constitution. After this General Meeting the positions of Directors shall be filled, vacated and otherwise dealt with in accordance with this Constitution.
- (b) The person known and appointed to the position of Executive Director (or similar title) immediately prior to approval of this Constitution under the Act shall continue in that position following such approval, subject to any contractual arrangements.

13. POWERS OF THE BOARD

Taken from the Australian Sports Commission's Governance: Principles of Best Practice:

The Board's primary responsibility is one of trusteeship on behalf of its stakeholders, ensuring that the legal entity, the Association, remains viable and effective in the present and for the future.

The Board's role includes determining the Association's strategic direction, core values and ethical framework, as well as key objectives and performance measures.

A key critical component of this role is the Board's ultimate authority and responsibility for financial operations and budgeting to ensure the achievement of strategic objectives.

Subject to the Act and this Constitution, the business of the Association shall be managed, and the powers of the Association shall be exercised, by the Board. In particular, the Board as the governing body for ~~{Sport}~~Archery in New South Wales shall be responsible for acting on State and local issues in accordance with the Objects and shall operate for the benefit of the Members and the community throughout New South Wales and shall govern ~~{Sport}~~Archery in New South Wales in accordance with this Constitution and in particular the Objects.

14. COMPOSITION OF THE BOARD

The numbers on the Board will vary. This template has 7 elected directors and up to 2 "external" appointed directors who may be appointed by the elected directors. The Association needs to ensure it has a board size and composition that meets its needs.

14.1 Composition of the Board

The Board shall comprise:

(a) seven (~~7~~5) elected Directors;

who must all be Individual Members and who shall be elected under **clause 14.3**; and

(b) up to two (2) appointed Directors;

who need not be Individual Members and who may be appointed by the Directors elected under **clause 15**.

A Director can not also be Delegate.

This template provides that a Director can not also be a Delegate. This is to prevent any actual conflict of interest.

14.2 Election and Appointment of Directors

The process for electing and appointing Directors is not entrenched in the Constitution. It is set out in the Regulations and can be by such process as the Association may determine is appropriate for it.

(a) The elected Directors shall be elected under **clause 15**.

(b) The appointed Directors may be appointed under **clause 16**.

14.3 Portfolios

The trend in sporting organisations is not to entrench portfolios or titles in the Constitution. If it is determined to allocate portfolios or titles to Directors it is considered that the discretion simply be retained in the Board so as to maintain flexibility and not require constitutional change if a portfolio is no longer required.

The Board may allocate portfolios and/or titles to Directors at its discursion.

15. ELECTED DIRECTORS ®

15.1 Nominations

- (a) Nominations for elected Director positions shall be called for forty-eight (48) days prior to the Annual General Meeting. When calling for nominations details of the necessary qualifications and job descriptions for the positions shall also be provided. Qualifications and job descriptions shall be as determined by the Board from time to time.
- (b) Nominees for elected Director positions must declare any position they hold in a ~~Region or a~~ Club including as an officer (howsoever described including as a Delegate) or as a full time employee.

15.2 Form of Nomination ®

Nominations must be:

- (a) in writing;
- (b) on the prescribed form (if any) provided for that purpose;
- (c) signed by an authorised representative from two (2) ~~Regions and/or~~ Clubs;
- (d) certified by the nominee (who must be an Individual Member) expressing his willingness to accept the position for which she is nominated; and
- (e) delivered to the Association not less than thirty-five (35) days before the date fixed for the Annual General Meeting.

15.3 Elections ®

The election process should be set out in regulations and again should be the process which the Association considers is best for it.

- (a) If the number of nominations received for the Board is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board, then those nominated shall be declared elected only if approved by the majority of Members entitled to vote.
- (b) If there are insufficient nominations received to fill all vacancies on the Board, or if a person is not approved by the majority of Members under **clause 15.3(a)**, the positions will be deemed casual vacancies under **clause 17.1**.
- (c) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in alphabetical order, for each vacancy on the Board.
- (d) Voting shall be conducted in such manner and by such method as may be determined by the Board from time to time.

15.4 Term of Appointment for Elected Directors

Under this template Directors' terms are for 2 years although this can be changed.

- (a) Directors elected under this **clause 15** shall be elected for a term of two (2) years. Subject to provisions in this Constitution relating to earlier retirement or removal of

Directors, elected Directors shall remain in office from the conclusion of the Annual General Meeting at which the election occurred until the conclusion of the second Annual General Meeting following.

- (b) ~~Four-Three (34)~~ elected Directors shall retire in each odd year and ~~four-two (24)~~ elected Directors shall retire in each even year until, after two (2) years the ~~eight~~ five (58) original elected Directors have retired after which those elected Directors (or their replacements) who first retired, shall retire and so on.
- (c) The sequence of retirements under **clause 15.4(b)** to ensure rotational terms shall be determined by the Board. If the Board can not agree it will be determined by lot.
- (d) Following the adoption of this Constitution, no person who has served as an elected Director for a period of four (4) consecutive full terms shall be eligible for election as an elected Director until the next Annual General Meeting following the date of conclusion of his last term as an elected Director.

Under this template a Director can only serve four, two year terms but again this can be changed.

16. APPOINTED DIRECTORS

Appointed Directors need not be appointed. The principle behind them is to provide to the Elected Directors with additional skills that may facilitate or assist the Board with a particular issue over time. For example, an Association may require marketing or lobbying skills. It can then approach and invite an appropriately skilled person to join the Board as an Appointed Director.

16.1 Appointment of Directors

The elected Directors may appoint up to two (2) appointed Directors.

16.2 Qualifications for Appointed Directors

The appointed Directors may have specific skills in commerce, finance, marketing, law or business generally or such other skills which complement the Board composition. They do not need to be Individual Members but must be natural persons. Appointed Directors can not also be a Delegate.

16.3 Term of Appointment for Appointed Directors

- (a) Appointed Directors may be appointed by the elected Directors under this Constitution for a term of two (2) years, which shall commence from the first Board meeting after the Annual General Meeting until after the conclusion of the second Annual General Meeting following.
- (b) Appointed Directors may be appointed to ensure rotational terms that coincide with the elected Directors' rotational terms.
- (c) Any adjustment to the term of appointed Directors appointed under this Constitution necessary to ensure rotational terms under this Constitution, shall be determined by the Board.
- (d) Following the adoption of this Constitution, no person who has served as an appointed Director for a period of four (4) consecutive full terms shall be eligible for appointment as an appointed Director until the next Annual General Meeting following the date of conclusion of his last term as an appointed Director.

17. VACANCIES ON THE BOARD

17.1 Casual Vacancies

Any casual vacancy occurring in the position of Director may be filled by the remaining Directors from among appropriately qualified persons. Any casual vacancy may only be filled for the remainder of the Director's term under this Constitution.

17.2 Grounds for Termination of Director

In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with her creditors generally;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (d) resigns her office in writing to the Association;
- (e) is absent without the consent of the Board from meetings of the Board held during a period of six (6) months;
- (f) holds any office of employment with the Association;
- (g) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of her interest;
- (h) in the opinion of the Board (but subject always to this Constitution):
 - (i) has acted in a manner unbecoming or prejudicial to the Objects and interests of the Association; or
 - (i) has brought the Association into disrepute;
- (i) is removed by Special Resolution; or
- (j) would otherwise be prohibited from being a director of a corporation under the *Corporations Act 2001 (Cth)*.

17.3 Board May Act

In the event of a casual vacancy or vacancies in the office of a Director or Directors, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Director to a number sufficient to constitute such a quorum.

18. MEETINGS OF THE BOARD

These clauses of the template have been drafted so that they comply with the law but also provide the Board maximum flexibility in terms of how it meets. The Australian Sport Commission's Governance: Principles of Best Practice, recommend that a board meet no less than six times per year and often as regularly as monthly.

18.1 Board to Meet

The Board shall meet as often as is deemed necessary in every calendar year for the dispatch of business (and shall be at least as often as is required under the Act) and subject to this Constitution may adjourn and otherwise regulate its meetings as it thinks fit. A Director may at any time convene a meeting of the Board within a reasonable time.

18.2 Decisions of Board

Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination of a majority of Directors shall for all purposes be deemed a determination of the Board. All Directors shall have one (1) vote on any question. Where voting is equal, the chairperson may exercise a casting vote. If the chairperson does not exercise a casting vote, the motion will be lost.

The Australian Sport Commission's Governance: Principles of Best Practice recommend that, 'votes taken at board or general meetings should be passed by a majority of director/members and not be subject to a casting vote. The principle is based on the premise that if a majority cannot agree on an issue then the issued should be forfeited.'

18.3 Resolutions not in Meeting

This clause provides for electronic meetings of the Board.

- (a) A resolution in writing, signed or assented to by telegram, cablegram, radiogram, facsimile, telex or other form of visible or other electronic communication by all the Directors for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one (1) or more of the Directors.
- (b) Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Board may be held where one (1) or more of the Directors is not physically present at the meeting, provided that:
 - (i) all persons participating in the meeting are able to communicate with each other effectively simultaneously and instantaneously whether by means of telephone or other form of communication;
 - (ii) notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board or this Constitution and such notice specifies that Directors are not required to be present in person;
 - (iii) if a failure in communications prevents **clause 18.3(b)(i)** from being satisfied by that number of Directors which constitutes a quorum, and none of such Directors are present at the place where the meeting is deemed by virtue of the further provisions of this Rule to be held then the meeting shall be suspended until **clause 18.3(b)(i)** is satisfied again. If such condition is not satisfied within fifteen (15) minutes from the interruption the meeting shall be deemed to have terminated or adjourned; and
 - (iv) any meeting held where one (1) or more of the Directors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Director is there present and if no Director is there

present the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

18.4 Quorum

The quorum for a Board meeting can be varied. It should be, at least, more than ½ of the Directors in office. For example, if there are 6 Directors the quorum should be 4. If there are 7 Directors the quorum should also be 4. If there are 10 Directors the quorum should be 6 and so on.

At meetings of the Board the number of Directors whose presence is required to constitute a quorum is ~~six~~three elected (63).

(a) Where the Board appoints one or more additional Directors under Clause 15 the quorum will increase to four (4) Directors, three (3) of which, must be elected.

18.5 Notice of Board Meetings

Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their apology or presence) not less than fourteen (14) days written notice of the meeting of the Board shall be given to each Director. The agenda shall be forwarded to each Director not less than four (4) days prior to such meeting.

18.6 Chairperson

The Board shall appoint a chairperson from amongst its number. The chairperson shall be the nominal head of the Association and will act as chair of any Board meeting or General Meeting at which he is present. If the chairperson is not present, or is unwilling or unable to preside at a board meeting the remaining Directors shall appoint another Director to preside as chair for that meeting only.

The Chairperson can be any Board Director that the Board regards as sufficiently skilled to undertake the role. Traditionally, many clubs have allocated the role of Chairperson to a position, such as the President. This is not required and it is the decision of the Association how this will be handled.

18.7 Directors' Interests

A Director is disqualified by holding any place of profit or position of employment in the Association or in any company or incorporated association in which the Association is a shareholder or otherwise interested or from contracting with the Association either as vendor, purchaser or otherwise except with express resolution of approval of the Board. Any such contract or any contract or arrangement entered into by or on behalf of the Association in which any Director is in any way interested will be void unless approved by the Board.

18.8 Conflict of Interest ®

A Director shall declare his interest in any:

- (a) contractual matter;
- (b) selection matter;
- (c) disciplinary matter; or
- (d) financial matter;

in which a conflict of interest arises or may arise, and shall, unless otherwise determined by the Board, absent himself from discussions of such matter and shall not be entitled to vote in

respect of such matter. If the Director votes the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Director to absent himself from discussions and refrain from voting, the issue should be immediately determined by vote of the Board, or if this is not possible, the matter shall be adjourned or deferred.

18.9 Disclosure of Interests

- (a) The nature of the interest of such Director must be declared by the Director at the meeting of the Board at which the relevant matter is first taken into consideration if the interest then exists or in any other case at the first meeting of the Board after the acquisition of the interest. If a Director becomes interested in a matter after it is made or entered into the declaration of the interest must be made at the first meeting of the Board held after the Director becomes so interested.
- (b) All disclosed interests must also be disclosed to each Annual General Meeting in accordance with the Act.

18.10 General Disclosure

A general notice that a Director is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under **clause 18.9** as regards such Director and the said transactions. After such general notice it is not necessary for such Director to give a special notice relating to any particular transaction with that firm or company.

18.11 Recording Disclosures

Any declaration made, any disclosure or any general notice given by a Director in accordance with **clauses 18.8, 18.9** and/or **18.10** must be recorded in the minutes of the relevant meeting.

19. EXECUTIVE DIRECTOR

This will vary between Associations as some Associations will not have an Executive Director. The definition of "Executive Director" deals with this situation and passes the responsibilities of the Executive Director to the Secretary.

19.1 Appointment of Executive Director

An Executive Director may be appointed by the Board for such term and on such conditions as the Board thinks fit.

19.2 Executive Director to act as Secretary and Public Officer

The Executive Director shall act as and carry out the duties of Secretary and Public Officer of the Association and shall administer and manage the Association in accordance with the Act and this Constitution.

19.3 Specific Duties

The duties of the Executive Director will be set out not only in the Constitution but also in any employment contract that he or she may have with the Association.

The Executive Director shall:

- (a) as far as practicable attend all Board meetings and all General Meetings;
- (b) prepare the agenda for all Board and General Meetings;

- (c) record and prepare minutes of the proceedings of all Board meetings and General meetings, and shall use his best endeavours to distribute those minutes to ~~Regions and Clubs~~ promptly from the date of the meeting; and
- (d) regularly report on the activities of, and issues relating to, the Association.

19.4 Board Power to Manage

Subject to the Act, this Constitution, the Regulations and any policy directive of the Board, the Executive Director has power to perform all such things as appear necessary or desirable for the proper management and administration of the Association. ~~No resolution passed by the Association in General Meeting shall invalidate any prior act of the Executive Director or the Board which would have been valid if that resolution had not been passed~~

No resolution passed by the Association in a General Meeting shall:

- (a) Retrospectively invalidate any prior act of the Executive Director or the Board where he Board and or the Executive Director acted within the power provided by the Act, this Constitution or the Regulations;
- (b) Places the Association in breach of its legal and commercial obligations.-

19.5 Executive Director may employ

~~The Executive Director may in consultation with the Board, as appropriate, employ such personnel as are deemed necessary or appropriate from time to time and such appointments shall be for such period and on such conditions as the Executive Director determines.~~

The Executive Director may, by a Board resolution of the Association's budget(s), as appropriate, employ such personnel;

- (a) As are deemed necessary or appropriate from time to time and;
- (b) Make those appointments for such period and on such conditions as agreed by the Board,
- (c) Appointments shall be in line with achieving the objectives of this constitution and the Associations strategic plan at that time.

20. DELEGATIONS ®

The delegations clause recognises that the Board has to delegate functions and tasks to special committees. In sport these are common. For example, rules and technical committee, selection committee and judicial committee. This clause sets out how such delegations should be made and how they operate.

20.1 Board may Delegate Functions

The Board may by instrument in writing create or establish or appoint special committees, individual officers and consultants to carry out such duties and functions, and with such powers, as the Board determines from time to time. In exercising its power under this clause the Board must take into account broad stakeholder involvement

20.2 Delegation by Instrument

The Board may in the establishing instrument delegate such functions as are specified in the instrument, other than:

- (a) this power of delegation; and
- (b) a function imposed on the Board or the Executive Director by the Act or any other law, or this Constitution or by resolution of the Association in General Meeting.

20.3 Delegated Function Exercised in Accordance With Terms

A function, the exercise of which has been delegated under this clause, may whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

20.4 Procedure of Delegated Entity

The procedures for any entity exercising delegated power shall, subject to this Constitution and with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under **clause 18** above. The entity exercising delegated powers shall make decisions in accordance with the Objects, and shall promptly provide the Board with details of all material decisions and shall provide any other reports, minutes and information as the Board may require from time to time.

20.5 Delegation may be Conditional

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

20.6 Revocation of Delegation

The Board may by instrument in writing, at any time revoke wholly or in part any delegation made under this clause, and may amend or repeal any decision made by such body or person under this clause.

21. SEAL

- (a) The Association may have a Seal upon which its corporate name shall appear in legible characters.

- (b) The Seal shall not be used without the express authorisation of the Board, and every use of the Seal shall be recorded in the minute books of the Associations. The affixing of the Seal must be witnessed by two (2) Directors, unless the Board determines otherwise.

The Association should consider establishing a Register for the use of the Seal in addition to the inclusion of a recording in the Board Minutes of the seal use.

22. ANNUAL GENERAL MEETING

- (a) An Annual General Meeting of the Association shall be held in accordance with the Act and this Constitution and on a date and at a venue to be determined by the Board.
- (b) All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.

23. SPECIAL GENERAL MEETINGS

23.1 Special General Meetings May be Held

The Board may, whenever it thinks fit, convene a Special General Meeting of the Association and, where, but for this clause more than fifteen (15) months would elapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.

23.2 Requisition of Special General Meetings

- (a) The Executive Director shall on the requisition in writing of not less than five percent (5%) of voting Members convene a Special General Meeting.

The number or percentage of Members who can requisition a Special General Meeting can vary.

- (b) The requisition for a Special General Meeting shall state the object(s) of the meeting, shall be signed by the Members making the requisition and be sent to the Association and may consist of several documents in a like form, each signed by one or more of the Members making the requisitions.
- (c) If the Executive Director does not cause a Special General Meeting to be held within one (1) month after the date on which the requisition is sent to the Association, the Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than three (3) months after that date.
- (d) A Special General Meeting convened by Members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Board.

24. NOTICE OF GENERAL MEETING

- (a) Notice of every General Meeting shall be given to every ~~Region~~, Club and Life Member or other Member entitled to receive notice at the address appearing in the Register kept by the Association. The auditor, Executive Director and Directors shall also be entitled to notice of every General Meeting, which shall be sent to their last notified address. No other person shall be entitled as of right to receive notices of General Meetings.
- (b) A notice of a General Meeting shall specify the place and day and hour of meeting and shall state the business to be transacted at the meeting.

- (c) At least twenty-one (21) days' notice of a General Meeting shall be given to those Members entitled to receive notice, together with:
- (i) the agenda for the meeting; and
 - (ii) any notice of motion received from Members entitled to vote; and
 - ~~(iii) forms of authority in blank for proxy votes.~~
- (d) Notice of every General Meeting shall be given in the manner authorised in **clause 42.**

Although proxy voting has been provided for in this template, it is optional and does not need to be provided for under the Act. See also clause 29.

Should you choose to allow Proxy Voting we recommend that you adopt the following clause as 24 (c)(iii) "forms of authority in blank for proxy votes". If you do not allow proxy voting clause 24(c)(iii) should be deleted and the "and" after 24(c)(ii) should be removed and inserted after 24(c)(ii).

25. BUSINESS

- (a) The business to be transacted at the Annual General Meeting includes the consideration of accounts and the reports of the Board and auditors, the election of Directors under this Constitution and the appointment of the auditors.
- (b) All business that is transacted at a General Meeting and all business that is transacted at an Annual General Meeting, with the exception of those matters set down in **clause 25(a)** shall be special business.
- (c) No business other than that stated on the notice for a General Meeting shall be transacted at that meeting.

Note that "Other business" or "General business" should not be included in the agenda of the Annual General Meeting or a Special General Meeting.

26. NOTICES OF MOTION

Members entitled to vote may submit notices of motion for inclusion as special business at a General Meeting. All notices of motion must be submitted in writing to the Executive Director not less than thirty-five (35) days (excluding receiving date and meeting date) prior to the General Meeting.

27. PROCEEDINGS AT GENERAL MEETINGS

27.1 Use of Technology

Without limiting the power of the Board to regulate meetings, a general meeting may be held where one (1) or more of the Club delegates is not physically present at the meeting, provided that:

- (i) all persons participating in the meeting are able to communicate with each other effectively simultaneously and instantaneously whether by means of telephone or other form of communication;
- (ii) notice of the meeting is given to all the Members entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board or this Constitution;

- (iii) if a failure in communications prevents **clause 27.1(i)** from being satisfied by that number of Members which constitutes a quorum, and none of such members are present at the place where the meeting is deemed by virtue of the further provisions of this Rule to be held then the meeting shall be suspended until **clause 27.118.3(b)(i)** is satisfied again. If such condition is not satisfied within fifteen (20) minutes from the interruption the meeting shall be deemed to have terminated or adjourned; and
- (iv) any meeting held where one (1) or more of the Members are not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Member is there present and if no Members is there present the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

27.2

27.127.3 Quorum

No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings shall be ~~[insert number or percentage]~~5% of ~~Regions and~~ Clubs represented by their Delegates.

Again the quorum for a General Meeting can be varied. The number or percentage of Members required must be realistic so that a meeting can proceed.

27.227.4 Chairperson to preside

The chairperson of the Board shall, subject to this Constitution, preside as chair at every General Meeting except:

- (a) in relation to any election for which the chairperson is a nominee; or
- (b) where a conflict of interest exists.

If the chairperson is not present, or is unwilling or unable to preside the Delegates present shall appoint another Director to preside as chairperson for that meeting only.

27.327.5 Adjournment of Meeting

- (a) If within half an hour from the time appointed for the meeting, a quorum is not present the meeting shall be adjourned until the same day in the next week at the same time and place or to such other day and at such other time and place as the chairperson may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting will lapse.
- (b) The chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (d) Except as provided in **clause 27.3(c)** it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

27.427.6 Voting Procedure

At any meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

- (a) the chairperson; or
- (b) a simple majority of Delegates on behalf of their Members.

27.527.7 Recording of Determinations

Unless a poll is demanded under **clause 27.4**, a declaration by the chairperson 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 book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

27.627.8 Where Poll Demanded

If a poll is duly demanded under **clause 27.4** it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

28. VOTING AT GENERAL MEETINGS

Voting at General Meetings will depend upon which Members have voting rights. It may vary where Members have different rights or for example where a Member is unfinancial.

28.1 Members Entitled to Vote

Each ~~Region and Each Club~~ present at the meeting either physically or via technology as set out in **clause 26.1** ~~Club~~ shall be entitled to one (1) vote at General Meetings which, subject to this clause shall be exercised by the ~~Region or~~ Club's Delegate. No other Member shall be entitled to vote but shall subject to this Constitution have, and be entitled to exercise, those rights set out in **clause 5.1**. The Directors and Executive Director shall have no right to vote at General Meetings.

28.2 Chairperson May Exercise Casting Vote

This template gives the chairperson a discretionary casting vote. This is optional.

The Australian Sport Commission Governance: Principles of Best Practice , recommends that, 'votes taken at board or general meetings should be passed by a majority of director/members and not be subject to a casting vote. The principle is based on the premise that if a majority cannot agree on an issue then the issued should be forfeited.'

Where voting at General Meetings is equal the chairperson may exercise a casting vote. If the chairperson does not exercise a casting vote the motion will be lost.

28.3 Postal Voting

No motion shall be determined by a postal ballot unless determined by the Board. If the Board so determines, the postal ballot shall be conducted under the procedures set by the Board from time to time.

29. PROXY VOTING ®

Proxy voting has been provided for in this template. It is optional and does not need to be provided for under the Act.

Should you choose to allow proxy voting we recommend that you adopt clause 29(a) and (b).

If you choose not to allow proxy voting, remove clause 29(a) and (b).

Proxy voting is not provided for in this constitution

- ~~(a) Proxy voting shall be permitted at all General Meetings provided a proxy form in the form approved by the Board from time to time, has been duly completed and executed and is lodged with the Executive Director at or before the commencement of the meeting. Proxies shall only be exercised by Members entitled to vote. No Member entitled to vote shall exercise more than one (1) proxy vote at any one (1) time.~~
- ~~(b) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A Delegate shall be entitled to instruct his proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may exercise the proxy vote as he thinks fit.~~

30. STRATEGIC FORUM OF ASSOCIATION ®

The Strategic Forum as its name suggests has been included as an additional forum for key Association stakeholders to meet on an annual basis to discuss and review the strategic direction of the Association. It is not a formal General Meeting of the Association.

30.1 Strategic Forums

The Association shall hold a strategic forum at least once per year. The object of the strategic forum is to:

- ~~(a) Provide an update from the board to the members (half year report)~~
- ~~(a)(b)~~ inform the Board of significant membership issues;
- ~~(b)(c)~~ assist the Board to design or review the Association's strategic plan and direction;
- ~~(c)(d)~~ discuss statewide issues;
- ~~(d)(e)~~ provide feedback to the Board on the results of its governance decisions in practice at Member level.

30.2 Attendees at Strategic Forums

The following persons may attend strategic fora of the Association:

- (a) up to two (2) representatives from each RegionClub; and
- ~~(b) one (1) representative from each Club;~~
- ~~(c)(b)~~ the Directors; and
- ~~(d)(c)~~ such other persons the Board considers should be invited.

31. GRIEVANCE PROCEDURE ®

- (a) The grievance procedure set out in this rule applies to disputes under these rules between a Member and:
- (i) another Member; or
 - (ii) the Association.
- ~~(b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all parties.~~
- ~~(c) If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties must, within ten (10) days, refer the dispute to for resolution to an independent tribunal established by the Board in accordance with the procedures determined by the Board from time to time.~~
- ~~(d) The Board may prescribe additional grievance procedures in Regulations consistent with this Rule 31.~~
- (b) The Board will publish a detailed grievance procedure in its Regulations.

This template allows the SSO to establish an independent tribunal to resolve disputes. The procedures for establishing the tribunal can be set out in the Regulations and varied or amended by the Board from time to time. Alternatively, the SSO could refer dispute to the Court of Arbitration for Sport for resolution but it must consider the appropriate arrangements for clubs and regional associations (CAS is unlikely to be a practical solution for club/regional level due to the expense involved).

32. RECORDS AND ACCOUNTS ®

32.1 Records

The Association shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of the Association and the Board and shall produce these as appropriate at each Board or General Meeting.

32.2 Records Kept in Accordance with Act

Proper accounting and other records shall be kept in accordance with the Act. The books of account shall be kept in the care and control of the Executive Director.

32.3 Association to Retain Records

The Association shall retain such records for seven (7) years after the completion of the transactions or operations to which they relate.

32.4 Board to Submit Accounts

The Board shall submit to the Members at the Annual General Meeting the statements of account of the Association in accordance with this Constitution and the Act.

32.5 Accounts Conclusive

The statements of account when approved or adopted by an Annual General Meeting shall be conclusive except as regards any error discovered in them within three months (3) after such approval or adoption.

32.6 Accounts to be Sent to Members

The Executive Director shall cause to be sent to all persons entitled to receive notice of Annual General Meetings in accordance with this Constitution, a copy of the statements of account, the Board's report, the auditor's report and every other document required under the Act (if any).

32.7 Negotiable Instruments

All cheques, promissory notes, bankers, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two (2) duly authorised Directors or in such other manner as the Board determines.

33. AUDITOR

Under the Act, certain incorporated associations are required to undertake an audit. The Act divides large ("Tier 1") and small ("Tier 2") associations and requires Tier 1 organisations to conduct an audit.

The threshold of gross annual receipts for an association to qualify as a Tier 1 association is still to be confirmed. It is anticipated that it will be \$200,000 however associations will need to confirm this when the regulations are released later in 2009.

Whilst there is no obligation for Tier 2 associations to undertake an audit, it is good corporate governance and sound risk and financial management and thus it has been included in this template.

- (a) A properly qualified auditor or auditors shall be appointed by the Association in General Meeting. The auditor's duties shall be regulated in accordance with the Act, or if no relevant provisions exist under the Act, in accordance with the *Corporations Act* and generally accepted principles, and/or any applicable code of conduct. The auditor may be removed by the Association in General Meeting.
- (b) The accounts of the Association shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor or auditors at the conclusion of each Financial Year.

34. INCOME

34.1 Income and property of the Association shall be derived from such sources as the Board determines from time to time.

34.2 The income and property of the Association shall be applied solely towards the promotion of the Objects.

34.3 Except as prescribed in this Constitution or the Act:

- (a) no portion of the income or property of the Association shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member; and
- (b) no remuneration or other benefit in money or money's worth shall be paid or given by the Association to any Member who holds any office of the Association.

34.4 Nothing in **clauses 34.2** or **34.3** shall prevent payment in good faith of or to any Member for:

- (a) any services actually rendered to the Association whether as an employee, Director or otherwise;

- (b) goods supplied to the Association in the ordinary and usual course of operation;
- (c) interest on money borrowed from any Member;
- (d) rent for premises demised or let by any Member to the Association;
- (e) any out-of-pocket expenses incurred by the Member on behalf of the Association;

provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

35. WINDING UP

- (a) Subject to this Constitution the Association may be wound up in accordance with the Act.
- (b) The liability of the Members of the Association is limited.
- (c) Every Member undertakes to contribute to the assets of the Association if it is wound up while a Member, or within one year after ceasing to be a Member, for payment of the debts and liabilities of the Association contracted before the time at which it ceases to be a Member and the costs, charges and expenses of winding up the Association, such an amount not exceeding one dollar (\$1.00).

36. DISTRIBUTION OF PROPERTY ON WINDING UP

If upon winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the Members but shall be given or transferred to another organisation or organisations having objects similar to the Objects and which prohibits the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Association by this Constitution. Such organisation(s) to be determined by the Members in General Meeting at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of New South Wales or other Court as may have or acquire jurisdiction in the matter.

37. ALTERATION OF CONSTITUTION

This Constitution shall not be altered except by Special Resolution.

38. REGULATIONS

The Regulations are the key "delegated legislation" of the Association, (sometimes referred to as By-Laws). These are key rule and policy documents, which can address a whole range of issues for an Association. These include disciplinary regulations, election procedures, policies including member protection and anti-doping (subject to SSO and NSO requirements), financial management and particular sporting matters.

38.1 Board to Formulate Regulations

The Board may formulate, issue, adopt, interpret and amend such Regulations for the proper advancement, management and administration of the Association, the advancement of the purposes of the Association and ~~[Sport]~~Archery in New South Wales as it thinks necessary or desirable. Such Regulations must be consistent with the Constitution, the NSO constitution, any regulations made by NSO and any policy directives of the Board.

38.2 Regulations Binding

All Regulations are binding on the Association and all Members.

38.3 Regulations Deemed Applicable

All clauses, rules, by-laws and regulations of the Association in force at the date of the approval of this Constitution insofar as such clauses, rules, by-laws and regulations are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be Regulations and shall continue to apply.

38.4 Bulletins Binding on Members

Amendments, alterations, interpretations or other changes to Regulations shall be advised to Members by means of Bulletins approved by the Board and prepared and issued by the Executive Director. ~~Regions and~~ Clubs shall take reasonable steps to distribute information in the Bulletins to Individual Members. The matters in the Bulletins are binding on all Members.

39. STATUS AND COMPLIANCE OF ASSOCIATION

This section entrenches and strengthens the relationship between the Association and the NSO.

39.1 Recognition of Association

The Association is a member of NSO and is recognised by NSO as the controlling authority for {Sport}Archery in New South Wales and subject to compliance with this Constitution and the NSO constitution shall continue to be so recognised and shall administer {Sport}Archery in New South Wales in accordance with the Objects.

39.2 Compliance of Association

The Members acknowledge and agree the Association shall:

- (a) be or remain incorporated in New South Wales;
- (b) apply its property and capacity solely in pursuit of the Objects and {Sport}Archery;
- (c) do all that is reasonably necessary to enable the Objects to be achieved;
- (d) act in good faith and loyalty to ensure the maintenance and enhancement of {Sport}Archery, its standards, quality and reputation for the benefit of the Members and {Sport}Archery;
- (e) at all times act in the interests of the Members and {Sport}Archery;
- (f) not resign, disaffiliate or otherwise seek to withdraw from NSO without approval by Special Resolution; and
- (g) abide by the NSO constitution and the rules of {Sport}Archery.

39.3 Operation of Constitution

The Association and the Members acknowledge and agree:

- (a) that they are bound by this Constitution and that this Constitution operates to create uniformity in the way in which the Objects and {Sport}Archery are to be conducted, promoted, encouraged, advanced and administered throughout New South Wales and;
- (b) to ensure the maintenance and enhancement of {Sport}Archery, its standards, quality and reputation for the benefit of the Members and {Sport}Archery;

- (c) not to do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of [Sport]Archery and its maintenance and enhancement;
- (d) to promote the economic and community service success, strength and stability of each other and to act interdependently with each other in pursuit of their respective objects;
- (e) to act in the interests of [Sport]Archery and the Members;
- (f) that should a Member have administrative, operational or financial difficulties the Association may act to assist the Member in whatever manner the Association considers appropriate.

40. ASSOCIATION'S CONSTITUTION

40.1 Constitution of the Association

This Constitution will clearly reflect the objects of NSO and will conform to the NSO constitution, subject always to the Act.

40.2 Operation of NSO constitution

- (a) The Association will take all reasonable steps to ensure this Constitution conforms to the NSO constitution subject always to the Act.
- (b) The Association shall provide to NSO a copy of this Constitution and all amendments to this document. The Association acknowledges and agrees that the NSO has power to veto any provision in its Constitution which, in NSO's opinion, is contrary to the objects of NSO.

40.3 Register

The Association shall maintain, in a form acceptable to NSO but otherwise in accordance with the Act, a Register of all ~~Regions and Clubs~~ and if appropriate all Individual Members.

41. STATUS AND COMPLIANCE OF ~~REGIONS AND CLUBS~~

41.1 Compliance

~~Regions and Clubs~~ acknowledge and agree that they shall:

- (a) be or remain incorporated in New South Wales;
- (b) nominate a Delegate annually to attend General Meetings, and shall inform the Association of the details of that person accordingly;
- ~~(c) provide the Association with copies of their audited accounts, annual financial reports and other associated documents as soon as practicable, following the Region or Club's annual general meeting;~~
- ~~(d)~~(c) recognise the Association as the authority for [Sport]Archery in New South Wales and NSO as the national authority for [Sport]Archery;
- ~~(d) register all members of the club with the association and NSO;~~
- ~~(e) register all members of the Clubs related entities or other associated bodies corporate (if any) whose purpose or activity is the participation or practice of Archery;~~

~~(e)~~(f) adopt and implement such communications and Intellectual Property policies as may be developed by the Association from time to time; and

~~(f)~~(g) have regard to the Objects in any matter of the ~~Region or~~ Club pertaining to ~~{Sport}Archery~~.

41.2 ~~Region and~~ Club Constitutions

(a) The constituent documents of ~~Regions and~~ Clubs will clearly reflect the Objects and will conform to this Constitution.

(b) ~~Regions and~~ Clubs will take all reasonable steps necessary to ensure their constituent documents conform to this Constitution.

~~(c) Regions and Clubs shall provide to the Association a copy of their constituent documents and all amendments to these documents. Regions and Clubs acknowledge and agree that the Association has power to veto any provision in a Region or Club constitution which, in the Association's opinion, is contrary to the Objects.~~

~~(d)~~(c) The constituent documents of each ~~Region and~~ Club shall, at the earliest available opportunity, but within one year of the commencement of this Constitution, recognise the Association as the authority for ~~{Sport}Archery~~ in New South Wales and NSO as the national authority for ~~{Sport}Archery~~ in Australia.

41.3 Register

~~Regions and Clubs shall maintain, in a form acceptable to the Association, a register of all Members of the Region or Club. Each Region and Club shall provide a copy of the register at a time and in a form acceptable to the Association, and shall provide regular updates of the register to the Association.~~

~~(a) Clubs will utilise the membership data base as utilised from time to time by the NSO and or Association to maintain, in a form acceptable to the Association, a register of all Members of the Club.~~

~~(b) The register of members will be complete and accurate in its information in line with 7.1a.~~

42. NOTICE

(a) Notices may be given by the Association to any person entitled under this Constitution to receive any notice by sending the notice by pre-paid post or facsimile transmission or where available, by electronic mail, to the Member's registered address or facsimile number or electronic mail address, or in the case of a Delegate, to the last notified address, facsimile number or electronic mail address.

(b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected three (3) days after posting.

~~(c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.~~

~~(d)~~(c) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected the next business day after it was sent.

43. PATRONS AND VICE PATRONS

The Association at its Annual General Meeting may appoint annually on the recommendation of the Board a chief Patron and such number of Patrons as it considers necessary, subject to approval of that person or persons.

44. INDEMNITY

- (a) Every Director and employee of the Association shall be indemnified out of the property and assets of the Association against any liability incurred by them in their capacity as Director or employee in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is granted by the Court.
- (b) The Association shall indemnify its Directors and employees against all damages and losses (including legal costs) for which any such Director or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:
 - (ii) in the case of a Director, performed or made whilst acting on behalf of and with the authority, express or implied of the Association; and
 - (iii) in the case of an employee, performed or made in the course of, and within the scope of their employment by the Association.