



Constitution

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AUSTRALIAN CHEER SPORT ALLIANCE

ACN: 35 624 569 080

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I DEFINITIONS AND INTERPRETATIONS

I.1 DEFINITIONS

In this Constitution unless the context requires otherwise:

- a. *ACSA* - means Australian Cheer Sport Alliance (ACN 35 624 569 080)
- b. *AOC* – means Australian Olympic Committee;
- c. *AGM* – means the Annual General Meeting of ACSA required to be held by ACSA in each calendar year under section 250N(2) of the Corporations Act;
- d. *Appointed Director* – means the Director appointed under clause 12.10;
- e. *By-law* - means a by-law made under clause 19.1;
- f. *CEO* – means a person appointed as Chief Executive Officer, or an equivalent position, by the Directors according to the powers conferred on them by clause 16;
- g. *Chair*- means the Chair of a General Meeting or Directors’ meeting (as applicable) appointed under clause 7.5 or 14.9;
- h. *Cheer* – means the sport of All Star Cheer & Dance which includes all the disciplines recognised and regulated by the ICU from time to time;
- i. *Cheer Events* - means Cheer competitions, championships, exhibitions and other events;
- j. *Committee* - means a committee established under clause 18;
- k. *Company Secretary* - means a Company Secretary appointed by the Directors under clause 17;
- l. *Competition* - A Cheer or dance event with the purpose of participants being scored against other participants by judges resulting in teams being ranked against each other;
- m. *Constitution* - means this constitution as amended from time to time, and a reference to a particular clause is a reference to a particular clause is a reference to a clause of this Constitution;
- n. *Corporations Act* - means the Corporations Act 2001 (Cth);
- o. *Director* – means the Director of ACSA and includes Elected Directors and Appointed Directors;
- p. *Directors* – means all or some of the Directors of ACSA acting as a board;
- q. *Elected Director* – means a Director of ACSA elected or appointed in accordance with clauses 12.7 or 12.9 and includes the President;
- r. *General Meeting* – means a general meeting of Members and includes the AGM;
- s. *IASF* - means International All Star Federation;

- t. *ICU* - means the International Cheer Union;
- u. *IOC* - means the International Olympic Committee;
- v. *Member* - means a member of ACSA in accordance with clause 5;
- w. *Non-Voting Member* – means members as defined under clauses 5.4, 5.5, 5.6, 5.7, 5.8
- x. *Objects* – means the objects of ACSA set out in clause 2;
- y. *Official Position* - means a person who holds a position, whether elected or appointed, as President, Vice President, Secretary, Treasurer, Director or equivalent of a body corporate or organisation;
- z. *Ordinary Resolution* - means a resolution that is passed by more than 50% of votes entitled to be cast in accordance with this Constitution and / or the Corporations Act;
- aa. *Policy* - means a policy made under clause 19;
- bb. *President* - means the Elected Director who is elected or appointed as President under clause 12.11;
- cc. *Registered Office* - means the registered office of ACSA from time to time;
- dd. *Registration* - means registration of a Member, such registration being in the form of a signed application form and including the Member's consent to membership of ACSA as required by clause 5.15, and *Registered* has a corresponding meaning;
- ee. *Representative* - means a person (whether a body corporate representative or proxy) appointed in accordance with the Corporations Act to represent a Member at a General Meeting of ACSA;
- ff. *SA* - means Sport Australia;
- gg. *Special Resolution* - means a resolution that must be passed by 75% of those persons entitled to vote voting of the one accord in accordance with this Constitution and / or the Corporations Act;
- hh. *Statutes and Regulations* - means statutes and regulations of ICU in force from time to time;
- ii. *Telecommunication Meeting* - the means the contemporaneous linking together of persons in oral communications by telephone, audio-visual or other instantaneous means approved by the Directors, and conducted in accordance with clause 15;
- jj. *Voting Member* – means members as defined under clauses 5.2 and 5.3.
- kk. *Vice President* - means the person (if any) appointed from time to time under clause 12.11;
- ll. *WADA* – means World Anti-Doping Agency.

I.2 INTERPRETATION

In this Constitution unless the context requires otherwise:

- a. (*presence of a Member*) a reference to a Member present at a General Meeting means the Member present in person or by proxy, attorney or Representative;
- b. (*document*) a reference to a document or instrument includes any amendments made to it from time to time and, unless the contrary intention appears, includes a replacement;
- c. (*gender*) words importing any gender include all other genders;
- d. (*person*) the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
- e. (*successors*) a reference to an organisation includes a reference to its successors;
- f. (*singular includes plural*) the singular includes the plural and vice versa;
- g. (*instruments*) a reference to a law includes regulations and instruments made under it;
- h. (*amendments to legislation*) a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by a State or the Commonwealth or otherwise;
- i. (*include*) the words *include*, *includes*, *including* and *for example* are not to be interpreted as words of limitation;
- j. (*signed*) where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions or in any other manner approved by the Directors; and
- k. (*writing*) writing and written includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise.

I.3 CORPORATIONS ACT

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

I.4 HEADINGS

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

2 OBJECTS OF ACSA

2.1 STATEMENT OF PURPOSE

ACSA's purpose is to represent the interests of Australian Cheer, in co-operation with its Members, to co-ordinate and provide for the participation by Australian athletes, coaches and officials in cheer and local, state, national and international competitions.

2.2 OBJECTS

The objects for which ACSA is established are to:

- a. work cooperatively with each Club Member, Event Producer Member and others to promote, support, encourage, and advance the growth and development of Cheer within Australia;
- b. provide for the promotion, encouragement, support and assistance of Cheer activities through and by Club Members and Event Producer Members for the mutual and collective benefit of the Members;
- c. support, encourage and coordinate with Members to allow for maximum participation in Cheer in Australia;
- d. provide Members, coaches, teachers, and educators with tools for researching trends, technology, ideas, issues and solutions to issues associated with Cheer;
- e. provide or arrange for professional development for Australian Cheer coaches and officials;
- f. provide and create the opportunity to discuss, enhance and evaluate changes in Cheer;
- g. recognise outstanding Cheer contributions by groups, individuals and organisations in Australia;
- h. encourage, support, advance, and promote local, state, national and international Cheer Events;
- i. propose and support bids for international Cheer competitions in Australia;
- j. support Event Producer Members to submit team bids for IASF Cheerleading & Dance Worlds and other international Cheer event opportunities;
- k. recognise the ICU as the sole international governing body of Cheer;
- l. represent ACSA to the ICU and other international organisations in Cheer;
- m. follow and support the programs that are endorsed by the IOC, AOC, SA and ICU pursuant to the rules and regulations of WADA and all those rules that are consistent with the best interest of athletes involved in Cheer;
- n. adopt, formulate, issue, interpret, implement and amend from time to time by-laws policies, rules and such other regulations as are necessary for the good management of Cheer in Australia;

- o. encourage and promote the moral standards which are enhanced through sports experiences and sports education;
- p. act in good faith and loyalty to ensure the maintenance and development of ACSA and Cheer, its standards, quality and reputation for the collective and mutual benefit of the Members;
- q. strive for government, commercial and public recognition of ACSA, Club Members and Event Producer Members;
- r. affiliate and otherwise liaise with Sport Australia & the ICU and such other bodies as may be desirable to achieve these Objects; and
- s. undertake and or do all things or activities which are necessary, incidental or conducive to advancement of these objectives.

3 POWERS

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

4 INCOME AND PAYMENTS

4.1 APPLICATION OF INCOME

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

4.2 NO DIVIDENDS, BONUS OR PROFIT TO BE PAID TO MEMBERS

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

4.3 PAYMENTS IN GOOD FAITH

Subject to clause 12.12, clause 4.2 does not prevent the payment in good faith on commercial terms to an officer or Member, or to a legal entity or business of which an officer or Member (or an officer of a Member) is a partner, an officer or a shareholder (or otherwise associated)

- a. of remuneration for services to ACSA;
- b. for goods supplied to ACSA in the ordinary course of business;

- c. of interest on money borrowed from them by ACSA at a rate not exceeding the rate fixed for the purposes of this clause 4.3 by ACSA in General Meeting; or
- d. of reasonable rent for premises let by them to ACSA.

5 MEMBERSHIP

5.1 CATEGORIES OF MEMBERS

Membership of ACSA will be divided into the following categories:

- a. Club Members;
- b. Event Producer Members;
- c. Associate Members;
- d. Participant Members;
- e. Technical Members;
- f. Honorary members;
- g. Life Members;

5.2 CLUB MEMBERS

- a. An incorporated body or group of persons recognised as a Club who comply with membership requirements, as determined by ACSA will, upon registration with ACSA, automatically become a Club Member of ACSA and is subject to the provisions of this Constitution;
- b. Club Members that;
 - i. Are Registered and located in Australia;
 - ii. Have over 30 participants annually; and
 - iii. Have actively conducted cheer or dance tuition within Australia for a period of not less than 1 year

will be admitted as Voting Members of ACSA.

Club Members that do not meet the requirements of 5.2 (b) will be admitted as a non-voting club member

Each Club Member is entitled to any benefits of Membership prescribed to apply to Club Members as may be set out or established from time to time in By-Laws (if any).

- c. Voting Club Members are entitled to attend, debate and vote at all General Meetings

5.3 EVENT PRODUCER MEMBERS

- a. An incorporated body or group of persons recognised as an Event Producer of Cheer competitions recognised by ACSA, who comply with membership requirements, as determined by ACSA will, upon registration with ACSA, automatically become an Event Producer Member of ACSA and is subject to the provisions of this Constitution;
- b. Event Producer Members that;
 - i. Are Registered and located in Australia;
 - ii. Have over 1000 participants annually; and
 - iii. Have actively conducted Cheer Sport competitions within Australia for a period of not less than 3 years

will be admitted as Voting Members of ACSA.

Event Producer Members that do not meet the requirements of 5.3 (b) will be admitted as a non-voting Event Producer member

- c. Each Event Producer Member is entitled to any benefits of Membership prescribed to apply to Event Producer Members as may be set out or established from time to time in By-Laws (if any).
- d. Voting Event Producer Members are entitled to attend, debate and vote at all General Meetings

5.4 ASSOCIATE MEMBERS

- a. An Associate Member shall be any sporting or other organisation granted membership of ACSA
- b. Each Associate Member is entitled to any benefits of Membership prescribed to apply to Associate Members as may be set out or established from time to time in By-Laws (if any). An associate member is permitted to attend any General Meeting on written application to ACSA in the form set out in the By-Laws, but is not entitled to debate or vote, save as required by the Corporations Act.

5.5 PARTICIPANT MEMBERS

- a. An individual that is recognised by, and Registered with a Club Member as a participant member will, upon registration with ACSA, automatically become a Participant Member of ACSA and is subject to the provisions of this Constitution;
- b. Each Participant Member is entitled to any benefits of Membership prescribed to apply to Participant Members as may be set out or established from time to time in By-Laws (if any).
- c. A participant member is permitted to attend any General Meeting on written application to ACSA in the form set out in the By-Laws, but is not entitled to debate or vote, save as required by the Corporations Act.

5.6 TECHNICAL MEMBERS

- a. An individual that is recognised by, and Registered with ACSA as a Technical Member will, upon Registration with ACSA, automatically become a Technical Member of ACSA and is subject to the provisions of this Constitution;
- b. Each Technical Member is entitled to any benefits of Membership prescribed to apply to Technical Members as may be set out or established from time to time in By-Laws (if any).
- c. A Technical Member is permitted to attend any General Meeting on written application to ACSA in the form set out in the By-Laws, but is not entitled to debate or vote, save as required by the Corporations Act.

5.7 HONORARY MEMBERS

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

5.8 LIFE MEMBERS

- a. An individual who has contributed long and meritorious service to ACSA may be elected as a Life Member at any AGM by a Special Resolution;
- b. A Club, Event Producer or a Director may nominate an individual for election as a Life Member of ACSA in accordance with any nomination procedure determined or adopted by the Directors;
- c. Nominations for a Life Member must set out the reasons why, in the opinion of the nominator, the nominee should be considered for Life Membership;
- d. If the nomination does not satisfy the eligibility criteria determined by the Directors, the Directors may decide not to submit the nomination, to the next AGM for approval. If this occurs the Directors shall provide reasons for their decision to the nominator;
- e. A Life Member is entitled to the following privileges:

- ii. vote at any General Meeting;
- iii. subject to any separate agreement with ACSA to the contrary, has no obligation, and may not be required, to pay any subscription or other amount; and
- iv. invitations to major Cheer Events controlled by and at the discretion of ACSA.

5.9 MEMBER SUBSCRIPTIONS

- a. Subject to clause 5.9(c), the Directors must determine from time to time
 - i. the amount (if any) payable by an applicant for membership;
 - ii. the amount (if any) of the annual subscription payable by each Member; and
 - iii. the due dates for payment.
- b. Subject to clause 5.9(c), the Directors may determine any other amount to be paid by each Member, or any class of Members, whether of a recurrent or any other nature.
- c. No application fee, subscription or other amount will be payable for membership as an Honorary Member or Life Member.
- d. Each Member must pay ACSA the amounts determined according to this clause 5.9

5.10 DEFERRAL OR REDUCTION OF SUBSCRIPTIONS

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

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

5.11 ADMISSION OF MEMBERS

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

- a. be bound by this constitution, the Statutes and Regulations and By-laws;
- b. pay the fees and subscriptions determined to apply to the Member under clause 5.9; and

- c. support ACSA in the encouragement and promotion of its Objects.

5.12 CEASING TO BE A MEMBER

A person ceases to be a Member on:

- a. resignation;
- b. death;
- c. the termination of their membership according to this Constitution;
- d. if a Body Corporate, being dissolved or otherwise ceasing to exist;
- e. in the case of Members who are not Club or Event Producer Members, that Member is no longer meeting the requirements for membership according to this clause 5.

5.13 REGISTER OF MEMBERS

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

5.14 NO CLAIM AGAINST ACSA

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

5.15 LIMITED LIABILITY

Members have no liability in that capacity except as set out in clause 24.1.

5.16 NON-ASSIGNABILITY

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

6 GENERAL MEETINGS

6.1 ANNUAL GENERAL MEETING

AGMs of ACSA are to be held:

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

6.2 POWER TO CONVENE GENERAL MEETING

- a. The Directors may convene a General Meeting when they think fit and must do so if required by the Corporations Act; and

- b. The Voting Members may convene a General Meeting in accordance with the Corporations Act.

6.3 NOTICE OF A GENERAL MEETING

- a. Notice of a General Meeting of Members must be given to:
 - i. Voting Members
 - ii. Life Members,
 - iii. Directors of ACSA, and
 - iv. Patrons of ACSA
 - v. Auditor of ACSA
- b. And in accordance with clause 22 and the Corporations Act.
 - i. at least 45 days prior to the proposed date of the AGM, the CEO will request from Voting Members notices of motions, which must be received no less than 28 days prior to the AGM;
 - ii. at least 21 days notice of the time and place of a General Meeting must be given, together with:
 - iii. all information required to be included in accordance of the Corporations Act;
 - iv. in the case of a proposed Special Resolution, the intention to propose the Special Resolution and the terms of the proposed Special Resolution;
 - v. any notice of motion received from any Voting Members or Director in accordance with the Corporations Act; and
 - vi. a list of all nominations received for positions to be elected at the relevant General Meeting.

6.4 NO OTHER BUSINESS

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

6.5 ENTITLEMENT OF VOTING MEMBERS TO ATTEND GENERAL MEETING

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

6.6 CANCELLATION OR POSTPONEMENT OF GENERAL MEETING

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

- a. by Voting Members according to the Corporations Act;
- b. by the Directors or
- c. by a court.

6.7 WRITTEN NOTICE OF A CANCELLATION OR POSTPONEMENT OF A GENERAL MEETING

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

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

6.8 CONTENTS OF NOTICE POSTPONING GENERAL MEETING

A notice postponing a General meeting must specify:

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

6.9 NUMBER OF CLEAR DAYS FOR POSTPONEMENT OF GENERAL MEETING

The number of clear days from the giving of a notice postponing a General Meeting to the date specified in that notice for the postponed meeting must not be less than the number of clear days notice of that General Meeting required to be given by clause 6.6 of the Corporations Act.

6.10 BUSINESS AT POSTPONED GENERAL MEETING

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

6.11 REPRESENTATIVE AT POSTPONED GENERAL MEETING

Where:

- a. by the terms of an instrument appointing a Representative, that Representative is authorised to attend and vote at a General Meeting to be held on a specified date or at a General Meeting or General Meetings to be held on or before a specified date; and
- b. the date for the meeting is postponed to a date later than the date specified in the instrument; and
- c. then that later date is substituted for the date specified in the instrument appointing that Representative, unless the appointing Voting Member notifies ACSA in writing

to the contrary at least 48 hours before the time at which the postponed meeting is to be held.

6.12 NON-RECEIPT OF NOTICE

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

7 PROCEEDINGS AT GENERAL MEETINGS

7.1 NUMBER FOR A QUORUM

- a. Club Members – A minimum of 10 members must be present and eligible to vote, and:
- b. at least 50% of Event Producer members who are present and eligible to vote.

7.2 REQUIREMENT FOR A QUORUM

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

7.3 QUORUM AND TIME

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

- a. if convened by, or on requisition of, a Voting Member is dissolved; and
- b. in any other case stands adjourned to such other day, time and place as the Chair determines.

7.4 ADJOURNED MEETING

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

7.5 PRESIDENT TO PRESIDE OVER GENERAL MEETING

- a. President is entitled to preside as Chair at the General Meetings;

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

7.6 CONDUCT OF GENERAL MEETINGS

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

7.7 ADJOURNMENT OF GENERAL MEETING

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

7.8 NOTICE OF ADJOURNED MEETING

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

7.9 QUESTIONS DECIDED BY MAJORITY

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

7.10 EQUALITY OF VOTES

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

7.11 DECLARATION OF RESULTS

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

7.12 POLL

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

7.13 OBJECT TO VOTING QUALIFICATION

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

7.14 CHAIR TO DETERMINE ANY POLL DISPUTE

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

7.15 ELECTRONIC VOTING

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

8 VOTES OF MEMBERS

8.1 VOTES OF MEMBERS ON SHOW OF HANDS (OTHER THAN ELECTION OF DIRECTORS)

- a. On a show of hands each Voting Member present at a General Meeting has one vote; and
- b. No Member other than Voting Members shall be entitled to vote at General Meetings.

8.2 VOTES OF OTHER MEMBERS ON A POLL (OTHER THAN ELECTION OF DIRECTORS)

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

8.3 ELECTION OF DIRECTORS AND VOTING RIGHTS

- a. Elections for Elected Directors shall be in accordance with this clause 8.3 at the relevant General Meeting on papers prepared by the CEO.
- b. Elections will take place in 2 parts as follows:
 - i. Election of Directors by Club Members, and
 - ii. Election of Directors by Event Producers.
- c. **Election of Directors by Club Members:**
 - i. Elections for Elected Directors shall be by an online voting system for those voting members absent from the meeting and who have not submitted a proxy, and by ballot for those voting members present in accordance with this **clause 8.3**.
 - ii. The ballot for an election to fill one or more Elected Director positions will be conducted in accordance with the following procedure:
 - a. if at the close of nominations for an election to fill one or more Elected Director positions the number of eligible nominees is equal to or less than the number of positions to be filled, then no election is to take place and those eligible nominees will be taken to be elected to fill one or more of the Elected Director positions; and

- b. if at the close of nominations for an election to fill one or more Elected Director positions there are more eligible nominees than the number of positions to be filled, a ballot will be conducted as a poll and the eligible nominee/s who receives the highest number of votes will be elected to fill the Elected Director positions. If two or more nominees get the same number of votes and at the relevant time there is only one Elected Director position to be filled then the CEO is to draw the name of one of those nominees by lot. That nominee is to be elected as an Elected Director.
- iii. Each Club Member, who is eligible to vote, is entitled to 1 Vote.

d. Election of Directors by Event Producers:

- i. The ballot for an election to fill one or more Elected Director positions will be conducted in accordance with the following procedure:
 - a. if at the close of nominations for an election to fill one or more Elected Director positions the number of eligible nominees is equal to or less than the number of positions to be filled, then no election is to take place and those eligible nominees will be taken to be elected to fill one or more of the Elected Director positions; and
 - b. if at the close of nominations for an election to fill one or more Elected Director positions there are more eligible nominees than the number of positions to be filled, a ballot will be conducted as a poll and the eligible nominee/s who receives the highest number of votes will be elected to fill the Elected Director positions. If two or more nominees get the same number of votes and at the relevant time there is only one Elected Director position to be filled then the CEO is to draw the name of one of those nominees by lot. That nominee is to be elected as an Elected Director.
- ii. Each Event Producer will maintain a record of competition participants for each calendar year which will list each competition participant involved with that member in that year. A competition participant will only be included in the record if they have participated in at least one (1) registered event within that calendar year.
- iii. For each calendar year, each member will maintain a Record of Registered Events, which will list each registered event that its competition participants have participated in, and the member's competition participants that participated in each registered event.
- iv. The votes of each Voting Member at a General Meeting shall be determined as follows:
 - a. Where the General Meeting is held between September and December, the votes of each Voting Member shall be based on the number of competition participants involved with the Voting Member in that calendar year ("the Relevant Year").
 - b. Where the General Meeting is held between January and August, the votes of each Voting Member shall be based on the number

of competition participants involved with the Voting Member in the previous calendar year ("the Relevant Year").

- c. Within fourteen (14) days of receiving notice of a General Meeting, each member will submit to the Secretary of the Company its Record of Competition Participants and its Record of Registered Events for the Relevant Year.
- d. If a member fails to submit its Record of Competition Participants and/or its Record of Registered Events to the Secretary within the fourteen (14) days, then that member will not be entitled to vote at the General Meeting.
- e. The votes a Voting Member receives will be based on the number of competition participants they had as a proportion of the total number of competition participants of all Voting Members.
- f. The Secretary will determine the number of votes that each Voting Member receives as follows:
 - i. First, calculate the number of competition participants each Voting Member had as a proportion of the total number of competition participants of all Voting Members.

$$\text{Proportion (\%)} = \frac{\text{Number of competition participants of the Member}}{\text{Total number of competition participants for all Voting Members}} \times 100$$

- ii. Secondly, allocate each Voting Member votes in accordance with the following table:

If the Voting Member's proportion of the Total Competition Participants of all Voting Members is:	The Voting Member receives:
Less than 10%	1 vote
10%-<20%	2 votes
20%-<35%	3 votes
35%-<50%	4 votes
>50%	5 votes

- g. The Secretary may compare a member's Record of Competition Participants with the Company's own records of the individuals who participated at registered events. If the Secretary identifies any discrepancies between the Member's Record of Competition Participants and the Company's records, the Secretary will first raise the issue with the Member. If, after consulting with the

Member, the discrepancy is not resolved to the Secretary's satisfaction, then the Secretary will make a determination of the number of competition participants the Member had for the purposes of calculating that Member's voting entitlement.

- h. The Secretary will notify the Members of the number of votes allocated to each Member at least two (2) days before the General Meeting.
- i. The Secretary shall, upon the request of a Member, present the records provided to the Secretary for examination by the Members at the General Meeting. If the Secretary has made a determination under Rule 8.3 (d.iv.g), the Secretary shall also, upon the request of a Member, present a copy of the relevant Company records.
- j. Where the Members are of the opinion that there is an error with the number of votes the Secretary has allocated to a particular Member, the Members may, by a two-thirds vote of all the Members present at the General Meeting (with each Member present receiving one (1) vote) determine the number of votes that Member is to receive.

8.4 RIGHT TO APPOINT CORPORATE REPRESENTATIVE

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

8.5 RIGHT TO APPOINT PROXY

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

8.6 FORM OF PROXY

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

8.7 RESOLUTIONS NOT IN GENERAL MEETING

- a. If all Voting Members entitled to vote sign a document containing a statement that they are in favour of a resolution in terms set out in the document, a resolution in those terms is deemed to have been passed at a General Meeting of ACSA held at the time on which the document was signed by the last Voting Member entitled to vote;

- b. For the purposes of clause 8.7a, 2 or more separate documents containing statements in identical terms each of which is signed by 1 or more Voting Members entitled to vote are deemed together to constitute one document containing a statement in those terms signed by those Voting Members on the respective days on which they signed the separate documents; and
- c. A facsimile transmission or other form of visible or other electronic communication purported to be signed by a Voting Member for the purpose of this clause is deemed to be a document in writing signed by that Voting Member.

9 ICU

9.1 COMPLIANCE AND CO-OPERATION

Subject to any applicable law, ACSA must:

- a. comply with, and do everything within its power to enforce compliance with, the Statutes and Regulations of the ICU; and
- b. represent Australia's interest at, and co-operate with, ICU in all matters relating to the organisation of international competitions, designated ACSA competitions/events, and Cheer in general.

10 GRIEVANCES AND DISCIPLINE OF MEMBERS

10.1 JURISDICTION

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

10.2 BY-LAWS

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

- a. for the hearing and determination of:
 - i. grievances by any Member who feels aggrieved by a decision or action of ACSA (or an Event Producer Member or a Club Member, provided that all other avenues of appeal available have been exhausted); and
 - ii. disputes between Members relating to the conduct or administration of Cheer;
- b. for the discipline of Members; and
- c. for the formation and administration of an appeals tribunal which must be independent of any party before it on the matter which is the subject of the appeal in question.

10.3 SANCTIONS FOR DISCIPLINE OF MEMBERS

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

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

shall be liable to the sanctions set out in this Constitution or any applicable By-law, including termination of Membership (which in the case of Voting Members shall only take place in accordance with the procedure set out in clause 10.4).

10.4 TERMINATION OF MEMBERSHIP

No recommendation can be made by the Directors unless:

- a. the relevant appeals or tribunal body has determined in accordance with any By-law that it is appropriate for the Members to consider at a General Meeting whether the membership of the relevant Voting Member should be terminated; and
- b. all avenues of appeal available to the relevant Voting Member under any By-law have been exhausted.

10.5 PROVISIONAL MEASURES

During investigatory or disciplinary proceedings under this clause 10, a respondent may not participate in Cheer, pending the determination of such proceedings (including any available appeal) unless the Directors decide continued participation is appropriate having regard to the matter at hand.

II PATRONS

II.1 APPOINTMENT AND REMOVAL OF PATRONS

The Directors may appoint and remove Patrons of ACSA.

II.2 RIGHTS OF PATRONS

Patrons are:

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

12 DIRECTORS

12.1 NUMBER OF DIRECTORS

- a) There must be not less than six Directors and not more than nine Directors.
- b) Subject to clause 12.1a, not more than six Directors are to be elected by the Members (Elected Directors), and not more than three Directors are to be appointed under clause 12.10 (Appointed Directors).
- c) The Elected Directors shall consist of no more than three Directors elected by Club Members, and no more than 3 Directors elected by Event Producers.
- d) At least six of the Directors must ordinarily reside in Australia.

12.2 COMMENCEMENT OF TERM

The maximum term of office for an Elected Director, as described in clause 12.8, shall commence at the first AGM of ACSA.

12.3 ELIGIBILITY

- a. A person who:
 - i. is an employee of ACSA;
 - ii. has been CEO of ACSA at any time within three years prior to the nomination of that person for election or appointment as a Director pursuant to this constitution,

(each a disqualifying position) may not hold office as a Director.
- b. A Director who accepts a disqualifying position must notify the other Directors of that fact immediately and is deemed to have vacated office as Director.
- c. A person elected or appointed as a Director at the time of holding a disqualifying position must immediately resign from that disqualifying position.

12.4 NOMINATION FOR ELECTIONS

- a. At least 45 days prior to the proposed date of the AGM at which a resolution or resolutions will be proposed to fill a vacancy in the position of an Elected Director, the CEO will request nominations from Voting Members, ACSA Board and any individual wishing to nominate themselves (which comply with paragraph (c) of this clause) for elections to positions falling vacant, which must be received no less than 28 days prior to the AGM.
- b. Any Member, Director or Committee may nominate a person to fill a vacancy in an Elected Director position that is to be the subject of an election at the next AGM; and

- c. A nomination must:
 - i. specify if the nominee is nominated as an Elected Director and
 - ii. be in writing and signed by the nominee.

12.5 TERM OF OFFICE OF DIRECTORS GENERALLY

- a. Subject to clauses 12.2, 12.8 and 12.9, an Elected Director will hold office for a term of 2 years; and
- b. Any adjustment to the term of Elected Directors elected under this Constitution, or the manner in which Elected Directors are elected, shall be determined subject to this Constitution.

12.6 OFFICE HELD UNTIL END OF MEETING

A retiring Elected Director holds office until the end of the meeting at which that Elected Director retires but, subject to clause 12.8, is eligible for re-election.

12.7 ELECTED DIRECTOR ELECTED AT GENERAL MEETING

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

ACSA may, by resolution conducted in accordance with clause 8.3, fill the vacancy by electing someone to that office.

- b. An Elected Director elected under this clause 12.7 takes office at the end of the meeting at which they are elected and is elected for the remainder of the term of office for the position that they are filling.

12.8 MAXIMUM TERM OF OFFICE FOR ELECTED DIRECTOR

- a. A Director may not serve more than 5 consecutive terms;
- b. If an Elected Director has served 5 consecutive terms as a Director, that person may not be elected or appointed as a Director again until the second AGM after the end of their fifth term of office; and
- c. An Appointed Director may not serve more than 3 consecutive terms as a Director unless that person is elected as a Director in accordance with clause 12.4 in which case that person will remain subject to a maximum of 5 consecutive terms as a Director contained in clause 12.8a.

12.9 CASUAL VACANCY

- a. The Directors may at any time appoint a person to be a Director to fill a casual vacancy;
- b. A casual vacancy (as defined in clause 12.15) may be filled;
 - i. in the case of an Elected Director, by the Directors as a casual vacancy;
 - ii. in the case of an Appointed Director, in accordance with clause 12.10;
- c. A Director who takes office under this clause 12.9;
 - i. in the case of a replacement for an Elected Director must have their position as confirmed by resolution at the next AGM; and
 - ii. if so confirmed, holds office until the end of the term of the Elected Director who caused the casual vacancy.
- d. Services as an Elected Director under this clause 12.9 is a full term of office for the purposes of clauses 12.5 and 12.8.

12.10 APPOINTED DIRECTORS

- a. In addition to the Elected Directors, the Directors may themselves appoint up to 3 other Appointed Directors because of their special business acumen and/or technical skills;
- b. Subject to clause 12.14, an Appointed Director appointed under this clause holds office for a term of 2 years but is eligible for re-appointment; and
- c. Subject to this Constitution, the Directors may at any time appoint a person to fill a casual vacancy (as defined in clause 12.15) in the rank of the Appointed Directors on whatever terms the Directors decide.

12.11 PRESIDENT AND VICE PRESIDENT

- a. The Directors will elect from amongst their number a President and Vice President;
- b. Subject to clauses 12.11d and 12.14, the President and Vice President will hold the office for a term of 2 years;
- c. A person may hold the office of President and Vice President only for as long as they are a Director;
- d. A Director elected as President and Vice President under this clause 12.11 may be removed from that office by the Directors at their absolute discretion; and
- e. Any nomination election or decision of the Directors pursuant to this clause 12.11 will not be effective unless two thirds or more of the Directors present in person or by proxy vote in favour of such decision.

12.12 REMUNERATION OF DIRECTORS

Subject to clause 12.12, a Director may not be paid for services as a Director, but, with the approval of the Directors and subject to the Corporations Act, may be:

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

12.13 HONORARIUM

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

12.14 REMOVAL OF DIRECTOR

- a. Subject to the provisions of the Corporations Act, ACSA may in a General Meeting by ordinary resolution remove any Director prior to the expiration of that Director's term of office; and
- b. Unless otherwise resolved at a General Meeting, a Director removed in accordance with clause 12.4a cannot be re-appointed as a Director within 2 years of their removal.

12.15 VACATION OF OFFICE

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

- a. is removed in accordance with clause 12.14;
- b. becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- c. resigns office by notice in writing to ACSA;
- d. accepts appointment to, or becomes the holder of, a disqualifying position as set out in clause 12.3 and does not resign from that position;
- e. is not present personally at three consecutive Directors' meetings without leave of absence from the Directors;
- f. is directly or indirectly interested in any contract or proposed contract with ACSA and fails to declare the nature of the interest as required by the Corporations Act; or
- g. dies.

13 POWERS AND DUTIES OF DIRECTORS

13.1 DIRECTORS TO MANAGE ACSA

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

13.2 SPECIFIC POWERS TO DIRECTORS

Without limiting clause 13.1 the Directors may exercise all ACSA's powers to borrow or raise money, to charge any property or business or give any other security for a debt, liability or obligation of ACSA or of any other person.

13.3 TIME, ETC

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

13.4 APPOINTMENT OF ATTORNEY

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

13.5 PROVISIONS IN POWER OF ATTORNEY

A power of attorney granted under clause 13.4 may contain any provisions for the protection and convenience of persons dealing with the attorney that the Directors think fit and may also authorise the attorney to delegate (including by way of appointment of a substitute attorney) all or any of the powers, authorities and discretions of the attorney.

13.6 DELEGATION OF POWERS

- a. Without limiting clause 16.2 the Directors may, by resolution or by power of attorney or writing under seal, delegate any of their powers to the CEO or any employee of ACSA or any other person as they think fit;
- b. Any delegation by the Directors of their powers:
 - i. must specify the powers delegated, any restrictions on, and conditions attaching to, the exercise of those powers and the period during which that delegation is to be in force;
 - ii. may be either general or limited in any way provided in the terms of the delegation;
 - iii. need not be to a specified person but may be to any person holding, occupying or performing the duties of a specified office or position; and
 - iv. may include the power to delegate.

- c. If exercising a power depends on a person's opinion, belief or state of mind, then that power may be exercised by the delegate on the delegate's opinion, belief or state of mind about that matter; and
- d. Any power exercised by a delegate is as effective as if it had been exercised by the Directors.

I 4 PROCEEDINGS OF DIRECTORS

I 4.1 DIRECTOR MEETINGS

- a. Subject to clause 14.1b, the Directors may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit; and
- b. The Directors must meet at least 4 times in each calendar year.

I 4.2 QUESTIONS DECIDED BY MAJORITY

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

I 4.3 CHAIR'S CASTING VOTE

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

I 4.4 QUORUM

At least 50% of Directors present in person constitutes a quorum.

I 4.5 EFFECT OF VACANCY

- a. The continuing Directors may act despite a vacancy in their number; and
- b. However, if the number of Directors is reduced below the number required for a quorum, the remaining Directors may act only for the purpose of filling the vacancies to the extent necessary to bring their number up to that required for a quorum or to convene a General Meeting.

I 4.6 CONVENING MEETINGS

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

I 4.7 PRESIDENT TO PRESIDE A DIRECTOR'S MEETING

- a. Following each AGM, the Directors will (if required) meet to elect a President and nominate the term for the President, subject to clause 12.11b of this Constitution;

- b. The President is entitled to preside as Chair at Directors' meetings; and
- c. If the President is not present and able and willing to act within 15 minutes after the time appointed for a meeting or has signified an intention not to be present and able and willing to act, the following may preside as Chair (in order of entitlement):
 - i. the Vice President;
 - ii. a Director chosen by a majority of the Directors present.

14.8 CIRCULATING RESOLUTIONS

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

14.9 VALIDITY OF ACTS OF DIRECTORS

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

14.10 CONFLICTS

- a. A Director shall declare to the Board of Directors that Director's interest in any matter in which any conflict of interest arises as defined by the Corporations Act, and unless otherwise determined by the Directors, that Director must absent himself or herself from discussion of such matter and shall not be entitled to vote in respect of such matter;
- b. In the event of any uncertainty in this regard, the issue shall immediately be determined by a vote of the Directors or, if this is not possible, the matter shall be adjourned or deferred to the next meeting; and
- c. Person maintaining the register of declared interests should be a non-board member.
 - i.e. preferably someone with ongoing employment by ACSA.

14.11 MINUTES

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

15 TELECOMMUNICATION MEETINGS OF ACSA

15.1 TELECOMMUNICATION MEETING

A General Meeting or a Directors' Meeting may be held by means of a Telecommunication Meeting, provided that the number of Members or Directors (as applicable) participating is not less than a quorum required for a General Meeting or Directors' Meeting (as applicable). All provisions of this Constitution relating to a meeting apply to a Telecommunication Meeting in so far as they are not inconsistent with the provisions of this clause 15.

15.2 CONDUCT OF TELECOMMUNICATION MEETING

The following provisions apply to a Telecommunication Meeting of ACSA:

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

16 CHIEF EXECUTIVE OFFICER

16.1 APPOINTMENT OF CEO

The Directors may appoint a CEO as circumstances require.

16.2 POWERS, DUTIES AND AUTHORITIES OF CEO

- a. The CEO holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, determined by the Directors;
- b. The exercise of those powers and authorities, and the performance of those duties, by the CEO is subject at all times to the control of the Directors; and

- c. The CEO's role will be to implement the strategies; plans and policies approved by the Directors and will be responsible for the management and direction of ACSA and its finances.

16.3 SUSPENSION AND REMOVAL OF CEO

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

16.4 CEO TO ATTEND MEETINGS

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

17 COMPANY SECRETARY

17.1 APPOINTMENT OF COMPANY SECRETARY

There must be at least 1 Company Secretary who is to be appointed by the Directors and who must ordinarily reside in Australia.

17.2 SUSPENSION AND REMOVAL OF COMPANY SECRETARY

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

17.3 POWERS, DUTIES AND AUTHORITIES OF COMPANY SECRETARY

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

18 COMMITTEES

18.1 COMMITTEES

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

18.2 POWER DELEGATED TO COMMITTEES

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

18.3 COMMITTEE MEETINGS

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

19 POLICIES AND BY-LAWS

19.1 MAKING AND AMENDING POLICIES AND BY-LAWS

- a. The Directors may from time to time make policies and by-laws of which in their opinion are necessary or desirable for the control, administration and management of ACSA's affairs and may amend, repeal and replace those policies and by-laws;
- b. ACSA in General Meeting may amend, repeal or replace any policy or by-law made by the Directors without affecting the validity of acts or decisions made by the Directors or anyone authorised to act pursuant to that policy or by-law; and
- c. The policies and by-laws referred to in clause 19.1a take effect 28 days after the service of the policy or by-law on the Voting Member and shall be of force and effect on that date unless a majority of the Voting Members, in writing seek, a review of the policy or by-law.

19.2 EFFECT OF POLICIES AND BY-LAWS

A policy or by-law:

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

20 INSPECTION OF RECORDS

20.1 RIGHT OF THE MEMBERS TO INSPECT RECORDS

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

- d. Voting Members shall have the right to inspect documents of ACSA as permitted by the Corporations Act and in accordance with the ACSA by-law; and
- e. Any application to inspect pursuant to 20.1a shall be in writing to the Directors via the CEO, which will grant the application unless the Directors determine that the application to inspect is frivolous and/or vexatious.

21 ACCOUNTS

21.1 ACCOUNTING RECORDS

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

21.2 AUDITOR

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

22 SERVICE OF DOCUMENTS

22.1 DOCUMENT INCLUDES NOTICE

In this clause 22, **document** includes a notice.

22.2 METHODS OF SERVICE ON A MEMBER

ACSA may give a document to a Member:

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

22.3 METHODS OF SERVICE ON ACSA

A Member may give a document to ACSA:

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

22.4 POST

A document sent by post:

- a. if sent to an address in Australia, may be sent by ordinary post; and

- b. if sent to an address outside Australia, or sent from an address outside Australia, must be sent by airmail, and
- c. and in either case is taken to have been received on the second business day after the date of its posting.

22.5 FAX OR ELECTRONIC TRANSMISSION

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

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

23 INDEMNITY

23.1 INDEMNITY OF OFFICERS

Every person who is or has been:

- a. a Director;
- b. a CEO; or
- c. a Company Secretary

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

- d. every liability incurred by the person in that capacity (except a liability for legal costs); and
- e. all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity, unless:
- f. ACSA is forbidden by statute to indemnify the person against the liability or legal costs; or
- g. an indemnity by ACSA of the person against the liability or legal costs;
- h. would, if given, be made void by statute.

23.2 INSURANCE

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

- a. ACSA is forbidden by statute to pay or agree to pay the premium; or

- b. the contract would, if ACSA paid the premium, be made void by statute.

24 WINDING UP

24.1 CONTRIBUTIONS OF MEMBERS ON WINDING UP

- a. Each Voting Member must contribute to ACSA's property if ACSA is wound up while they are a Member or within one year after their membership ceases;
- b. The contribution is for:
 - i. payment of ACSA's debts and liabilities contracted before their membership ceased;
 - ii. the costs of winding up; and
 - iii. adjustment of the rights of the contributories among themselves, and the amount is not to exceed \$1.00.

24.2 EXCESS PROPERTY ON WINDING UP

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