



**Australian Deaf Sports Federation Limited  
ACN 006 071 147  
("Company")  
trading as Deaf Sports Australia**

**A Company Limited by Guarantee**

## **Constitution**

Updated as at 3 December 2016

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# 1 Definitions and interpretation

## 1.1 Definitions

In this Constitution unless the contrary intention appears:

**“AGM or Annual General Meeting”** means the annual general meeting of the Company required to be held by the Company in each calendar and within 5 months after the end of its financial year (s. 250N of the Act)

**“Alternate Director”** means an alternate appointed by a Director pursuant to article 10.6.

**“Appeals Tribunal”** has the meaning given in article 15.2.

**“Appointed Director”** means a Director who has been appointed pursuant to article 8.3.

**“Approved Competition”** means the events specified as such in the By-laws, being competitions relating to a sport recognised by the Company or an International Federation or delivered by a Full Member and other events/competitions specified under that By-law.

**“Associate Member”** means a Member admitted to the Company in accordance with article 4.5.

**“Board”** mean the Directors acting as a board in accordance with this Constitution and the Corporations Act.

**“ Chief Executive Officer” or “CEO”** means a person appointed as chief executive officer of the Company by the Directors under article 13. The title of CEO may vary from time to time

**“Chair”** means the person appointed chair of a meeting in accordance with article 6.5.

**“Committee”** means a committee established by the Directors under this Constitution.

**“Company”** means Australian Deaf Sports Federation Limited, a company limited by guarantee with such company being a not for profit organisation.

**“Company Secretary”** means a person(s) appointed as a company secretary of the Company from time to time and, where appropriate, includes an acting company secretary and a person appointed by the Directors to perform all or any of the duties of a company secretary of the Company.

**“Constitution”** means this constitution as amended from time to time, and a reference to a particular article is a reference to an article of this Constitution

**“Corporations Act”** means the Corporations Act 2001 (Cth) as modified and amended from time to time and includes any regulations made under the Act and any exemption or modification to that Act applying to the Company

**“Deaf Sports”** means sports for athletes who are deaf and hard of hearing.

**“Director”** means a director of the Company and includes Elected Directors and Appointed Directors.

**“Directors”** means all or some of the Directors of the Company acting as a board. There must be at least three directors, at least two of which must reside in Australia

**“Elected Director”** means a Director who has been elected by the Company at a general meeting.

**“Employee”** means a person who receives a financial payment from the Company or the Member (as the case may be), which is not a reimbursement for expenses. This also includes a person who receives a payment from a third party for specific purposes, from funds paid by the Company or the Member (as the case may be) to the third party for such specific purposes.

**“Full Member”** means a Member admitted to the Company as a Full Member under Part 4 Membership and more specifically Article 4.3 as a National Deaf Sporting Committee (NDSC), State Deaf Sporting Organisation (SDSO) and State Deaf Sporting Committee (SDSC).

**“General Meeting”** means any meeting of the Members of the Company and includes an annual general meeting.

**“ICSD”** means the International Committee of Sports for the Deaf.

**“International Federation”** means the ICSD and, subject to the agreement of Members in a general meeting, any other international bodies to which the Company is affiliated.

**“Life Member”** means a Member admitted to the Company as a Life Member under article 4.7.

**“Member”** means a member of the Company.

**“Objects”** means the objects of the Company set out in article 2.

**Official Position** – means, a person who:

Holds a position, whether elected or appointed, as president, vice president, secretary, treasurer, director or equivalent.

**“Patron”** means a patron appointed pursuant to article 12.

**“Participant Member”** means a Member admitted to the Company in accordance with article 4.6.

**“Personal Information”** has the meaning given to it in section 6 of the Privacy Act 1988 (Clth).

**“Policy”** means a policy made under clauses 14.1, 14.2 and 15.1-15.4”

**“President”** means the President from time to time of the Company elected by the Elected Directors.

**“Register of Interests”** means the register maintained by the Company Secretary under article 8.9.

**“Registered Office”** means the registered office of the Company from time to time.

**“Representative”** means a person duly appointed to represent a Full Member at a general meeting of the Company in accordance with the Corporations Act and this Constitution.

**“Special Resolution”** means a resolution, which requires at least 75% of the votes cast by Members entitled to vote on the resolution in order to be passed.

**“State”** means a state or territory of the Commonwealth of Australia.

**“Statutes and Regulations”** means the Statutes and Regulations of International Federations in force from time to time.

**“Telecommunication Meeting”** means a meeting held by telephone, email, video, or any other technology (or any combination of these technologies), which permits each Director at a meeting of Directors, or each Voting Member at a meeting of members to communicate with any other participant. Such forms of meeting need to be reflected in the Boards minutes.

## 1.2 Interpretation

(a) In this Constitution:

- (i) A reference to a Member present at a general meeting means the Member present in person or by proxy, attorney or Representative;
- (ii) A reference to an annual general meeting in a calendar year is a reference to the annual general meeting required to be held by the Company in that calendar year under section 250N(2) of the Corporations Act; and
- (iii) A reference to a document or instrument includes any amendments made to the document or instrument from time to time and, unless



the contrary intention appears, includes a replacement to the document or instrument.

- (b) In this Constitution unless the contrary intention appears:
- (i) Words importing any gender include all other genders;
  - (ii) The word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
  - (iii) A reference to an organisation includes a reference to its successors;
  - (iv) The singular includes the plural and vice versa;
  - (v) A reference to a law includes regulations and instruments made under it;
  - (vi) 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;
  - (vii) 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
  - (viii) "Writing" and "written" includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise.

### **1.3 Corporations Act**

In this Constitution unless the contrary intention appears:

- (a) 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; and
- (b) "Section" means a section of the Corporations Act.

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

### **1.4 Headings**

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

### **1.5 “Include” etc**

In this Constitution the words “include”, “includes”, “including” and “for example” are not to be interpreted as words of limitation.

### **1.6 Powers**

A power, an authority or discretion reposed in a Director, the Directors, a Committee, the Company in general meeting or a Member may be exercised at any time and from time to time.

## **2 Objects of Company**

### **2.1 Statement of Purpose**

The Company’s purpose is to facilitate access for deaf and hard of hearing people to quality sports competitions and activities direct or through Member organisations, and to represent the interests of sport for the deaf and hard of hearing as an affiliate or otherwise with International Federations, the Australian Sports Commission and other Member-endorsed bodies and to co-ordinate the participation by Australian athletes, coaches and officials in Approved Competitions and Programs.

### **2.2 Objects**

The objects for which the Company is established are to:

- (a) Secure and maintain affiliation with International Federations and other appropriate bodies;
- (b) Select, or approve for selection, as appropriate, Participant Members for participation in Approved Competitions overseas, including tours overseas by teams representing the Company;
- (c) Manage the international accreditation of Australian participants involved in Approved Competitions overseas;
- (d) Establish, facilitate and manage high performance programs;
- (e) Prevent gender, racial, religious or political discrimination or distinction;
- (f) Make, adopt, vary and publish policies, rules, regulations, and conditions for the regulation of Approved Competitions conducted in Australia;
- (g) Co-operate with other bodies, including Members:
  - (i) In the promotion and development of participants to represent the Company in Approved Competitions and Programs; and
  - (ii) Otherwise, in relation to the achievement by the Company of its objects,

- (h) Support Members in the development of competitions, programs and the training of coaches and officials; and
- (i) Take any other action which, in the opinion of the Directors, is in the best interests of the achievement of the Company's objects;
- (j) Relieve distress and misfortune suffered by the deaf and hard of hearing as a result of their disability;
- (k) Provide quality sports competitions and activities, which would not ordinarily be available to the deaf and hard of hearing community.

## **2.3 Powers**

Solely for furthering the Objects under clause 2, the Company, in addition to the Sporting Power and 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 in the Corporations Act

## **3 Income and payments**

### **3.1 Application of income**

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

### **3.2 No dividends, bonus or profit to be paid to Members**

None of the Company's profits or other income may be paid or transferred to the Members, directly or indirectly, by any means 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 the Company.

### **3.3 Payments in good faith**

Subject to article 8.10, article 3.2 does not prevent the payment in good faith to an officer or Member, or to a firm of which an officer or Member is a partner:

- (a) Of reasonable remuneration for services to the Company;
- (b) For goods supplied to the Company in the ordinary course of business;
- (c) Of interest on money borrowed from them by the Company at a rate not exceeding the rate fixed for the purposes of this article 3.3 by the Company in general meeting; or
- (d) Of reasonable rent for premises let by them to the Company.

### **3.4 Revocation of deductible gift recipient status**

Subject to article 3.2, if the Company is endorsed as an organisation to which income tax deductible gifts can be made and that endorsement is revoked prior to the winding up of the Company, the Company must transfer all surplus:

- (a) Donations, gifts, devises and bequests of property, subscriptions, subsidies and other dispositions in money or anything convertible into money to the Company made:
  - (i) In support of its Objects or any of them; or
  - (ii) In relation to an eligible fundraising event held in support of its Objects or any of them; and
- (b) Money or anything convertible into money received by the Company because of such donations, gifts, devises and bequests of property, subscriptions, subsidies or dispositions,

To any one or more body or bodies that each:

- (c) Has objects similar to the Objects; and
- (d) Is a deductible gift recipient pursuant to the *Income Tax Assessment Act 1997* (Cth).

## **4 Membership**

### **4.1 Categories of Members**

Membership of the Company will be divided into the following categories:

- (a) Full Members;
- (b) Associate Members;
- (c) Participant Members; and
- (d) Life Members.

### **4.2 Full Members**

- (a) A Full Member is entitled to notice of, to attend and to speak at any General Meeting;
- (b) Each Full Member may, through their Representative, exercise one vote on any resolution at a General Meeting.

### **4.3 New Full Member**

National Sporting Committee for the deaf and hard of hearing and other national, state or territory organisations or committee in Australia that are responsible for the development of athletes who are deaf and hard of hearing

or that conduct sport competitions or that organise teams for athletes that are deaf and hard of hearing consistent with the objects of the Company, shall be eligible to apply for membership of the Company as a Full Member but will be required to satisfy the following procedure to be admitted as a Full Member of the Company:

- (a) Following application by a qualifying organisation, the Directors will consider at a Directors meeting whether to recommend to the Full Members that that prospective Full Member should be admitted as a Full Member of the Company;
- (b) Subject to paragraph (a), the Directors shall take all actions necessary to ensure that a resolution nominating the new entity as a Full Member is considered at a general meeting of the Company as soon thereafter as is reasonably practicable; and
- (c) If the resolution referred to in paragraph (b) is approved at a general meeting of the Company by an ordinary resolution of Company then, subject to Article 4.6, the entity will become a new Full Member.

#### **4.4 Associate Member**

- (a) The Directors may at any time, subject to article 4.6, recognise a generic national or State organisation or society for the deaf and hard of hearing, or such other organisation contributing to sport for the deaf and hard of hearing as an Associate Member.
- (b) An Associate Member is not entitled to notice of, or to attend, speak or vote at any general meeting.

#### **4.5 Participant Member**

- (a) An individual Participant that is recognised by, and registered with, a Full Member will, upon:
  - (i) The relevant Full Member notifying the Company of the registration of the Participant with the Full Member; and
  - (ii) Registration with the Company in accordance with article 4.6 (including paying the prescribed annual membership fee set by the Directors)

become a Participant Member and is subject to the provisions of this Constitution.

- (b) Each Full Member must ensure that it provides the Company with an up to date list of Participants who are registered with the Full Member upon an annual basis or upon request by the Directors or Company Secretary.
- (c) A person involved in sport for the deaf and hard of hearing and who is not a person recognised by, and registered with a Full Member may, on application in accordance with article 4.6 (including paying the prescribed annual membership fee set by the Directors) be accepted by the Directors (in their sole discretion) as a Participant Member.

- (d) A Participant Member is not entitled to notice of, or to attend, speak or vote at any general meeting.

#### **4.6 Admission as a Member**

An organisation 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 as a Member (in the relevant category of membership) only upon meeting the criteria applicable to membership and on receipt of a signed application in which the Member undertakes to:

- (a) Be bound by this Constitution, the Statutes and Regulations, and those of the Policies expressed to apply to it;
- (b) Agree to pay the fees and subscriptions determined to apply to the Member under article 4.9; and
- (c) Support the Company in the encouragement and promotion of its objects.

#### **4.7 Life Members**

- (a) A Special Resolution may elect an individual who has contributed long and meritorious service to the Company as a Life Member at any annual general meeting.
- (b) A Full Member or a Director may nominate an individual for election as a Life Member in accordance with the relevant Policy
- (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 set out in the Policy, the Directors may decide not to submit the nomination to the next annual general meeting 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:
  - (i) Notice of and attendance at any general meeting but no right to speak or vote at any general meeting;
  - (ii) Subject to any separate agreement with the Company to the contrary, has no obligation, and may not be required, to pay any subscription or other amount;
  - (iii) Invitations to major sporting events controlled by the Company.
- (f) A Policy will list the eligibility criteria and nomination procedure relating to Life Membership applications.

#### **4.8 Membership subscriptions**

- (a) The Directors must determine from time to time:
  - (i) The amount of the annual subscription payable by each Member and the due date for its payment; and
  - (ii) Any other amount to be paid by each Member, whether of a recurrent or any other nature and the due date for its payment.
- (b) Each Member must pay the Company the amounts determined according to this article within 1 calendar month of such amount being due.
- (c) The right of a Member to attend and vote at a General Meeting is suspended while the payment of any subscription or any other amount is in arrears greater than 30 days from the date of the invoice.

#### **4.9 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) The Company will not be materially disadvantaged as a result; and
- (c) The Member agrees to pay the deferred or (if greater than zero) the reduced subscription or other amount within a time fixed by the Directors.

#### **4.10 Expulsion and Discipline of Members**

If any Member is in breach of an undertaking provided pursuant to article 4.7 or is guilty of any conduct which in the opinion of the Board is unbecoming of a Member or prejudicial to the interest of the Company, the Directors may resolve to:

- (a) Censure, fine or suspend the voting rights of the Member; or
- (b) Make a recommendation to the general meeting for the termination of the membership of the Member.

#### **4.11 Termination of a Member**

- (a) Where the Directors have passed a resolution pursuant to article 4.11(b), then the following procedure shall apply:
  - (i) the Directors shall provide the Member the subject of the resolution notice of the resolution and details of the basis on which it was passed within 7 days;
  - (ii) the Directors shall within 28 days of delivering the notice referred to in paragraph (i) convene a general meeting of the Company setting

out the details referred to in paragraph (i) and proposing a resolution to terminate the membership of the Member; and

- (b) The Member the subject of the proposed resolution referred to in paragraph (a)(ii) shall, at the general meeting, be given an opportunity of giving orally (at such maximum duration as may be determined by the Chair of the meeting, acting reasonably) or in writing any explanation or defence the Member may think fit to give or make prior to the resolution being voted on.

#### **4.12 Ceasing to be a Member**

A Member will cease to be a Member on:

- (a) Resignation;
- (b) If a person, death;
- (c) If a body corporate, being dissolved or otherwise ceasing to exist, having a liquidator or provisional liquidator appointed to it, or being unable to pay its debts;
- (d) The Members passing a resolution at a general meeting convened in accordance with article 4.12 in respect of the Member; or
- (e) Other than in the case of a Life Member, the Member ceasing to meet the requirements for membership in accordance with this article 4.

#### **4.13 No claim against the Company**

No Member whose membership ceases has any claim against the Company or the Directors for damages or otherwise in respect of their membership of the Company.

#### **4.14 Limited liability**

Members have no liability to the Company in their capacity as Members except as set out in article 21.1.

### **5 General meetings**

#### **5.1 Annual general meeting**

Annual general meetings of the Company are to be held according to the Corporations Act.

#### **5.2 Power to convene general meeting**

- (a) Subject to paragraph 5.2(b), the Directors may convene a general meeting when they think fit and must do so if required by the Corporations Act.



- (b) The Members may convene a general meeting in accordance with the Corporations Act.

### **5.3 Notice and business of general meeting**

- (a) Notice of a general meeting, call for nominations for directors and a request for notices of motion must be given to all Members according to article 18 and the Corporations Act. at least forty – five (45) days notice prior to the proposed dates of the General Meeting. Notices of motion and nominations of directors must be received no later than 28 days prior to the proposed date of the General Meeting.
- (b) The business to be conducted at a general meeting is to be that contained in the notice of the general meeting, which must be forwarded to members no later than 21 days prior to the proposed date of the General Meeting. If the general meeting is the annual general meeting, the business will be confined to:
  - (i) Acceptance of annual reports and audited annual financial statements;
  - (ii) Election of Elected Directors;
  - (iii) Appointment of the Company's auditor; and
  - (iv) Resolutions notified in accordance with the Corporations Act.

### **5.4 Directors entitled to attend general meetings**

A Director is entitled to receive notice of, and attend and speak at, all general meetings.

### **5.5 Cancellation or postponement of general meeting**

- (a) Where a general meeting (including an annual general meeting) 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.
- (b) However, this article does not apply to a meeting convened:
  - (i) According to the Corporations Act; or
  - (ii) By a court.

### **5.6 Written notice of cancellation or postponement of general meeting**

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

- (a) Each Full Member individually; and

- (b) Each other person entitled to notice of a general meeting under the Corporations Act.

### **5.7 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.

### **5.8 Number of clear days for postponement of general meeting**

The number of clear days from the giving of a notice postponing a general meeting to the date specified in that notice for the postponed meeting must not be less than the number of clear days notice of that general meeting required to be given by this Constitution or the Corporations Act.

### **5.9 Business at postponed general meeting**

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

### **5.10 Representative at postponed general meeting**

Where:

- (a) By the terms of an instrument appointing a Representative, that person is authorised to attend as a Representative 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,

then that later date is substituted for the date specified in the instrument, unless the appointing Member notifies the Company in writing to the contrary at least 48 hours before the time at which the postponed meeting is to be held.

### **5.11 Non-receipt of notice**

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

## **6 Proceedings at general meetings**

### **6.1 Number for a quorum**

- (a) Subject to paragraph 6.1(b) and article 6.4, the number of Members who must be present and eligible to vote for a quorum to exist at a general meeting is as follows:
  - (i) where there is an odd number of Full Members in total, the smallest number of Full Members that would constitute a majority of Full Members if all Full Members were present; and
  - (ii) where there is an even number of Full Members, the number of Full Members which is 50% of the total number of Full Members, plus 1.
- (b) A person may be present at a meeting in person or by Representative or proxy, however if an individual is attending in the capacity of more than one of a Member, a proxy and a Representative, then that person counts as only one person for the purposes of calculating the quorum.

### **6.2 Requirement for a quorum**

- (a) Subject to paragraph 6.2(b), 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 his own motion or at the request of a Full Member who is present) declares otherwise.

### **6.3 Quorum and time**

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

- (a) if convened by, or on requisition of, Full Members is dissolved; and
- (b) in any other case, stands adjourned to the same day in the next week and the same time and place, or to such other day, time and place as the Directors appoint by notice to those entitled to notice of the meeting.

### **6.4 Adjourned meeting**

- (a) At a meeting adjourned under paragraph 6.3(b), no less than 50% by number of those persons who are Full Members must be present to constitute a quorum.
- (b) If a quorum is not present within 30 minutes after the time appointed for the adjourned meeting, the meeting shall be dissolved.

## **6.5 President to preside over general meetings**

- (a) The President is entitled to preside as Chair at 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 (in order of entitlement):
  - (i) subject to paragraph (i), an Elected Director chosen by a majority of the Directors present; or
  - (ii) a Full Member chosen by a majority of the Full Members present.

## **6.6 Conduct of general meetings**

- (a) The Chair of a general meeting:
  - (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 regard 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 article is final.

## **6.7 Adjournment of general meeting**

- (a) The Chair of a general meeting may at any time during 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 any place agreed by vote of the Full Members present.
- (c) The Chair may, but need not, seek any approval for the adjournment.
- (d) Unless required by the Chair, a vote may not be taken or demanded in respect of any adjournment of the meeting to a later time at the same meeting.
- (e) Only unfinished business is to be transacted at a meeting resumed after an adjournment.

## **6.8 Notice of adjourned meeting**

- (a) Subject to paragraph 6.3(b), 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 one month or more.
- (b) In the situation described in paragraph (a), the same period of notice as was originally given for the meeting must be given for the adjourned meeting.

## **6.9 Questions decided by majority**

Subject to the requirements of this Constitution and the Corporations Act, a resolution at a general meeting is carried if a simple majority of the votes cast on the resolution are in favour of it.

## **6.10 Equality of votes**

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

## **6.11 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 the Company, is conclusive evidence of the fact.
- (c) Neither the Chair nor the minutes need state, and it is not necessary to prove, the number or proportion of the votes recorded for or against the resolution.

## **6.12 Poll**

- (a) If a poll is properly demanded, 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.
- (d) A demand for a poll does not prevent the meeting continuing for the transaction of any business other than the question on which the poll was demanded.
- (e) The role of Board of Directors does not include a right to vote at a General or Annual Meeting.

- (f) However if there is a deadlock in voting the Chair can cast a vote to break such deadlock.

### **6.13 Objection to voting qualification**

- (a) An objection to the right of a person to attend or vote at a meeting (including an adjourned meeting):
  - (i) may not be raised except at that meeting; and
  - (ii) must be referred to the Chair of the meeting whose decision is final.
- (b) A vote not disallowed under the objection is valid for all purposes.

### **6.14 Chair to determine any poll dispute**

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

## **7 Votes of Members**

### **7.1 Votes of Members**

On a vote at any general meeting each Full Member present has one vote.

### **7.2 Suspension of voting rights**

- (a) Unless the Directors have deferred the relevant Full Member's obligations according to article 4.10, the rights of a Member to speak or to vote at a general meeting are suspended while the payment of any subscription or other amount determined under article 4.9 is in arrears.
- (b) No other rights of the Full Member are affected.

### **7.3 Election of Directors**

- (a) Elections for Elected Directors shall be by ballot in accordance with this article 7.3 at the relevant general meeting on papers prepared by the CEO.
- (b) The ballot will be conducted as a poll as follows:
  - (i) The ballot paper will contain the names of all nominees;
  - (ii) Each Full Member entitled to vote will be entitled to exercise one vote for each position of Elected Director to be filled, so that each Full Member will be entitled to vote for (by placing a mark against the nominees of their choice) no more than the number of nominees as there are positions vacant to be filled;

- (iii) Ballot papers which do not comply with paragraph (ii) will be considered as an invalid vote and will not be taken into account;
- (iv) Subject to paragraph 7.3(b)(v), the nominees to be appointed as Elected Directors shall be:
  - (A) Those nominees with the greatest number of votes; and
  - (B) The number of nominees equivalent to the number of positions vacant; and
- (v) In the event that, in relation to a position up for election, more than 1 nominee has an equal number of votes and that number of votes is the greatest number of votes, then, subject to the direction of the Chair (who may call for a re-vote in relation to the position up for election), the position up for election will be treated as a casual vacancy to be dealt with in accordance with clause 8.10.

#### **7.4 Appointment of Representative by a Full Member**

Full Members shall by a resolution of their directors, committee or other governing body authorise such person as they think fit to act as their Representative at all or any meetings relating to the Company which they are entitled to attend to be held during the continuance of the authority and the person so authorised shall be entitled to exercise the same powers on behalf of the Full Member as the Full Member could exercise at the meeting.

#### **7.5 Proof of Appointment or Revocation of Appointment of Representative**

A certificate under the seal of the Full Member or such other document that in the sole discretion of the Chair of the meeting considers sufficient, shall be prima facie evidence of the appointment or of the revocation of the appointment (as the case may be) of a Representative under article 7.4 and notwithstanding anything hereinbefore contained, the certificate of such other document evidencing the appointment of a Representative shall be deposited at the Registered Office not less than 48 hours before the time scheduled for the commencement of the general meeting at which the Representative purports to exercise any powers pursuant to it.

#### **7.6 Limit on Representatives**

No person shall be permitted to act as the Representative of more than one Full Member.

#### **7.7 Right to appoint proxy**

- (a) A Full Member entitled to attend a general meeting of the Company is entitled to appoint another person as their proxy to attend the meeting in their place in accordance with the Corporations Act.
- (b) A proxy has the same rights as the Full Member at the meeting and may be appointed in respect of more than one meeting.

## **7.8 Resolutions not in general meeting**

- (a) If all Full Members entitled to vote sign a document containing a statement that they are in favour of a resolution in terms set out in the document, a resolution in those terms is deemed to have been passed at a general meeting of the Company held at the time on which the document was signed by the last Full Member entitled to vote.
- (b) For the purposes of clause 7.9(a), 2 or more separate documents containing statements in identical terms each of which is signed by 1 or more Full Members entitled to vote are deemed together to constitute one document containing a statement in those terms signed by those Full Members on the respective days on which they signed the separate documents.
- (c) A facsimile transmission or other form of visible or other electronic communication purported to be signed by a Full Member for the purpose of this clause is deemed to be a document in writing signed by that Full Member.

## **8 Directors**

### **8.1 Number of Directors**

There are to be no more than eight (8) Directors and no less than four (4) Directors, being:

- (a) a maximum of six (6) Elected Directors; and
- (b) a maximum of two (2) Appointed Directors appointed by the Elected Directors in accordance with article 8.3.

### **8.2 Elected Directors**

- (a) At each annual general meeting one third of the Elected Directors, or, if their number is not 3 or a multiple of 3, then the number nearest one third must retire from office.
- (b) Notwithstanding paragraph (a), any Elected Director who has held office for three (3) years or more without re-election must retire from office at the next annual general meeting.
- (c) If the number of Elected Directors retiring from office in accordance with paragraph (b) does not constitute a sufficient number of retiring Elected Directors for the purposes of paragraph (a), then the additional Elected Directors to retire at the annual general meeting under this article 8.2 must be those who have been longest in office since their last election.
- (d) For the purposes of paragraph (c), where there are persons who were elected as Elected Directors on the same day but less than their number is required to retire, those to retire must be determined by lot, unless they otherwise agree between themselves.



- (e) Any Elected Director who retires from office shall be eligible for re-election.
- (f) A Director may not serve more than three consecutive terms as a Director, including where one of the terms is an Appointed Director
- (g) For the purpose of clause 8.2(f) service:
  - By a person filling a casual vacancy in an elected position under clause 8.8 will be treated as a term;
  - By a person in an Appointed Director position under clause 8.3 for any period will be treated as a term; and
  - By a first Elected Director prior to their resignation in accordance with clause 8.2(f) will be treated as a term
- (h) A Director who has served a maximum term in accordance with clause
- (i) Shall not be eligible to be a Director for six years following the completion of their maximum term
- (j) A Director shall not be eligible to serve more than three terms in any fifteen – year period.

### **8.3 Appointed Director**

- (a) The Elected Directors may by resolution appoint up to two (2) other persons to be a Director (“Appointed Director”)
- (b) An Appointed Director holds office for a term of three (3) years from the date of appointment and is eligible for re-appointment
- (c) An Appointed Director may not serve more than three consecutive terms as a Director of the DSA Board

### **8.3 Office held until end of meeting**

A retiring Director holds office until the end of the meeting at which that Director retires.

### **8.4 President**

- (a) The Directors must appoint a President from amongst their number annually or upon the position of President becoming vacant. The President shall be the notional head of the Company. (The President must be Deaf reflective of ICSD regulations)
- (b) The Director appointed as President may serve as President for a maximum term of nine (9) consecutive years.
- (c) The President shall be entitled to:

- (i) Chair all meetings of the Board; and
- (ii) Attend and chair all meetings of the Company in accordance with article 6.5, but shall have no voting rights at any general meeting.

### **8.5 Election of Directors**

- (a) At a general meeting:
  - (i) At which an Elected Director retires; or
  - (ii) At the commencement of which there is a vacancy in the office of an Elected Director; or
  - (iii) at which an Elected Director is removed, the Company may fill the vacancy by electing someone to that office.
- (b) An Elected Director elected under this article 8.6 takes office at the end of the meeting at which they are elected.
- (c) Where an Elected Director is removed from office at a general meeting, a casual vacancy in the office of the Elected Director is created.

### **8.6 Nomination for election**

- (a) A Full Member or a Director may nominate a person or persons for election as an Elected Director.
- (b) Any nomination must be in writing and signed by the nominator and must be delivered to the Company at least 28 days in advance of the meeting at which the election is to be held.
- (c) Nominated Directors of the Board cannot serve in any official capacity as part of or as a DSA Full Member concurrently however in special circumstances the Board may decide to waive this requirement if the person(s) comes from a small Deaf community with limited numbers of people able to contribute and / or this person(s) has unique skills that would be beneficial to both organisations.

### **8.7 Casual vacancy**

- (a) The Directors may at any time appoint a person to be a Director to fill a casual vacancy in the office of an Elected Director.
- (b) A Director appointed under this article 8.8 holds office until the next annual general meeting of the Company at which time they must retire, but shall be eligible for election as an Elected Director.

### **8.8 Register of Interests of Directors**

- (a) A Director must comply with the disclosure provisions of:

- (i) Of the Corporations Act;
  - (ii) Any general rule about conflicts of interest.
- (b) Any interest notified by a Director shall be recorded by the Company Secretary in a register of interests maintained by the Company (“Register of Interests”).

### **8.9 Remuneration of Directors**

A Director may not be paid for services as a Director but, with the approval of the Directors, may be:

- (a) Paid by the Company for services rendered to it; and
- (b) Reimbursed by the Company for their reasonable travelling, accommodation and other expenses when:
  - (i) Travelling to or from meetings of the Directors, a Committee or the Company; or
  - (ii) Otherwise engaged on the affairs of the Company.

### **8.10 Vacation of office**

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

- (a) 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;
- (b) Resigns office by notice in writing to the Company; or
- (c) Is not present personally at three consecutive Directors’ meetings without the approval of the Directors (which may include approval in accordance with paragraph 10.6(a)).

## **9 Powers and duties of Directors**

### **9.1 Directors to manage Company**

The Directors are to manage the Company’s business and may exercise those of the Company’s powers that are not required, by the Corporations Act or by this Constitution, to be exercised by the Company in general meeting.

### **9.2 Specific powers of Directors**

Without limiting article 9.1, the Directors may exercise all the Company’s powers to borrow or raise money, to charge any property or business or give any other security for a debt, liability or obligation of the Company or of any other person.

### **9.3 Appointment of attorney**

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

### **9.4 Provisions in power of attorney**

A power of attorney granted under article 9.3 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.

### **9.5 Minutes**

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

## **10 Proceedings of Directors**

### **10.1 Directors meetings**

- (a) The Directors may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.
- (b) The Directors shall hold no less than six (6) meetings throughout each year.
- (c) The President shall be the Chair of a Directors' meeting, or, in the President's absence, the Directors who are present at the meeting agree to appoint a Director as Chair.
- (d) The contemporaneous linking together by telephone or other electronic means of a number of the directors sufficient to constitute a quorum constitutes a meeting of Directors.
- (e) The rules relating to meetings of the directors apply with the necessary changes to meetings of the directors by telephone or other electronic means.
- (f) A director participating in a meeting by telephone or other electronic means is considered present in person at the meeting.
- (g) A meeting by telephone or other electronic means is held at the place determined by the Chair of the meeting.
- (h) At least one of the directors involved in a telephone or electronic meeting must have been at the place the Chair determines as the meeting place for the duration of the meeting.

## **10.2 Questions decided by majority**

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

## **10.3 Quorum**

Until otherwise determined by the Directors, three (3) Directors (at least two of whom are entitled to vote) present in person constitutes a quorum.

## **10.4 Effect of vacancy**

- (a) The continuing Directors may act despite a vacancy in their number.
- (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.

## **10.5 Alternate Director**

- (a) A Director may appoint, with approval of a majority of the other Directors, a person to be the Director's Alternate Director for any period.
- (b) An Alternate Director may be a Member or a Director of the Company.
- (c) An Alternate Director is not required to be a Member or a Director of the Company.
- (d) A person may act as Alternate Director to more than 1 Director.
- (e) If the appointer does not attend a meeting of Directors, an Alternate Director is entitled to attend and vote in place of and on behalf of the appointer.
- (f) An Alternate Director is entitled to a separate vote for each Director the Alternate Director represents, in addition to any vote the Alternate Director may have as a Director in that person's own right.
- (g) In the absence of the appointer, an Alternate Director may exercise any power that the appointer may exercise.
- (h) The exercise of a power by the Alternate Director is considered the exercise of the power by the appointer.
- (i) The office of an Alternate Director is vacated if and when the appointer vacates the office as a Director.

- (j) The appointer may terminate the appointment of an Alternate Director at any time, even if the period of the appointment of the Alternate Director has not expired.
- (k) The appointer must appoint and terminate an appointment of an Alternate Director by a written, signed statement.
- (l) An appointment and termination are only effective after the Company receives the appointer's written, signed statement.
- (m) An Alternate Director is not to be taken into account in determining the minimum or maximum number of Directors allowed under this constitution.
- (n) In determining whether a quorum is present at a meeting of Directors, an Alternate Director who attends the meeting is counted as a Director on whose behalf the Alternate Director is attending, provided that any person attending may only be counted once.
- (o) An Alternate Director, while acting as a Director:
  - (i) Is responsible to the Company for that person's own acts and defaults; and
  - (ii) Is not the agent of the Director who appointed the Alternate Director.

## **10.6 Convening meetings**

Any two (2) Directors may, and the Company Secretary on the request of any two (2) Directors must, convene a Directors' meeting.

## **10.7 Committees**

The Directors may delegate any of their powers to Committees consisting of those persons they think fit, and may vary or revoke any delegation. There must be at least two committees Risk and Audit and Board Nomination with their terms of references outlined in the particular policy.

## **10.8 Powers 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.
- (b) Powers delegated to and exercised by a Committee are taken to have been exercised by the Directors.

## **10.9 Committee meetings**

The provisions of this Constitution dealing with Directors' meetings govern committee meetings, as far as they are capable of application.

### **10.10 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.
- (c) The resolution is passed when the last Director signs.

### **10.11 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.

### **10.12 Interested Directors**

- (a) Before a vote of Directors is taken, the Company Secretary may refer to the Register of Interests to determine the extent of any interest a Director may have in the matter for which the vote is being taken.
- (b) The Company Secretary may notify the Directors of any interest recorded in the Register of Interests and the Director will be given an opportunity to state why he or she is able to vote.
- (c) If the Directors agree that there will be no conflict of interest, a Director will be entitled to vote but will otherwise be excused from the vote.

## **11 Company Secretary**

### **11.1 Appointment of Company Secretary**

- (a) There must be at least one Company Secretary who is to be appointed by the Directors.
- (b) A Company Secretary may also be a Director.

### **11.2 Suspension and removal of Company Secretary**

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

### **11.3 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.

## **12 Patrons**

### **12.1 Appointment and removal of Patrons**

The Directors may, at their discretion, appoint and remove Patrons of the Company.

### **12.2 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.

## **13 Chief Executive Officer**

### **13.1 Appointment of Chief Executive Officer**

The Directors may appoint a Chief Executive Officer for a period determined from time to time. From the time the appointment is terminated by whatever means and process, the CEO cannot be appointed to the Board for a minimum of three years.

### **13.2 Powers, duties and authorities of Chief Executive Officer**

- (a) The Chief Executive Officer 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 Chief Executive Officer is subject at all times to the control of the Directors.

### **13.3 Suspension and removal of Chief Executive Officer**

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

### **13.4 Chief Executive Officer to attend Directors' meetings**

The Chief Executive Officer is, unless otherwise determined by the Directors for each specific Directors' meeting, entitled to notice of and to attend all meetings of the Company, the Directors and any Committees and may speak on any matter, but does not have a vote.



## **14 Policies**

### **14.1 Making and amending Policies**

- (a) The Directors may from time to time make Policies, which in their opinion are necessary or desirable for the control, administration and management of the Company's affairs, and may amend, repeal and replace those policies.

### **14.2 Effect of Policy**

A Policy

- (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.

## **15 Grievances and discipline of Members**

### **15.1 Jurisdiction**

All Members will be subject to, and must submit to, the jurisdiction, procedures, penalties and appeal mechanisms of the Company set out in the Policy.

### **15.2 Policy**

The Directors may make a Policy or Policies;

- (a) For the hearing and determination of:
  - (i) Grievances by any Member who feels aggrieved by a decision or action of the Company; and
  - (ii) Disputes between Members relating to the conduct or administration of Deaf Sports(the "Grievance Policy");
- (b) For the discipline of Members (the "Discipline Policy"); and
- (c) The formation and administration of an appeals tribunal ("Appeals Tribunal") which must be independent of any party before it on the matter which is the subject of the appeal in question (the "Appeals Policy").

### **15.3 Sanctions for Discipline of Members**

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

- (a) Breached, failed, refused or neglected to comply with a provision of this Constitution, the Policies 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 the Company and/or Deaf Sports; or
- (c) Brought the Company or Deaf Sports into disrepute

shall be liable to the sanctions set out in that Policy, including termination of Membership pursuant to article 4.

#### **15.4 Termination of Membership of Full Members**

The Directors under article 4.11 can make no recommendation unless:

- (a) The Appeals Tribunal has determined in accordance with the Discipline Policy that it is appropriate for the Members to consider at a general meeting whether the membership of the relevant Member should be terminated; and
- (b) All avenues of appeal available to the relevant Member under the Discipline Policy have been exhausted.

### **16 Seals**

#### **16.1 Safe custody of common seals**

The Directors must provide for the safe custody of any seal of the Company.

#### **16.2 Use of common seal**

If the Company has a common seal or duplicate common seal:

- (a) It may be used only by the authority of the Directors; and
- (b) Every document to which it is affixed must be signed by a Director and be countersigned by another Director, a Company Secretary or another person appointed by the Directors to countersign that document or a class of documents in which that document is included.

### **17 Inspection of records**

#### **17.1 Inspection by Members**

Subject to the Corporations Act, the Directors may determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the Company or any of them will be open for inspection by the Members.

## **17.2 Right of a Member to inspect**

A Member does not have the right to inspect any document of the Company except as permitted by law or authorised by the Directors or by the Company in general meeting.

## **18 Service of documents**

### **18.1 Methods of service on a Member**

The Company 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.

### **18.2 Methods of service on the Company**

A Member may give a document to the Company:

- (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 the Company.

### **18.3 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, must be sent by airmail,

and in either case is taken to have been received on the second day after the date of its posting.

### **18.4 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.

## **19 Indemnity**

### **19.1 Indemnity of officers**

Every person who is or has been:

- (a) A Director; or
- (b) A Company Secretary,

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

- (c) Every liability incurred by the person in that capacity (except a liability for legal costs); and
- (d) 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 the Company is forbidden by statute to indemnify the person against such liability.

### **19.2 Insurance**

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

- (a) The Company is forbidden by statute to pay or agree to pay the premium; or
- (b) The contract would, if the Company paid the premium, be made void by statute.

## **20 Accounts**

### **20.1 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.

### **20.2 Auditor**

- (a) A properly qualified auditor or properly qualified auditors shall be appointed by the Company in general meeting (or by the Directors where permitted by the Corporations Act) and their remuneration fixed and duties and rights regulated in accordance with the Corporations Act.
- (b) The Directors must cause the accounts of the Company to be audited by the auditor(s) as required by the Corporations Act.

## **21 Winding up**

### **21.1 Contributions of Full Members on winding up**

- (a) Each Full Member only must contribute to the Company's property if the Company is wound up while they are a Full Member or within one year after their membership ceases.
- (b) The contribution is for:
  - (i) Payment of the Company'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 \$10.00.

### **21.2 Excess property on winding up**

If on the winding up or dissolution of the Company, and after satisfaction of all its debts and liabilities, any property remains, that property must be given or transferred to another body or bodies:

- (a) Having objects similar to the Objects and which is a deductible gift recipient pursuant to the *Income Tax Assessment Act 1997* (Cth);
- (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; and
- (c) Which is recognised by the Australian Sports Commission (or a successor body).

That body is, or those bodies are, to be determined by the Full Members at or before the time of dissolution or, failing that determination, by a judge who has or acquires jurisdiction in the matter.