



**Weightlifting ACT Incorporated  
Constitution**

An Incorporated Association under  
the *Associations Incorporation Act 1991* (ACT)

Association number A05035

As adopted by Members  
in Annual General Meeting of 31 May 2020.

**WEIGHTLIFTING ACT CONSTITUTION**

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## PART I – PRELIMINARY MATTERS

### NAME

1. The name of the Association shall be Weightlifting ACT Incorporated ("the Association").

### DEFINITIONS

2. In this Constitution, unless the context otherwise requires:

“**ACT**” means the Australian Capital Territory;

“**AWF**” means the Australian Weightlifting Federation;

“**By-Laws**” means By-laws, policies procedures and regulations created by the Committee under Clause 90;

“**Committee**” means the Committee of the Association for the purposes of the Act and comprises the **Committee Members**;

“**Committee Members**” means the office-bearers of the Association and comprises the President, Vice-President, Treasurer, Secretary, Ordinary Member and up to two Appointed Committee Members;

“**Constitution**” means this Constitution, which shall be the rules of the Association for the purposes of the Act;

“**Financial Year**” has the same meaning as in Clause 123;

“**General Meeting**” means either a Special General Meeting or the Annual General Meeting of the Association;

“**Life Member**” means a person admitted as a Life Member in accordance with Clauses 20-23;

“**Member**” means the Members of the Association referred to in Clause 11 and “Membership” has a corresponding meaning;

“**Objects**” means the objects of the Association as set out in Clause 5;

“**Public Officer**” means an individual who has been appointed to exercise the functions of the Public Officer of the Association under the Act;

“**Secretary**” means the Secretary of the Association;

“**Special resolution**” has the same meaning as in section 70 of the Act;

“**State Member**” means a legal entity representing a State admitted to the AWF as a State Member in accordance with any requirements under the AWF Constitution;

“**the Act**” means the Associations Incorporation Act 1991 (ACT) and includes the Association Incorporation Regulations 1991 (ACT);

“**Weightlifting**” means the sporting activity described in the Technical Rules of the International Weightlifting Federation.

### INTERPRETATION

3. In this Constitution, unless the context otherwise requires:
  - a) a reference to a function includes a reference to a power, authority or duty;
  - b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty;
  - c) words importing the singular include the plural and vice versa;
  - d) words importing any gender include the other gender; references to persons include corporations;
  - e) references to persons include corporations;

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- f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- g) references to a Clause or schedule refers to a Clause or schedule in this Constitution;
- h) in reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether the same or any legislative authority having jurisdiction);
- i) an expression used in a particular Part or Division of the Act that is given by that Part or Division a special meaning for the purposes of that Part or Division has in any Clause of this Constitution that deals with a matter by that Part or Division the same meaning as in that Part or Division; and
- j) all headings contained in this Constitution are for guidance and do not form part of the substance of the Constitution.

### STATEMENT OF PURPOSES

- 4. The Association's purpose is to represent the interests of the Association as a State Member of the AWF and, in cooperation with the AWF and other AWF State Members, to coordinate, promote and provide for the participation by Association members, coaches and officials in approved local, State, national and international Weightlifting competitions.

### OBJECTS

- 5. The Objects for which the Association is established are to:
  - 5.1. conduct, encourage, administer, promote, advance and manage the sport of weightlifting in the ACT and the Canberra region;
  - 5.2. act in good faith at all times to ensure the maintenance and development of the Association and weightlifting, its standards, quality and reputation;
  - 5.3. foster and encourage friendly relations among Members and promote interstate cooperation through affiliation with other states and bodies through competition and other means;
  - 5.4. make, adopt, vary, publish, issue, interpret and amend rules, regulations, By-laws, conditions and policies for the regulation of weightlifting in the ACT;
  - 5.5. be the AWF State Member for the ACT and to comply with the Constitution and all relevant and applicable rules, regulations and By-laws of the AWF;
  - 5.6. work cooperatively with each other State Member and the AWF and others to conduct, encourage, promote, control and manage weightlifting in the ACT and the Canberra region;
  - 5.7. provide for the conduct, encouragement, promotion and administration of weightlifting activities for the mutual and collective benefit of the Members;
  - 5.8. encourage the provision and development of appropriate facilities for participation in weightlifting;
  - 5.9. raise funds through membership fees, donations, grants or otherwise, to enable the Association to carry out these Objects;
  - 5.10. acquire by purchase, lease or exchange and otherwise, such weightlifting equipment or property necessary or convenient for the Objects of the Association;
  - 5.11. strive for government, commercial and public recognition of the Association and weightlifting in the ACT; and
  - 5.12. undertake and/or do all things or activities which, in the opinion of the Committee, are necessary, incidental or conducive to the advancement of these Objects.

### INCOME AND PROPERTY TO ONLY BE USED IN PROMOTION OF THE OBJECTS

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

### MEMBERS NOT TO RECEIVE INCOME OR PROPERTY OF THE ASSOCIATION

- 7. No portion of the Association's profits or other income or property may be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member.

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8. Subject to Clauses 9 and 56, no remuneration or other benefit in money or money's worth will be paid or given by the Association to any Member in their capacity as a Committee Member unless such remuneration or benefit is authorised by Special Resolution of the Association in General Meeting.
9. Nothing in this Constitution prevents payment in good faith to any Member or Committee Member:
  - 9.1. for any good supplied or services rendered to the Association; or
  - 9.2. any out of pocket expenses incurred on behalf of the Association, provided such amount is reasonable and ordinarily payable between ordinary commercial parties dealing at arms length in a similar transaction, and is approved by the Committee.

### AMENDMENT OF THE CONSTITUTION

10. No addition, alteration or amendment can be made to this Constitution unless:
  - 10.1. approved by a Special Resolution of the Association in General Meeting; and
  - 10.2. the requirements of the Act for such addition, alteration or amendment have been satisfied.

## PART II - MEMBERSHIP

### MEMBERS OF THE ASSOCIATION

11. The Members are:
  - 11.1. Individual Members;
  - 11.2. Life Members; or
  - 11.3. any other class of Members as determined by the Association from time to time at a General Meeting.
12. Individual Members are those persons who have paid a current annual membership registration to the Association and been accepted for membership as a weightlifter, technical or other official, coach, non-lifter or other individual membership category as determined by the Committee from time to time.
13. Life Members are those persons who have been admitted as a Life Member under this Constitution.

### MEMBERSHIP OF THE ASSOCIATION

14. Upon a person satisfying the requirements for Membership, which includes Committee approval of their nomination for membership, and paying any applicable Membership fees as determined by the Committee, the Secretary shall enter the name of that person in the register of Members and thereafter that person shall be a Member of the Association.

### MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

15. All rights, privileges or obligations which a Member has by reason of holding Membership of the Association shall not be capable of being transferred and shall terminate upon cessation of Membership.

### MEMBERSHIP FEES

16. The membership fee of Members will be determined by the Committee from time to time.

### ELIGIBILITY FOR LIFE MEMBERSHIP

17. Life Membership of the Association may be conferred on any person who has rendered distinguished service to the Association as a Weightlifter, official, administrator or volunteer.

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18. No more than one person shall be appointed as a Life Member of the Association in any Financial Year.
19. There is no requirement that anyone must be appointed as a Life Member in any Financial Year.

### NOMINATION FOR LIFE MEMBERSHIP

20. Any Member or Committee Member may nominate an individual for admission as a Life Member.
21. A nomination under Clause 20 must:
  - 21.1. be in writing in the form determined by the Committee from time to time; and
  - 21.2. set out the reasons why, in the opinion of the nominator, the nominee should be considered for Life Membership.
22. Nominations for admission to Life Membership are to be considered by the Committee at their next meeting after the nomination is received. In their absolute discretion, the Committee may recommend the nomination, or decide not to recommend or submit the nomination, to the next General Meeting for approval.
23. A nominee is admitted to Life Membership if:
  - 23.1. the Committee recommend that the nominee be admitted to Life Membership;
  - 23.2. the nominee has consented to the nomination; and
  - 23.3. the recommendation is approved by a majority of two-thirds of Members present at the General Meeting at which the recommendation is considered.

### RIGHTS OF LIFE MEMBERS

24. A Life Member:
  - 24.1. has the right to remain a Life Member until they die, resign their Life Membership or have their membership terminated according to this Constitution;
  - 24.2. subject to any separate agreement with the Association to the contrary, has no obligation, and may not be required, to pay any membership fee under;
  - 24.3. is entitled to receive notice of General Meetings;
  - 24.4. is entitled to attend and speak at General Meetings; and
  - 24.5. is not entitled to vote at any General Meeting (unless appointed as a proxy).

### MEMBERS' LIABILITIES

25. The liability of a Member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount (if any) unpaid by the Member in respect of that Member's membership fees.

### CEASING TO BE A MEMBER

26. A person ceases to be a Member of the Association if the person:
  - 26.1. dies or, for a corporation, is wound up; or
  - 26.2. resigns from membership of the Association; or
  - 26.3. is expelled from the Association; or
  - 26.4. no longer meets the requirements for membership under this Constitution; or
  - 26.5. fails to renew his or her membership of the Association.
27. The resignation of a Member shall not entitle the Member to a refund of the whole or any portion of his or her paid Membership fees or any other moneys as may have been paid by the Member under this Constitution.
28. Resignation from the Association does not free a Member from any debts payable by that Member or any liabilities of that Member owed to the Association.

## RIGHTS AND OBLIGATIONS OF MEMBERS OF THE ASSOCIATION

### RIGHTS OF MEMBERS

29. Subject to Clauses 24 and 26 of this Constitution, any Member may attend and speak at General Meetings of the Association and are otherwise entitled to all the benefits, privileges and services of Membership of the Association.

### OBLIGATIONS OF MEMBERSHIP

30. Members acknowledge and agree:
- 30.1. this Constitution constitutes a contract between each of them and the Association;
  - 30.2. that they are bound by this Constitution and the By-Laws;
  - 30.3. they shall comply with and observe this Constitution and the By-Laws;
  - 30.4. by submitting to this Constitution and the By-Laws they are subject to the jurisdiction of the Association;
  - 30.5. this Constitution is made in pursuit of a common object, namely the mutual and collective benefit of the Association, the Members and Weightlifting; and
  - 30.6. this Constitution and By-Laws are necessary and reasonable for promoting the objects of the Association and particularly the advancement and protection of the sport of Weightlifting.

### DISCIPLINING OF MEMBERS

31. Where the Committee are of the opinion that a Member has failed to comply with this Constitution or acted in a manner prejudicial to the interests of the Association, the Committee may, by ordinary resolution, expel the Member from the Association or suspend the Member from such rights and privileges of membership of the Association as the Committee may determine for a specified period.
32. Where the Committee pass a resolution under Clause 31, the Secretary shall, as soon as practicable, serve a written notice on the Member:
- 32.1. setting out the resolution of the Committee and the grounds on which it is based;
  - 32.2. stating that the Member may address the Committee at a meeting held not later than 28 days after service of the notice;
  - 32.3. stating the date, place and time of that meeting; and
  - 32.4. informing the Member that the Member may do either or both of the following:
    - 32.4.1. attend and speak at that meeting; and
    - 32.4.2. submit to the Committee at or before the date of that meeting written representations relating to the resolution.
33. At a meeting of the Committee mentioned in Clause 32 the Committee must:
- 33.1. give the relevant Member an opportunity, if present, to make oral representations;
  - 33.2. give due consideration to any oral or written representations submitted to the Committee by that Member at or before the meeting; and
  - 33.3. by resolution decide whether to confirm or revoke the resolution of the Committee previously made.
34. If the Committee confirms a resolution under Clause 32, the Secretary must, within 7 days of that confirmation, by written notice inform the Member of that confirmation and of the Member's right of appeal under Clause 36.
35. A resolution confirmed by the Committee under Clause 33 does not take effect:
- 35.1. until the end of the period within which the Member is entitled to appeal against the resolution if the Member does not exercise the right of appeal within that period; or
  - 35.2. if within that period the Member exercises any right of appeal, unless and until the Association confirms the resolution in accordance with Clause 33.



### **RIGHT OF APPEAL OF DISCIPLINED MEMBER**

36. A Member may appeal to the Association in a General Meeting against a resolution of the Committee which is confirmed under Clause 33, within 7 days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.
37. Upon receipt of a notice under Clause 36, the Secretary must notify the Committee which must call a General Meeting of the Association to be held within 21 days after the date on which the Secretary received the notice or as soon as possible after that date.
38. Subject to section 50 of the Act, at a General Meeting of the Association convened under Clause 37:
  - 38.1. no business other than the question of the appeal shall be transacted;
  - 38.2. the Committee and the Member shall be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
  - 38.3. the Members present and entitled to Vote on a resolution of the Association shall vote by secret ballot on the question of whether the resolution made under Clause 33 should be confirmed or revoked.
39. If the meeting passes a resolution in favour of the confirmation of the resolution made under Clause 33, that resolution is confirmed.

### **DISPUTE RESOLUTION**

- 39A. WACT has a dispute resolution procedure which complies with the requirements of the Associations Incorporation Act 1991 (including section 65B of the Act), which is published on its website and available to members.

## **PART III – THE COMMITTEE**

### **MEMBERSHIP OF THE COMMITTEE**

40. The Committee shall comprise the following positions:
  - 40.1. five elected Committee Members (of which must consist the positions of President, Vice President, Secretary, Treasurer and Ordinary Member), elected in accordance with Clauses 44-50, and
  - 40.2. up to two Appointed Committee Members who are appointed in accordance with Clause 53.
41. There must be at least three elected Committee Members.

### **ELIGIBILITY**

42. A person who is bankrupt or who has been convicted, whether in or outside the ACT, of:
  - 42.1. an indictable offence in relation to the promotion, formation or management of a body corporate; or
  - 42.2. an offence involving fraud or dishonesty punishable by imprisonment for a period of 3 months or more;

is ineligible to be elected or appointed as a Committee Member, unless leave has been granted by the Supreme Court pursuant to section 63 of the Act, and permission is granted by all other Committee Members.

### **POWERS OF THE COMMITTEE**

43. The Committee, subject to the Act, this Constitution, and to any resolution passed by the Association in General Meeting:
  - 43.1. controls and manages the affairs of the Association; and
  - 43.2. may exercise all functions that may be exercised by the Association other than those functions that are required by these rules to be exercised by the Association in General Meeting; and

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- 43.3. has power to perform all acts and do all things that appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association including the power to determine any question of interpretation of this Constitution or By-laws made under it.

### ELECTION OF COMMITTEE MEMBERS

44. Nominations of candidates for election as Committee Members must:
- 44.1. be made in writing in the form prescribed by the Association from time to time, signed by one Member of the Association and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
- 44.2. be given to the Secretary of the Association not less than 14 days before the date fixed for the Annual General Meeting at which the election is to take place.

### ELECTION PROCESS

45. If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected and further nominations may be received at the Annual General Meeting.
46. If insufficient further nominations are received at the Annual General Meeting, any vacant positions remaining on the Committee are taken to be vacancies.
47. If the number of nominations received is equal to the number of vacancies to be filled, the people nominated are taken to be elected.
48. If the number of nominations received exceeds the number of vacancies to be filled, a secret ballot must be held.
49. The secret ballot for the election of Committee Members must be conducted at the Annual General Meeting in the way the Committee may direct.
50. A person is not eligible to simultaneously hold more than one position on the Committee.

### TERM OF OFFICE FOR COMMITTEE MEMBERS

51. Each member of the Committee holds office, subject to these rules, until the conclusion of the third Annual General Meeting following the date of the Committee Member's election, but is eligible for re-election.

### MAXIMUM TERM OF OFFICE

52. There is no maximum term of office, other than for the President who may serve a maximum of three consecutive terms as President. This does not affect the maximum term that person can serve as a Committee Member.

### APPOINTED COMMITTEE MEMBERS

53. In addition to the elected Committee Members, the Committee Members may themselves appoint up to two other Committee Members to address skill gaps on the Committee who shall have full voting rights upon their appointment.
54. Appointed Committee Members are eligible to be re-appointed at the discretion of the Committee. Appointed Committee Member appointments are to be re-confirmed by the Elected Committee members within two months of each Annual General Meeting.
55. A Committee Member appointed under Clause 53 may be removed from office by the Committee at their absolute discretion.

### REMUNERATION OF COMMITTEE MEMBERS

56. A Committee Member must not be paid for services as a Committee Member but, with the unanimous approval of the Committee, may be:
- 56.1. paid by the Association for services rendered to it; and
  - 56.2. reimbursed by the Association for their reasonable travelling, accommodation and other out of pocket expenses when engaged on the affairs of the Association.

### VACANCIES

57. For this Constitution, a vacancy in the office of a Committee Member happens if the Committee Member:
- 57.1. dies; or
  - 57.2. ceases to be a member of the Association; or
  - 57.3. resigns the office; or
  - 57.4. is removed from office under Clause 59; or
  - 57.5. becomes an insolvent under administration within the meaning of the Corporations Act 2001 (Cth); or
  - 57.6. suffers from mental or physical incapacity; or
  - 57.7. is disqualified from office under section 63 of the Act; or
  - 57.8. is absent without the consent of the Committee from all meetings of the Committee held during a period of 6 months.
58. If there is a vacancy on the Committee, then the remaining Committee Members may appoint a Member of the Association to fill the vacancy and the member so appointed holds office, subject to these rules, until the conclusion of the next Annual General Meeting after the date of the appointment.

### RESIGNATION OR DISMISSAL OF COMMITTEE MEMBERS

59. Subject to the requirements of the Act, the Members in General Meeting may by special resolution, remove any Committee Member from their position on the Committee before the end of the Committee Members term of office.
60. A Committee Member may resign from the Committee by providing notice of the resignation to the Secretary, or where it is the Secretary resigning, an alternative elected Committee Member.
61. A Committee Member shall be automatically deemed to have resigned from his or her office if the Committee Member:
- 61.1. is or is found to be ineligible to hold office under Section 63 of the Act; or
  - 61.2. is absent from three consecutive Committee meetings without the leave of the Committee.

### COMMITTEE MEETINGS

62. The Committee may meet together for conducting business, and may adjourn and otherwise regulate their meetings as they think fit.
63. The Committee must hold a minimum of four meetings in each calendar year.
64. Oral or written notice of a meeting of the Committee must be given by the Secretary to each member of the Committee at least 48 hours (or any other period that may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.
65. The simultaneous linking together by telephone or other electronic means of a number of the Committee Members sufficient to constitute a quorum, constitutes a meeting of the Committee under this Constitution.
66. A Committee Member participating in a meeting by telephone or other electronic means is to be taken to be present in person at the meeting.

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67. A meeting by telephone or other electronic means is to be taken to be held at the place determined by the Chairperson of the meeting provided that at least one of the Committee Members involved was at that place for the duration of the meeting.
68. The Committee may invite to participate in its meeting(s), or the meetings of its Subcommittees, but without a vote, for any period it deems fit, any person or persons whose assistance it considers of benefit to the Association.

### NOMINATING CHAIRPERSON

69. The President is entitled to preside as Chairperson of Committee meetings.
70. Where the President is absent or where the Committee otherwise agrees before the commencement of each Committee meeting, the Committee may nominate a Chairperson from among its number.
71. The Chairperson of the meeting of Committee Members has a casting vote.

### QUESTIONS DECIDED BY MAJORITY

72. Unless otherwise specified in the Act or in this Constitution, a question arising at a Committee meeting is to be decided by a majority of votes of the Committee Members present and entitled to vote and any such decision is for all purposes a determination of the Committee.

### QUORUM

73. Unless otherwise determined by the Committee, any three Committee Members constitute a quorum.
74. No business may be transacted by the Committee unless a quorum is present. If a quorum is not present within 30 minutes of the time appointed for the meeting, unless otherwise agreed by the Committee the meeting stands adjourned to the same place and at the same hour of the same day in the following week.

### PROXY AND VOTING

75. A Committee Member who is present at a Committee meeting as a proxy for another Committee Member has, in addition to their own vote, one vote for each absent Committee Member who would be entitled to vote if present at the meeting and for whom that person is a proxy.

### EFFECT OF VACANCY

76. The Committee may act despite a vacancy in their number.
77. If the number of Committee Members is reduced below the number required for a quorum, the remaining Committee Members may act only for the purpose of filling the vacancies to the extent necessary to bring their number up to the number required for a quorum or to convene a General Meeting.

### CONVENING MEETINGS

78. The President may, and the Secretary on the request of any two Committee Members must, convene a Committee meeting.

### SUBCOMMITTEES

79. The Committee may, in writing, create or establish or appoint from among its own Committee Members, the Members, or otherwise, one or more Subcommittees to carry out such duties and functions, and with such powers as the Committee determines as specified in the terms of any delegation, other than:

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- 79.1. this power of delegation; or
- 79.2. a function that is a function imposed on the Committee by the Act or by any law or resolution of the Association in General Meeting.

- 80. The Committee may continue to exercise any function delegated.
- 81. Powers delegated to and exercised by a Subcommittee are taken to have been exercised by the Committee.
- 82. The Committee may, in writing, revoke wholly or in part any delegation under Clause 79.

### CIRCULATING RESOLUTIONS

- 83. The Committee may pass a resolution without a Committee meeting being held if all of the Committee Members who are entitled to vote on the resolution respond in writing, electronic or otherwise, that they are in favour of the resolution set out in the document.
- 84. The resolution is passed when the last Committee Member responds in the affirmative.

### CONFLICTS

- 85. A Committee Member shall declare at the first possible meeting of Committee that Committee Member's interest in any matter in which any actual, potential or perceived conflict of interest may arise and unless otherwise determined by the Committee, must absent him or her self from discussion of such matter and shall not be entitled to vote in respect of such matter.
- 86. The Committee Member must disclose any direct or indirect pecuniary interest in a contract or proposed contract to which the Association is or may be a party.
- 87. In the event of any uncertainty in this regard, the issue shall immediately be determined by a vote of the Committee or, if this is not possible, the matter shall be adjourned or deferred to the next meeting. The Secretary shall maintain a register of declared interests.

### MINUTES

- 88. The Secretary must keep minutes of Committee meetings and each General Meeting.

### PUBLIC OFFICER

- 89. Unless otherwise agreed by resolution of the Committee, the Secretary will be the Public Officer of the Association for the purposes of the Act.

### BY-LAWS

- 90. The Committee may (by itself or by delegation to a Subcommittee) formulate, approve, issue, adopt, interpret and amend such By-laws, policies, procedures and regulations (collectively, "By-Laws") for the proper advancement, management and administration of the Association and the advancement of the Objects as it thinks necessary or desirable.
- 91. Such By-Laws must be consistent with this Constitution and the Act and to the extent of any inconsistency the Constitution and the Act shall prevail.
- 92. The Association in General Meeting may amend, repeal and replace any By- law made by the Committee.

### BY-LAWS BINDING

- 93. All By-Laws made under Clause 90 are binding on the Association and its Members.

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### NOTICES BINDING ON MEMBERS

94. Amendments, alterations, interpretations or other changes to By-Laws must be advised to Members by means of notices approved by the Committee and placed on the Association's website.

### SETTING ASIDE OR AMENDING BY-LAWS

95. Any By-Laws may be set aside or amended by the Committee or by a resolution passed at a General Meeting.

## PART IV – GENERAL MEETINGS

### GENERAL MEETINGS INCLUDING ANNUAL GENERAL MEETINGS

96. General Meetings (which include Annual General Meetings) of the Association are to be held according to the Act.
97. The Association must, at least once in each calendar year and within five months after the end of each financial year of the Association, call an Annual General Meeting of its members.

### POWER TO CONVENE GENERAL MEETING

98. The Committee may convene a General Meeting when they think fit and the Secretary must do so if requested in writing by a minimum of 5% of the Association's total membership, within 28 days of receiving such request by Members.

### NOTICE OF GENERAL MEETING

99. Notice of a General Meeting is required to be given to Members at least 21 days before the date fixed for holding a General Meeting and should also be published on the Association's website.
100. The Notice must specify that the meeting is a General Meeting and must state the place, date and time and the nature of the proposed business to be transacted at the meeting.
101. Business other than that included in the notice of the General Meeting shall only be considered if written notice of the business is given to the Secretary at least 14 days prior to the meeting.
102. Any Member wishing to move a motion at a General Meeting shall lodge a copy of the motion, seconded by any other Member, with the Secretary at least 14 days prior to the meeting.
103. The ordinary business of the Annual General Meeting shall include:
- 103.1. confirming the minutes of the last preceding Annual General Meeting;
  - 103.2. confirming the minutes of any Special General Meeting held since the last preceding Annual General Meeting;
  - 103.3. receiving reports from the Committee and the Auditor on the affairs of the Association during the last preceding Financial Year, as required by the Act;
  - 103.4. electing the Elected Committee (if required); and
  - 103.5. appointing Life Members (if required).

### CONDUCT AT GENERAL MEETINGS

104. A Committee Member is entitled to receive notice of and attend and speak at all General Meetings.
105. Unless otherwise agreed by the Committee, the President will preside as Chairperson at any General Meeting.
106. The Chairperson of a General Meeting:

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- 106.1. has charge of the general conduct of the meeting and of the procedures to be adopted;
  - 106.2. may require the adoption of any procedure which is in their opinion necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes; and
  - 106.3. may, having regard where necessary to the Act, terminate discussion or debate on any matter whenever they consider it necessary or desirable for the proper conduct of the meeting.
107. A decision by the Chairperson under this Clause is final.

### QUORUM

108. A quorum for the transaction of business at a General Meeting is at least 10% of the Association's total membership present and eligible to vote. If a quorum is present at the beginning of the meeting it is taken to be present throughout the meeting unless the Chairperson of the meeting (on his or her own motion or at the request of a Member who is present) declares otherwise.
109. No business shall be transacted by an Annual General Meeting unless a quorum is present and if, within thirty minutes after the time appointed for the meeting, a quorum is not present the meeting stands adjourned to such time and place as the Chairperson of the meeting shall determine. Notice of the time and place for the adjourned meeting shall be given by the Secretary to Members and to each Committee Member at least 48 hours (or such other period as may be unanimously agreed upon by those persons entitled to vote at the meeting) before the time appointed for the holding of the adjourned meeting.
110. If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the meeting, the Chairperson of the meeting will dissolve the meeting.

### VOTING

111. At any General Meeting, for the purpose of deciding any resolution each Member has one vote.
112. At any General Meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a secret ballot is demanded by any Member and the demand is not withdrawn.
113. A declaration by the Chairperson, or a scrutineer nominated by the Chairperson, that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes of the meetings of the Association is conclusive evidence of the fact.
114. Neither the Chairperson 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.
115. In the case of a tied vote on any resolution, the Chairperson of the meeting may exercise a casting vote. This vote will be in addition to any vote to which he or she is otherwise entitled.

### SECRET BALLOT

116. If a secret ballot is demanded by any Member, it must be conducted in a manner determined by the Chairperson and the result of the secret ballot is the resolution of the meeting at which the secret ballot was demanded.
117. A secret ballot demanded on the election of a Chairperson or on a question of adjournment must be taken immediately. In the absence of a Chairperson, the Secretary should act as scrutineer of the secret ballot.
118. A demand for a secret ballot may be withdrawn.
119. A demand for a secret ballot does not prevent the meeting continuing for the transaction of any business other than the question on which the secret ballot has been demanded.

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120. If there is a dispute as to the admission or rejection of a vote, the Chairperson of the meeting must decide it and their decision made in good faith is final and conclusive.

### APPOINTMENT OF PROXIES

121. Each member is entitled to appoint another member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting for which the proxy is appointed.
122. The notice appointing the proxy may be in the form determined by the Committee from time to time which will be available on the Association's website and otherwise made available upon request.

## PART V - FINANCES

### FINANCIAL YEAR

123. The Financial Year of the Association for accounting purposes shall commence on the 1st day of January each year and end on the 31st day of December in that same year.

### FINANCIAL ADMINISTRATION OF THE ASSOCIATION

124. The Committee will cause the accounts of the Association to be audited as required by and in compliance with the Act.
125. The Committee will set policies for the effective management of, and control over, the Association's finances.
126. Subject to any resolution passed by the Association in General Meeting, the funds of the Association must be used for the objects of the Association in the way that the Committee decides.
127. The Association shall maintain proper accounting records of all its financial transactions including accurate and up-to-date records of all income and expenditure and all moneys owed to or by the Association.

### FUNDS - SOURCE

128. Subject to section 114 of the Act and solely for furthering the objects and functions of the Association the funds of the Association shall be derived from fees, levies, annual subscriptions, grants, sponsorships, donations, income from investments, and subject to any resolution passed by the Committee, and subject to section 14 of the Act, such other sources as the Committee determines or a General Meeting determines.

### FUNDS – MANAGEMENT

129. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Committee or employees of the Association, being members of the Committee or employees authorised to do so by the Committee.
130. All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
131. The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

### ACCOUNTING RECORDS

132. The Association must:



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- 132.1. keep accounting records that correctly record and explain the transactions (including any transactions as trustee) and the financial position of the Association; and
- 132.2. keep its accounting records in such a way that:
  - 132.2.1. true and fair accounts of the Association can be prepared from time to time; and
  - 132.2.2. a statement of the accounts of the Association can conveniently and properly be audited in accordance with this part; and
  - 132.2.3. retain its accounting records in accordance with any legal requirements after the transactions to which they relate were completed.
- 133. Before the end of the period within which the Annual General Meeting is required to be held, the Committee must prepare a statement of the Association's accounts in accordance with the Act.

## **PART VI - MISCELLANEOUS**

### **COMMON SEAL**

- 134. The Association shall have a Common Seal as prescribed by the Act.
- 135. The Common Seal of the Association must be kept in the custody of the Secretary.
- 136. The Common Seal must not be attached to any instrument except by the authority of the Committee and the attaching of the Common Seal must be attested by the signatures of any two members of the Committee.

### **CUSTODY OF BOOKS AND INSPECTION OF DOCUMENTS**

- 137. Subject to the Act, the regulation and these rules, the Secretary must keep in his or her custody or under his or her control all records, books, and other documents relating to the Association.
- 138. Subject to any contrary direction of the Committee as to extent, time, place or conditions, be open to inspection, free of charge, by a Member of the Association during office hours.

### **INDEMNITY**

- 139. Every person who is or has been a Committee Member is entitled to be indemnified out of the property or assets of the Association against:
  - 139.1. every liability incurred by the person in that capacity; and
  - 139.2. 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:
  - 139.3. the Association is forbidden by statute to indemnify the person against the liability or legal costs; or
  - 139.4. an indemnity by the Association of the person against the liability or legal costs would, if given, be made void by statute; or
  - 139.5. the person acted illegally and fraudulently.
- 140. The Association 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 Committee Member, against liability incurred by the person in that capacity, including a liability for legal costs, unless:
  - 140.1. the Association is forbidden by statute to pay or agree to pay the premium; or
  - 140.2. the contract would, if the Association paid the premium, be made void by statute.

### **WINDING UP**

- 141. The Association may be wound up, deregistered or dissolved in accordance with the Act.
- 142. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any surplus assets or property, the same must not be paid to or distributed

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amongst the Members but must be paid to, or distributed to, an organisation or organisations, whether incorporated or unincorporated, having objects similar to the Objects and which prohibit the distribution of its or their income and property amongst its or their Members to an extent at least as great as is imposed on the Association in this Constitution.

143. The organisation referred to in Clause 142 is to be determined by the Members at or before the time of winding up, and if no such determination is made, by such judge of the Supreme Court of the Australian Capital Territory as may have or acquire jurisdiction for the matter.