



AUSTRALIAN  
**DODGEBALL**  
FEDERATION

## Constitution

AUSTRALIAN DODGEBALL FEDERATION LIMITED

ACN:

ABN: 43 425 693 158

**A company limited by guarantee**

Commencement Date: 06/08/23

**OFFICIAL**

## PART 1 - PRELIMINARY

### 1. NAME OF THE COMPANY

1.1 The name of the **Company** is Australian Dodgeball Federation Limited (“the **Company**”).

### 2. TYPE OF COMPANY

2.1 The **Company** is a not-for-profit public company limited by guarantee.

### 3. DEFINITIONS

3.1 In this constitution, words and phrases have the meaning set out in clauses 72 .

### 4. LIMITED LIABILITY OF MEMBERS

4.1 The liability of members is limited to the amount of the guarantee in clause 5.

### 5. THE GUARANTEE

5.1 Each voting member must contribute an amount not more than \$100 (“**the guarantee**”) to the property of the **Company** if the **Company** is wound up while the member is a member, or within twelve (12) months after they stop being a member, and this contribution is required to pay for the:

- (a) debts and liabilities of the **Company** incurred before the member stopped being a member; or
- (b) costs of winding up.

5.2 Individual Members and Life Members are not required to contribute the guarantee if the Company is wound up.

### 6. COMPANY'S FINANCIAL YEAR

6.1 The **Company's** financial year is from 1 July to 30 June, unless the directors pass a resolution to change the financial year.

### 7. BY-LAWS

7.1 The directors may formulate, approve, issue, adopt, interpret and amend any by-laws, regulations and policies (“by-laws”) for the proper advancement, management and administration of the company, the objects of the company, and this constitution.

7.2 By-laws cannot be inconsistent with a term or the terms of this constitution. Where a by-law may result in an inconsistency with a term or terms of this constitution, the term or terms of this constitution will prevail and the by-law will be taken to have no effect.

7.3 By-laws created by this clause will be published alongside this constitution in a place that is easily accessible to members.

7.4 Members and directors must comply with by-laws as if they were part of this constitution.

## PART 2 - PURPOSES AND POWERS

### 8. OBJECT

8.1 The **Company** will act as the peak body for the administration of the sport of dodgeball in Australia.

8.2 The objects for which the **Company** is established and maintained are to:

- (a) conduct, encourage, promote, advance, standardise, control and administer all forms of the sport of dodgeball in and throughout Australia as a human endeavour;
- (b) provide for the conduct, encouragement, promotion and administration of the sport of dodgeball through and by various Members for the mutual and collective benefit of the Members and the sport of dodgeball;
- (c) act in good faith and loyalty to ensure the maintenance and enhancement of the Company and dodgeball, its standards, quality and reputation for the collective and mutual benefit of the Members and the sport of dodgeball;
- (d) at all times operate with, and promote, mutual trust and confidence between the Company and the Members in pursuit of these objects;
- (e) at all times to act on behalf of, and in the interests of, the Members and the sport of dodgeball;
- (f) promote the economic and sporting success, strength and stability of the Company and each Member and to act interdependently with each Member in pursuit of these objects;
- (g) affiliate and otherwise liaise with the World Dodgeball Federation (“**WDBF**”), the Australian Olympic Committee, the Australian Sports Commission and any other such organisation in the pursuit of these objects and the sport of dodgeball;
- (h) ensure compliance with the rules and regulations as amended from time to time of the WDBF;
- (i) ensure that a high standard of the sport of dodgeball is maintained;
- (j) develop a sense of sportsmanship and a high degree of proficiency in competitors in the sport of dodgeball;
- (k) enable competitors to achieve a high level of physical and mental fitness through the teaching and practice of the sport of dodgeball;
- (l) apply the property and capacity of the Company towards the fulfilment and achievement of these objects;
- (m) use and protect the Intellectual Property of the Company;
- (n) collect, distribute and publish information in connection with the sport of dodgeball and international and national dodgeball tournaments and competitions;
- (o) promote and control interstate, national and international (as directed by the WDBF) tournaments, competitions and championships;
- (p) strive for governmental, commercial and public recognition of the Company and the sport of dodgeball;
- (q) promulgate, and secure uniformity in, such rules as may be necessary or appropriate for the management and control of the sport of dodgeball and related activities in Australia;

## OFFICIAL

- (r) further develop the Company as an organised institution and with these purposes in view, to foster, regulate, organise and manage examinations, competitions, displays and other activities and to issue badges, medallions and certifications and award trophies as appropriate;
- (s) review and/or determine any matters relating to the sport of dodgeball which may arise or be referred to it by any Member;
- (t) recognise any penalty imposed by any Member (within the Member's jurisdiction);
- (u) through or in association with the Member or other entities or of itself, promote the health and safety of players, coaches, referees and officials registered with any Member or other dodgeball organisation;
- (v) through or in association with the Member or other entities or of itself, encourage players, coaches, referees and officials registered with any Member or other dodgeball organisation to realise their potential and athletic abilities by extending to them the opportunity of education, and further participation, in the sport of dodgeball;
- (w) conduct or commission research and development for improvements in the sport of dodgeball and dodgeball equipment generally;
- (x) pursue through itself or others such commercial arrangements, including sponsorship and marketing opportunities, as are appropriate to further the objects of the Company and the sport of dodgeball;
- (y) act as final arbiter (where applicable) on all matters pertaining to the conduct of the sport of dodgeball in Australia, including disciplinary matters;
- (z) formulate or adopt and implement appropriate policies, including in relation to sexual harassment, equal opportunity, equity, drugs in sport, health, safety, privacy, junior and senior programs, infectious diseases and such other matters as arise from time to time as issues to be addressed in the sport of dodgeball;
- (aa) represent the interests of its Members and of the sport of dodgeball generally in any appropriate forum;
- (bb) have regard to the public interest in its operation;
- (cc) do all that is reasonably necessary to enable these objects to be achieved and to enable the Members to receive the benefits which these objects are intended to achieve;
- (dd) encourage and promote performance-enhancing drug free competition; and
- (ee) undertake and or do all things or activities which are necessary, incidental or conducive to the advancement of these purposes.

### 9. POWERS

9.1 Subject to clause 10, the **Company** has the following powers, which may only be used to carry out its purpose(s) set out in clause 8:

- (a) the powers of an individual, and
- (b) all the powers of a **Company** limited by guarantee under the **Corporations Act**.

### 10. NOT-FOR-PROFIT

## OFFICIAL

- 10.1 The **Company** must not distribute any income or assets directly or indirectly to its members, except as provided in clauses 10.1 and 71.
- 10.2 Clause 10.1 does not stop the **Company** from doing the following things, provided they are done in good faith:
- (a) paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the **Company**; or
  - (b) making a payment to a member in carrying out the **Company's** purpose(s).

### 11. AMENDING THE CONSTITUTION

- 11.1 Subject to clause 11.2, voting members may amend this constitution by passing a **special resolution**.
- 11.2 The members must not pass a **special resolution** that amends this constitution if passing it causes the **Company** to no longer be a Not-for-Profit.

## PART 3 – MEMBERS

### 12. MEMBERS OF THE COMPANY

12.1 The members of the **Company** shall consist of:

- (a) Initial members; and
- (b) Any other association, entity or person that the directors allow to be a member, in accordance with this constitution.

### 13. CATEGORIES OF MEMBERSHIP

- 13.1 Members of the **Company** will be categorised pursuant to Schedule A of this constitution.
- 13.2 The Board of Directors may create new categories of membership with such rights, privileges and obligations as are determined applicable, other than voting rights.
- 13.3 Voting rights may only be granted to a new category of members where a **special resolution** of members is passed, in line with clause 11.

### 14. REGISTER OF MEMBERS

14.1 The **Company** must establish and maintain a register of members. The register of members must be kept by the secretary and must contain:

- (a) for each current member:
  - i. name
  - ii. address
  - iii. any alternative address nominated by the member for the service of notices, and
  - iv. date the member was entered on to the register.
- (b) for each person who stopped being a member in the last 7 years:
  - i. name
  - ii. address
  - iii. any alternative address nominated by the member for the service of notices, and
  - iv. dates the membership started and ended.

14.2 The **Company** must give members access to the register of members.

14.3 Information that is accessed from the register of members must only be used in a manner relevant to the interests or rights of members.

### 15. WHO CAN BE A MEMBER

15.1 A person who supports the purposes of the **Company** is eligible to apply to be a member of the **company** under clause 12.

15.2 In this clause, 'person' means an individual or incorporated body.

### 16. HOW TO APPLY TO BECOME A MEMBER

16.1 Any person or (as defined in clause 11.2) may apply to become a member of the company by writing (including by way of electronic mail or electronic form) to the board of directors stating that they:

## OFFICIAL

- (a) want to become a member; and
- (b) support the purpose(s) of the **company**; and
- (c) agree to comply with the **company's** constitution, including paying the guarantee under clause 4 if required.

### 17. DIRECTORS DECIDE WHETHER TO APPROVE MEMBERSHIP

- 17.1 The directors must consider an application for membership within a reasonable time after the secretary receives the application.
- 17.2 If the directors approve an application, the secretary must as soon as possible:
- (a) do all things necessary to enter the new member on the register of members;
  - (b) do all things necessary to ensure that the appropriate regulatory bodies, if any, are informed of the change in members; and
  - (c) write to the applicant to tell them that their application was approved, and the date that their membership started (see clause 14).
- 17.3 If the directors reject an application, the secretary must write to the applicant as soon as possible to tell them that their application has been rejected, but does not have to give reasons.
- 17.4 For the avoidance of doubt, the directors may approve an application even if the application does not state the matters listed in 16.1. In that case, by applying to be a member, the applicant agrees to those three matters.

### 18. WHEN A PERSON BECOMES A MEMBER

- 18.1 Other than initial members, an applicant will become a member when and only when they are entered on the register of members.

### 19. WHEN A PERSON STOPS BEING A MEMBER

- 19.1 A person immediately stops being a member if they:
- (a) die
  - (b) are wound up or otherwise dissolved or deregistered (for an incorporated member)
  - (c) resign, by providing written notice to the Company secretary
  - (d) are expelled under clause 21.4 of this constitution, or
  - (e) have not responded within three (3) months to a written request from the secretary that they confirm in writing that they want to remain a member.



## PART 4 – DISPUTE RESOLUTION

### 20. DISPUTE RESOLUTION

- 20.1 The dispute resolution procedure in this clause applies to disputes (disagreements) under this constitution between a member or director and:
- (a) one or more members; and/or
  - (b) one or more directors; and/or
  - (c) the **Company**.
- 20.2 A member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 17 until the disciplinary procedure is completed.
- 20.3 Those involved in the dispute must try to resolve it between themselves within fourteen (14) days of becoming aware of the dispute.
- 20.4 If those involved in the dispute do not resolve it under clause 0, they must within ten (10) business days:
- (a) inform the directors of the Company about the dispute in writing;
  - (b) agree or request that an independent mediator be appointed; and
  - (c) attempt in good faith to settle the dispute by mediation.
- 20.5 The mediator must:
- (a) be chosen by agreement of those involved, or
  - (b) where those involved do not agree:
    - i. for disputes between members, a person chosen by the directors, or
    - ii. for other disputes, a person chosen by either the Commissioner of the Australian Charities and Not-for-Profits Commission or the president of the law institute or society in the state or territory in which the **Company** has its registered office.
- 20.6 A mediator chosen by the directors under clause 20.4:
- (a) may be a member or former member of the **Company**
  - (b) must not have a personal interest in the dispute; and
  - (c) must disclose to the Company and the directors any potential conflicts which may indicate bias , and
  - (d) must not be biased towards or against anyone involved in the dispute.
- 20.7 When conducting the mediation, the mediator must:
- (a) allow those involved a reasonable chance to be heard;
  - (b) allow those involved a reasonable chance to review any written statements;
  - (c) ensure that those involved in the mediation are given natural justice, and
  - (d) not make a decision on the dispute.

### 21. DISCIPLINING MEMBERS

## OFFICIAL

- 21.1 In accordance with this clause, the directors may resolve to warn, suspend or expel a member from the **Company** if the directors consider that:
- (a) the member has breached this constitution, or
  - (b) the member's behaviour is causing, has caused, or is likely to cause harm to the **Company**.
- 21.2 At least fourteen (14) days before the directors' meeting at which a resolution under clause 17.1 will be considered, the secretary must notify the member in writing:
- (a) that the directors are considering a resolution to warn, suspend or expel the member;
  - (b) that this resolution will be considered at a directors' meeting and the date of that meeting;
  - (c) what the member is said to have done or not done;
  - (d) the nature of the resolution that has been proposed; and
  - (e) that the member may provide an explanation to the directors, and details of how to do so.
- 21.3 Before the directors pass any resolution under clause 17.1, the member must be given a chance to explain or defend themselves by:
- (a) providing the directors with a written explanation not less than two (2) business days before that directors' meeting, and/or
  - (b) speaking at the meeting.
- 21.4 After considering any explanation that may be provided pursuant to clause 0, the directors may:
- (a) take no further action
  - (b) warn the member
  - (c) suspend the member's rights as a member for a period of no more than 12 months
  - (d) expel the member
  - (e) refer the decision to an unbiased, independent person on conditions that the directors consider appropriate (however, the person can only make a decision that the directors could have made under this clause), or
  - (f) require the matter to be determined at a **General Meeting**.
- 21.5 The directors cannot fine a member.
- 21.6 The secretary must provide written notice to the member of the decision under clause 21.1 as soon as possible and, in any event, not more than three (3) business days prior to the decision made pursuant to 17.4 of this constitution.
- 21.7 Disciplinary procedures must be completed as soon as reasonably practical.
- 21.8 There will be no liability for any loss or injury suffered by the member as a result of any decision made in good faith under this clause.

## PART 5 - GENERAL MEETINGS OF MEMBERS

### 22. GENERAL MEETINGS CALLED BY THE BOARD

- 22.1 The directors may call a **General Meeting** whenever they think fit.
- (a) Every **General Meeting** must be specified as a general meeting in the notice which calls it.
  - (b) The members may requisition or convene a **General Meeting** in accordance with the procedures for member initiated general meetings set out in the Corporations Act.
- 22.2 If at least 25% of all voting members make a written request to the **Company** for a **General Meeting** to be held, the directors must:
- (a) within twenty-one (21) days of the members' request, give all members notice of a **General Meeting**, and
  - (b) hold the **General Meeting** within 2 months of the members' request.
- 22.3 The members who make the request for a **General Meeting** must:
- (a) state in the request any resolution to be proposed at the meeting;
  - (b) sign the request; and
  - (c) give the request to the **Company**.
- 22.4 Separate copies of a document setting out the request may be signed by members if the wording of the request is the same in each copy.

### 23. GENERAL MEETINGS CALLED BY MEMBERS

- 23.1 If the directors do not call the meeting within twenty-one (21) days of being requested to do so under clause 22.3, the members who made the request may call and arrange to hold a **General Meeting**.
- 23.2 To call and hold a meeting under clause 23.1 the members must:
- (a) as far as possible, follow the procedures for **General Meetings** set out in this constitution;
  - (b) call the meeting using the list of members on the **Company's** member register, which the **Company** must provide to the members making the request at no cost; and
  - (c) hold the **General Meeting** within three months after the request was given to the **Company**.
- 23.3 The **Company** must pay the members who request the **General Meeting** any reasonable travel expenses they incur because the directors did not call and hold the meeting.

### 24. ANNUAL GENERAL MEETING

- 24.1 A **General Meeting**, called the annual **General Meeting**, must be held:
- (a) Within eighteen (18) months after registration of the **Company**, and
  - (b) after the first annual **General Meeting**, and at least once in every calendar year.
- 24.2 Even if these items are not set out in the notice of meeting, the business of an annual **General Meeting** may include:
- (a) a review of the **Company's** activities;
  - (b) a review of the **Company's** finances;

## OFFICIAL

- (c) any auditor's report;
- (d) the election of directors; and
- (e) the appointment and payment of auditors, if any.

- 24.3 Before or at the annual **General Meeting**, the directors must give information to the members on the **Company's** activities and finances during the period since the last annual **General Meeting**.
- 24.4 The chairperson of the annual **General Meeting** must give members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the **Company**.

### 25. NOTICE OF GENERAL MEETINGS

- 25.1 Notice of a **General Meeting** must be given to:
- (a) each member entitled to vote at the meeting;
  - (b) each director; and
  - (c) the auditor (if any).
- 25.2 Notice of a **General Meeting** must be provided in writing at least twenty-one (21) days before the meeting.
- 25.3 Subject to clause 21.4, notice of a meeting may be provided less than twenty-one (21) days before the meeting if:
- (a) for an annual **General Meeting**, all the members entitled to attend and vote at the annual **general meeting** agree beforehand, or
  - (b) for any other **General Meeting**, members with at least 95% of the votes that may be cast at the meeting agree beforehand.
- 25.4 Notice of a meeting cannot be provided less than twenty-one (21) days before the meeting if a resolution will be moved to:
- (a) remove a director
  - (b) appoint a director in order to replace a director who was removed, or
  - (c) remove an auditor.
- 25.5 Notice of a **General Meeting** must include:
- (a) the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
  - (b) the general nature of the meeting's business;
  - (c) if applicable, that a **special resolution** is to be proposed and the words of the proposed resolution; and
  - (d) a statement that members have the right to appoint proxies and that, if a member appoints a proxy:
    - i. the proxy does not need to be a member of the **Company**
    - ii. the proxy form must be delivered to the **Company** at its registered address or the address (including an electronic address) specified in the notice of the meeting, and

## OFFICIAL

iii. the proxy form must be delivered to the **Company** at least 48 hours before the meeting.

- 25.6 If a **General Meeting** is adjourned (put off) for one (1) month or more, the members must be given new notice of the resumed meeting.
- 25.7 The accidental omission to send notice of a general meeting or the postponement of a general meeting or the non-receipt of a notice by any person entitled to receive such notice will not invalidate the proceedings at the general meeting or any resolution passed at the general meeting, though due cause to such omission must be taken by the directors.

### 26. QUORUM AT GENERAL MEETINGS

- 26.1 For a **General Meeting** to be held, at least 50% of all members (a quorum) must be present (in person, by proxy or by representative) for the whole meeting. When determining whether a quorum is present, a person may only be counted once (even if that person is a representative or proxy of more than one member).
- 26.2 No business may be conducted at a **General Meeting** if a quorum is not present.
- 26.3 If there is no quorum present within 30 minutes after the starting time stated in the notice of **General Meeting**, the **General Meeting** is adjourned to the date, time and place that the chairperson specifies.
- 26.4 The chairperson must give at least twenty-one (21) clear days' notice of the adjourned general meeting.
- 26.5 Unless otherwise specified, the meeting is adjourned to:
- (a) if the date is not specified – the same day in the next week
  - (b) if the time is not specified – the same time, and
  - (c) if the place is not specified – the same place.
- 26.6 If no quorum is present at the resumed meeting within thirty (30) minutes after the starting time set for that meeting, the meeting is cancelled.

### 27. AUDITOR'S RIGHT TO ATTEND MEETINGS

- 27.1 The auditor (if any) is entitled to attend any **General Meeting** and to be heard by the members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.
- 27.2 The **Company** must give the auditor (if any) any communications relating to the **General Meeting** that a member of the **Company** is entitled to receive.

### 28. REPRESENTATIVES OF MEMBERS

- 28.1 A voting-member may appoint as a representative:
- (a) one individual to represent the member at meetings and to sign circular resolutions under clause 31, and
  - (b) the same individual or another individual for the purpose of being appointed or elected as a director.
- 28.2 The appointment of a representative by a member must:
- (a) be in writing;
  - (b) include the name of the representative;
  - (c) be signed on behalf of the member; and

## OFFICIAL

(d) be given to the **Company** or, for representation at a meeting, be given to the chairperson before the meeting starts.

28.3 A representative has all the rights of a member relevant to the purposes of the appointment as a representative.

28.4 The appointment may be standing (ongoing).

### 29. USING TECHNOLOGY TO HOLD MEETINGS

29.1 The **Company** may hold a **General Meeting** using any technology that gives the members, as a whole, a reasonable opportunity to participate, including to hear and be heard.

29.2 Such technology can include, but is not limited to, social media and cloud-based video conferencing services.

29.3 Any notice provided in respect of a General Meeting must include proper instructions of how to participate in the General Meeting using the technology.

29.4 Anyone using this technology is taken to be present in person at the meeting.

### 30. CHAIRPERSON FOR GENERAL MEETINGS

30.1 The **chairperson** of **General Meetings** will be the **President** of the Company.

30.2 The members present and entitled to vote at a **General Meeting** may choose a director or member to be the chairperson for that meeting if, and only if:

- (a) the **President** is not present within thirty (30) minutes after the starting time set for the meeting; or
- (b) the **President** is present but informs the General Meeting that they do not wish to act as chairperson of the meeting.

30.3 The members may only be entitled to choose an **elected chairperson** pursuant to clause 24.2 if the directors default in doing so or are unable to do so.

### 31. ROLE OF THE CHAIRPERSON

31.1 The chairperson is responsible for the conduct of the **General Meeting**, and for this purpose must give members a reasonable opportunity to make comments and ask questions (including to the auditor (if any)).

31.2 The chairperson will not have a casting vote at General Meetings.

### 32. ADJOURNMENT OF MEETINGS

32.1 If a quorum is present, a **General Meeting** must be adjourned if a majority of **members present** direct the chairperson to adjourn it.

32.2 Only unfinished business may be dealt with at a meeting resumed after an adjournment.

### 33. MEMBERS' RESOLUTIONS AND STATEMENTS

33.1 Any voting member may give:

- (a) written notice to the **Company** of a resolution they propose to move at a **General Meeting** (members' resolution), and/or

## OFFICIAL

- (b) a written request to the **Company** that the **Company** give all of its members a statement about a proposed resolution or any other matter that may properly be considered at a **General Meeting** (members' statement).
- 33.2 A notice of a members' resolution must set out the wording of the proposed resolution and be signed by the members proposing the resolution.
- 33.3 A request to distribute a members' statement must set out the statement to be distributed and be signed by the members making the request.
- 33.4 Separate copies of a document setting out the notice or request may be signed by members if the wording is the same in each copy.
- 33.5 The percentage of votes that members have (as described in clause 27.1) is to be worked out as at midnight before the request or notice is given to the company.
- 33.6 If the company has been given notice of a members' resolution under clause 27.1(a), the resolution must be considered at the next general meeting held more than two months after the notice is given.
- 33.7 This clause does not limit any other right that a member has to propose a resolution at a **General Meeting**.
- 34. **COMPANY MUST GIVE NOTICE OF PROPOSED RESOLUTION OR DISTRIBUTE STATEMENT**
- 34.1 If the **Company** has been given a notice or request under clause 33:
  - (a) in time to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, it must do so at the **Company's** cost, or
  - (b) too late to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, then the members who proposed the resolution or made the request must pay the expenses reasonably incurred by the **Company** in giving members notice of the proposed members' resolution or a copy of the members' statement. However, at a **General Meeting**, the members may pass a resolution that the **Company** will pay these expenses.
- 34.2 The **Company** does not need to send the notice of proposed members' resolution or a copy of the members' statement to members if:
  - (a) it is more than 1,500 words long;
  - (b) the directors consider the resolution to be defamatory or vexatious;
  - (c) clause 28.1(b) applies, and the members who proposed the resolution or made the request have not paid the **Company** enough money to cover the cost of sending the notice of the proposed members' resolution or a copy of the members' statement to members; or
  - (d) in the case of a proposed members' resolution, the resolution does not relate to a matter that may be properly considered at a **General Meeting** or is otherwise not a valid resolution able to be put to the members.
- 35. **CIRCULAR RESOLUTIONS OF MEMBERS**
- 35.1 Subject to clause 29.3, the directors may put a resolution to the members to pass a resolution without a **general meeting** being held (**a circular resolution**).
- 35.2 The directors must notify the auditor (if any) as soon as possible that a circular resolution has or will be put to members, and set out the wording of the resolution.

## OFFICIAL

- 35.3 Circular resolutions cannot be used:
- (a) for a resolution to remove an auditor, appoint a director or remove a director
  - (b) for passing a special resolution, or
  - (c) where the **Corporations Act** or this constitution requires a meeting to be held.
- 35.4 A circular resolution is passed if all the members entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in clause 29.5 or clause 31.6.
- 35.5 Members may sign:
- (a) a single document setting out the circular resolution and containing a statement that they agree to the resolution, or
  - (b) separate copies of that document, as long as the wording is the same in each copy.
- 35.6 The **company** may send a circular resolution by email to members and members may agree by sending a reply email to that effect, including the text of the resolution in their reply.
36. **HOW MANY VOTES A MEMBER HAS**
37. **Each voting member has one (1) vote.**
38. **CHALLENGE TO MEMBER'S RIGHT TO VOTE**
- 38.1 A member or the chairperson may only challenge a person's right to vote at a **General Meeting** at that meeting.
- 38.2 If a challenge is made under clause 31.1, the chairperson must decide whether or not the person may vote. The chairperson's decision is final.
39. **HOW VOTING IS CARRIED OUT**
- 39.1 Voting must be conducted and decided by:
- (a) a show of hands; or
  - (b) a vote in writing; or
  - (c) a vote via electronic means; or
  - (d) another method chosen by the **elected chairperson** that is fair and reasonable in all the circumstances and in the interests of the members as a whole.
- 39.2 Before a vote is taken, the **elected chairperson** must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.
- 39.3 On a show of hands, the **elected chairperson's** decision is conclusive evidence of the result of the vote.
- 39.4 The **elected chairperson** and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.
40. **WHEN AND HOW A VOTE IN WRITING MUST BE HELD**
- 40.1 A vote in writing (including by electronic means) may be demanded on any resolution instead of or after a vote by a show of hands by:
- (a) at least five (5) members present; or
  - (b) the chairperson.



## OFFICIAL

40.2 A vote in writing must be taken when and how the chairperson directs, unless clause 33.3 applies.

40.3 A vote in writing must be held immediately if it is demanded under clause 33.1:

- (a) for the election of a chairperson under clause 24.2, or
- (b) to decide whether to adjourn the meeting.

40.4 A demand for a vote in writing may be withdrawn.

### 41. APPOINTMENT OF PROXY

41.1 A member may appoint a proxy to attend and vote at a **General Meeting** on their behalf.

41.2 A proxy does not need to be a member.

41.3 A proxy appointed to attend and vote for a member has the same rights as the member to:

- (a) speak at the meeting;
- (b) vote in a vote in writing (but only to the extent allowed by the appointment); and
- (c) join in to demand a vote in writing under clause 33.1.

41.4 An appointment of proxy (proxy form) must be signed by the member appointing the proxy and must contain:

- (a) the member's name and address;
- (b) the company's name;
- (c) the proxy's name or the name of the office held by the proxy; and
- (d) the meeting(s) at which the appointment may be used.

41.5 The instrument appointing a proxy must be in writing:

- (a) Under the hand of the appointor;
- (b) Under the hand of an attorney duly authorised in writing; or
- (c) If the appointor is a corporation, executed by the corporation or under the hand of a duly authorised officer or attorney.

41.6 A proxy appointment may be standing (ongoing).

41.7 Proxy forms must be received by the **Company** at the address stated in the notice under clause 21.5(d) or at the **Company's** registered address at least forty-eight (48) hours before a meeting.

41.8 A proxy does not have the authority to speak and vote for a member at a meeting while the member is at the meeting.

41.9 Unless the **Company** receives written notice before the start or resumption of a **General Meeting** at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing member:

- (a) dies;
- (b) is mentally incapacitated;
- (c) revokes the proxy's appointment; or
- (d) revokes the authority of a representative or agent who appointed the proxy.

## OFFICIAL

41.10 A proxy appointment may specify the way the proxy must vote on a particular resolution.

## PART 6 – BOARD OF DIRECTORS

### 42. NUMBER OF DIRECTORS

- 42.1 The **Company** must have at least three (3) and no more than eleven (11) directors.
- 42.2 If the Company wishes to increase or decrease the amount of directors permitted to be appointed, it must do so by way of ordinary resolution in a General Meeting.

### 43. ELECTION AND APPOINTMENT OF DIRECTORS

- 43.1 The initial directors are the people who have either:
- (a) Agreed to act as directors; and/or
  - (b) Who are named as proposed directors in the application for registration of the company.
- 43.2 Apart from the initial directors, the members may elect a director by a resolution passed in a general meeting.
- 43.3 At least twenty-one (21) days prior to the proposed date of the General Meeting, the board of directors must:
- (a) Notify each voting member of the number of vacant director positions; and
  - (b) Request from voting members any nominations to fill a vacant director position.
- 43.4 A person may nominate for election as a director of the Company at a general meeting, in so far as such a nomination complies with this constitution.
- 43.5 Each of the directors must be appointed by a separate resolution, unless:
- (a) the members present have first passed a resolution that the appointments may be voted on together, and
  - (b) no votes were cast against that resolution.
- 43.6 A person is eligible for election as a director of the **Company** if they:
- (a) are nominated by one (1) member or representatives of members entitled to vote (unless the person was previously elected as a director at a general meeting and has been a director since that meeting); and
  - (b) give the Company their signed consent to act as a director of the **Company**; and
  - (c) are not ineligible to be a director under the **Corporations Act** or the **ACNC Act**.
- 43.7 The directors may appoint a person as a director to fill a casual vacancy:
- (a) gives the company their signed consent to act as a director of the company, and
  - (b) is not ineligible to be a director under the **Corporations Act** or the **ACNC Act**.
- 43.8 The directors may appoint an additional director (but no more than the total amount of directors allowed under clause 41) if that person:
- (a) gives the company their signed consent to act as a director of the company, and
  - (b) is not ineligible to be a director under the **Corporations Act** or the **ACNC Act**.

## OFFICIAL

43.9 If the number of directors is reduced to fewer than three or is less than the number required for a quorum, the continuing directors may act for the purpose of increasing the number of directors to three (or higher if required for a quorum) or calling a **general meeting**, but for no other purpose.

### 44. APPOINTMENT AND ROLE OF PRESIDENT

44.1 The members, by way of special resolution, must appoint one director as the **President of the Company**.

44.2 An elected President will hold office for a term of (2) years from the date of their appointment as President. The term of the President may be amended by special resolution of the members.

44.3 The elected President of the Company will be, for the purposes of the Corporations Act, the Public Officer of the Company.

44.4 Unless otherwise stated in this constitution, the President is the Chairperson for any general meetings and for any meetings of the board.

44.5 The President may be removed from their role by a special resolution of the members.

### 45. APPOINTMENT AND ROLE OF SECRETARY

45.1 The **Company** must have at least one secretary, who may also be a director.

45.2 A secretary must be appointed by the directors (after giving the **Company** their signed consent to act as secretary of the **Company**) and may be removed by the directors.

45.3 The directors must decide the terms and conditions under which the secretary is appointed, including any remuneration.

45.4 The directors may, at any time, appoint a person as an additional secretary or as acting secretary or as a temporary substitute for the secretary who will for the purposes of this constitution be deemed to be, and may be referred to as, the secretary.

45.5 The role of the secretary includes:

- (a) maintaining a register of the **Company's** members, and
- (b) maintaining the minutes and other records of **General Meetings** (including notices of meetings), directors' meetings and circular resolutions.

### 46. TERM OF OFFICE

46.1 A director, other than an initial director, will hold office for a term of (2) years from the date of their appointment as a director.

46.2 At the expiry of their 2-year term, the director will retire and their position will be considered vacant.

46.3 An initial director will hold office from the time the Company is registered, until the time the first annual general meeting is called, pursuant to clause 24.1.

46.4 Other than a director appointed under clause 43, a director's term of office starts at the end of the annual general meeting at which they are elected and ends at the end of the annual general meeting at which they retire.

46.5 A director who retires under clause 46.2 may nominate for election or re-election, subject to clause 41.6.

46.6 A director who has held office for a continuous period of six (6) years or more may only be reappointed or re-elected by a **special resolution**.

### 47. WHEN A DIRECTOR STOPS BEING A DIRECTOR

## OFFICIAL

- 47.1 A director stops being a director if they:
- (a) give written notice of resignation as a director to the company;
  - (b) die;
  - (c) declare bankruptcy;
  - (d) are removed as a director by a resolution of the members;
  - (e) stop being a member of the **Company**;
  - (f) are a representative of a member, and that member stops being a member;
  - (g) are a representative of a member, and the member notifies the company that the representative is no longer a representative;
  - (h) are absent for 3 consecutive directors' meetings without approval from the directors; or
  - (i) become ineligible to be a director of the **Company** under the Corporations Act or the ACNC Act.

### 48. POWERS OF DIRECTORS

- 48.1 The directors are responsible for managing and directing the business and activities of the **Company** to achieve the purpose(s) set out in clause 8.
- 48.2 The directors may use all the powers of the **Company** except for powers that, under the **Corporations Act** or this constitution, may only be used by members.
- 48.3 The directors must decide on the responsible financial management of the **Company** including, but not limited to:
- (a) any suitable written delegations of power; and
  - (b) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.
- 48.4 The directors cannot remove a director or auditor. Directors and auditors may only be removed by a members' resolution at a **General Meeting**.

### 49. DELEGATION OF DIRECTORS' POWERS

- 49.1 The directors may delegate any of their powers and functions to a committee, a director, an employee of the **Company** (such as a chief executive officer) or any other person, as they consider appropriate.
- 49.2 Such delegations include delegating particular positions and/or titles to directors, including (but not limited to):
- (a) Vice President; and
  - (b) Treasurer.
- 49.3 The delegation must be recorded in the **Company's** minute book.

### 50. PAYMENTS TO DIRECTORS

- 50.1 The **Company** must not pay fees to a director for acting as a director.
- 50.2 The **Company** may:
- (a) pay a director for work they do for the company, other than as a director, if the amount is no more than a reasonable fee for the work done, or

- (b) reimburse a director for expenses properly incurred by the director in connection with the affairs of the **company**.

50.3 Any payment made under clause 43.2 must be approved by the directors.

50.4 The **Company** may pay premiums for insurance indemnifying directors, as allowed for by law (including the **Corporations Act**) and this constitution.

#### 51. EXECUTION OF DOCUMENTS

- (a) The **company** may execute a document without using a common seal if the document is signed by:
  - (b) The President of the Company and another director;
  - (c) a director and the secretary.

#### 52. DUTIES OF DIRECTORS

52.1 The directors must comply with their duties as directors under legislation and common law (judge-made law), and with the duties described in governance standard 5 of the regulations made under the **ACNC Act** which include, but not limited to:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the **Company**;
- (b) to act in good faith in the best interests of the **Company** and to further the purpose(s) of the **Company** set out in clause **8**;
- (c) not to misuse their position as a director;
- (d) not to misuse information they gain in their role as a director;
- (e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 46;
- (f) to ensure that the financial affairs of the **Company** are managed responsibly; and
- (g) not to allow the **Company** to trade or operate while it is insolvent.

#### 53. CONFLICTS OF INTEREST

53.1 A director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution):

- (a) to the other directors, or
- (b) if all of the directors have the same conflict of interest, to the members at the next **general meeting**, or at an earlier time if reasonable to do so.

53.2 The disclosure of a conflict of interest by a director must be recorded in the minutes of the meeting.

53.3 Each director who has a material personal interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution) must not, except as provided under clauses 46.4:

- (a) be present at the meeting while the matter is being discussed, or
- (b) vote on the matter.

53.4 A director may still be present and vote if:

- (a) their interest arises because they are a member of the **Company**, and the other members have the same interest

- (b) their interest relates to an insurance contract that insures, or would insure, the director against liabilities that the director incurs as a director of the **Company** (see clause 64)
- (c) their interest relates to a payment by the **Company** under clause 63 (indemnity), or any contract relating to an indemnity that is allowed under the **Corporations Act**
- (d) the Australian Securities and Investments Commission (ASIC) makes an order allowing the director to vote on the matter, or
- (e) the directors who do not have a material personal interest in the matter pass a resolution that:
  - (i) identifies the director, the nature and extent of the director's interest in the matter and how it relates to the affairs of the **Company**, and
  - (ii) says that those directors are satisfied that the interest should not stop the director from voting or being present.

## **PART 7 – MEETINGS OF THE BOARD**

### **54. WHEN THE BOARD MEETS**

- 54.1 The Board may decide how often, where and when they meet.
- 54.2 Notwithstanding clause 49.1 above, the Board must meet at least five (5) times in every 12-month period from their commencement as the Board.

### **55. CALLING DIRECTORS' MEETINGS**

- 55.1 A director may call a directors' meeting by giving reasonable notice of five (5) clear days to all of the other directors.
- 55.2 A director may give notice in writing or by any other means of communication that has previously been agreed to by all of the directors.

### **56. CHAIRPERSON FOR DIRECTORS' MEETINGS**

- 56.1 The **elected chairperson** is entitled to chair directors' meetings.
- 56.2 The directors at a directors' meeting may choose a director to be the chairperson for that meeting if the **elected chairperson** is:
  - (a) not present within 30 minutes after the starting time set for the meeting, or
  - (b) present but does not want to act as chairperson of the meeting.

### **57. QUORUM AT DIRECTORS' MEETINGS**

- 57.1 Unless the directors determine otherwise, the quorum for a directors' meeting is a majority (more than 50%) of directors.
- 57.2 A quorum must be present for the whole directors' meeting.

### **58. USING TECHNOLOGY TO HOLD DIRECTORS' MEETINGS**

- 58.1 The directors may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the directors.
- 58.2 The directors' agreement may be a standing (ongoing) one.

## OFFICIAL

58.3 A director may only withdraw their consent within a reasonable period before the meeting.

### 59. PASSING DIRECTORS' RESOLUTIONS

59.1 A directors' resolution must be passed by a majority of the votes cast by directors present and entitled to vote on the resolution.

59.2 The President of the Company has a casting vote at directors meetings.

### 60. CIRCULAR RESOLUTIONS OF DIRECTORS

60.1 The directors may pass a circular resolution without a directors' meeting being held.

60.2 A circular resolution is passed if all the directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 53.3 or clause 53.4.

60.3 Each director may sign:

- (a) a single document setting out the resolution and containing a statement that they agree to the resolution, or
- (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.

60.4 The **company** may send a circular resolution by email to the directors and the directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.

**60.5** A circular resolution is passed when the last director signs or otherwise agrees to the resolution in the manner set out in clause 53.3 or clause 53.4.

## PART 8 – MINUTES AND RECORDS

### 61. MINUTES AND RECORDS

61.1 The **Company** must, within one month, make and keep the following records:

- (a) minutes of proceedings and resolutions of **General Meetings**
- (b) minutes of circular resolutions of members
- (c) a copy of a notice of each **General Meeting**, and
- (d) a copy of a members' statement distributed to members.

61.2 The **Company** must, within one month, make and keep the following records:

- (a) minutes of proceedings and resolutions of directors' meetings (including meetings of any committees), and
- (b) minutes of circular resolutions of directors.

61.3 To allow members to inspect the **Company's** records:

- (a) the **Company** must give a member access to the records set out in clause 55.1, and
- (b) the directors may authorise a member to inspect other records of the company, including records referred to in clause 55.2 and clause 56.1.

61.4 The directors must ensure that minutes of a **General Meeting** or a directors' meeting are signed within a reasonable time after the meeting by:



## OFFICIAL

- (a) the chairperson of the meeting, or
- (b) the chairperson of the next meeting.

61.5 The directors must ensure that minutes of the passing of a circular resolution (of members or directors) are signed by a director within a reasonable time after the resolution is passed.

### 62. FINANCIAL AND RELATED RECORDS

62.1 The **Company** must make and keep proper written financial records that:

- (a) correctly record and explain its transactions and financial position and performance; and
- (b) enable true and fair financial statements to be prepared and to be audited.

62.2 The **Company** must also keep written records that correctly record its operations.

62.3 The **Company** must retain its records for at least 7 years.

62.4 The directors must take reasonable steps to ensure that the **Company's** records are kept safe.

62.5 The **Company** must distribute copies of balance sheets, profit and loss accounts, reports, and other documents as may be required by the Corporations Act or ACNC Act.

62.6 The directors will determine whether, to what extent, at what times and places, under what conditions the accounting and other records (save those set out in clause 61.3) of the Company (or any of them) will be open to inspection of members not being directors. No member (not being a director) will have any right of inspecting any account or book or paper of the Company, except as conferred by statute or authorised by the directors or the Company in a general meeting.

### 63. DIRECTORS' ACCESS TO DOCUMENTS

63.1 A director has a right of access to the financial records of the **company** at all reasonable times.

63.2 If the directors agree, the **company** must give a director or former director access to:

- (a) certain documents, including documents provided for or available to the directors; and
- (b) any other documents referred to in those documents.

## PART 9 - MISCELLANEOUS

### 64. WHAT IS NOTICE

- 64.1 Anything written to or from the **Company** under any clause in this constitution is written notice and is subject to clauses 59 to 61, unless specified otherwise.
- 64.2 Clauses 59 to 61 do not apply to a notice of proxy under clause 34.7.

### 65. NOTICE TO THE COMPANY

Written notice or any communication under this constitution may be given to the **Company**, the directors or the secretary by:

- (a) delivering it to the **Company's** registered office;
- (b) posting it to the **Company's** registered office or to another address chosen by the company for notice to be provided;
- (c) sending it to an email address or other electronic address notified by the **Company** to the members as the **Company's** email address or other electronic address; or
- (d) sending it to the fax number notified by the company to the members as the **Company's** fax number.

### 66. NOTICE TO MEMBERS

- 66.1 Written notice or any communication under this constitution may be given to a member:
- (a) in person
  - (b) by posting it to, or leaving it at the address of the member in the register of members or an alternative address (if any) nominated by the member for service of notices
  - (c) sending it to the email or other electronic address nominated by the member as an alternative address for service of notices (if any)
  - (d) sending it to the facsimile number nominated by the member as an alternative address for service of notices (if any), or
  - (e) if agreed to by the member, by notifying the member at an email or other electronic address nominated by the member, that the notice is available at a specified place or address (including an electronic address).
- 66.2 If the **Company** does not have an address for the member, the **Company** is not required to give notice in person but must take reasonable steps to ascertain the address of the members.

### 67. WHEN NOTICE IS TAKEN TO BE GIVEN

A notice:

- (a) delivered in person, or left at the recipient's address, is taken to be given on the day it is delivered;
- (b) sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs;
- (c) sent by email, facsimile or other electronic method, is taken to be given on the business day after it is sent; and

## OFFICIAL

- (d) given under clause 62.1(e) is taken to be given on the business day after the notification that the notice is available is sent.

### 68. INDEMNITY

- 68.1 The **Company** indemnifies each officer of the **Company** out of the assets of the **Company**, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the **Company**.
- 68.2 In this clause, '*officer*' means a director or secretary and includes a director or secretary after they have ceased to hold that office.
- 68.3 In this clause, 'to the relevant extent' means:
- (a) to the extent that the **Company** is not precluded by law (including the **Corporations Act**) from doing so, and
  - (b) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- 68.4 The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the **Company**.

### 69. INSURANCE

To the extent permitted by law (including the **Corporations Act**), and if the directors consider it appropriate, the **Company** may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the **Company** against any liability incurred by the person as an officer of the **Company**.

### 70. SURPLUS ASSETS NOT TO BE DISTRIBUTED TO MEMBERS

If the **Company** is wound up, any **surplus assets** must not be distributed to a member or a former member of the **Company**, unless that member or former member is a Not-for-profit described in clause 67.1.

### 71. DISTRIBUTION OF SURPLUS ASSETS

- 71.1 Subject to the **Corporations Act** and any other applicable Act, and any court order, any **surplus assets** that remain after the **company** is wound up must be distributed to one or more Not-for-profits:
- (a) with purpose(s) similar to, or inclusive of, the purpose(s) in clause **Error! Reference source not found.**, and
  - (b) which also prohibits the distribution of any **surplus assets** to its members to at least the same extent as the **company**.
- 71.2 The decision as to the Not-for-profits to be given the **surplus assets** must be made by a **special resolution** of members at or before the time of winding up. If the members do not make this decision, the **Company** may apply to the Supreme Court to make this decision.

## PART 10 - DEFINITIONS AND INTERPRETATION

### 72. DEFINITIONS

In this constitution:

**Association** means the Australian Dodgeball Federation as it was incorporated pursuant to the *Associations Incorporation Reform Act 2012* (registration number A0095253Q), prior to its transition to a company limited by guarantee.

**ACNC Act** means the Australian Charities and Not-for-profits Commission Act 2012 (Cth).

**Board** means the Board of Directors of the **Company**, pursuant to clause 43.

**Company** means the **Company** referred to in clause 1.

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

**Elected Chairperson** means either the President of the Company, or a person elected by the directors to be the **company's** chairperson under 44.

**General Meeting** means a meeting of members and includes the annual **General Meeting**, under clause 22.

**Initial Member** means either:

- (a) a person or body who is named in the application for registration of the **Company**, with their consent, as a proposed member of the **Company**; and/or
- (b) a person or body who is a member of the Association at the time the application for registration of the **Company** is made.

**Member Present** means, in connection with a **general meeting**, a **member present** in person, by representative or by proxy at the venue or venues for the meeting.

**Registered Charity** means a charity that is registered under the **ACNC Act**.

**Special Resolution** means a resolution:

- (a) of which notice has been given under clause 25.5(c); and
- (b) that has been passed by at least 75% of the votes cast by **members present** and entitled to vote on the resolution.

**Surplus Assets** means any assets of the **Company** that remain after paying all debts and other liabilities of the **Company**, including the costs of winding up.

### 73. READING THIS CONSTITUTION WITH THE CORPORATIONS ACT

73.1 The replaceable rules set out in the **Corporations Act** do not apply to the **Company**.

73.2 If the **Company** is a **registered charity**, the **ACNC Act** and the **Corporations Act** override any clauses in this constitution which are inconsistent with those Acts.

73.3 If the **Company** is not a **registered charity** (even if it remains a charity), the **Corporations Act** overrides any clause in this constitution which is inconsistent with that Act.

73.4 A word or expression that is defined in the **Corporations Act** or used in that Act and covering the same subject, has the same meaning as in this constitution.

**74. INTERPRETATION**

**75. In this constitution, unless a contrary intention appears:**

**76. Words importing:**

- (i) The singular include the plural and vice versa;
  - (ii) Any gender include all other genders;
  - (iii) Persons including companies and corporations.
- (a) the words *'including'*, *'for example'*, or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and
- (b) reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations).
- (c) Any headings or marginal notes inserted in this Constitution are included for convenience and shall not affect its construction.

## SCHEDULE A – CATEGORIES OF MEMBERSHIP

**1. CATEGORIES OF MEMBERSHIP**

**1.1 Members of the Company will be categorised as follows:**

Category	Category Name	Description	Voting Rights
A	State Members	State Members conduct annual state tournaments and are responsible for the elite growth of dodgeball in their respective regions. Further, they provide a pathway for talented players to be further challenged in the international stage through the National Team program.	Voting Member; State Member's are entitled to one (1) vote each
B	Local Members	Local Members conduct quarterly leagues and annual tournaments. They are responsible for the grass-roots growth of dodgeball in their specific localities through the engagement of existing and new players.	Voting Member; Local Member's are entitled to one (1) vote each