

Australian Eight Ball Federation Limited
CONSTITUTION

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Constitution
Australian Eight Ball Federation Limited

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1. DEFINITIONS AND INTERPRETATIONS

1.1 Definitions

In this Constitution and in the Policies and By-Laws, unless the context requires otherwise:

AEBF means the Australian Eight Ball Federation Limited, the National Body for Eight-ball Pool in Australia;

Affiliated Member means a sport club or association Registered with a Member State and admitted to the Company under **clause 5.5** and the Policies.

AGM or Annual General Meeting means the annual General Meeting of the Company required to be held by the Company in each calendar year under the Act;

Appointed Director means a Director appointed by the Board following a process overseen by the Nominations Committee.

Australian Committee collectively means the two delegates currently appointed for each Member State.

Board means the **Directors** acting in the discharge of their responsibilities under this Constitution;

By-law means a by-law made under **clauses 7 and 19**;

Chairperson or Chair means the President;

Constitution means this Constitution as amended from time to time, and a reference to a particular clause is a reference to a clause of this Constitution;

Company means the Australian Eight Ball Federation Limited (ACN 677 122 217);

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

Delegate means a delegate appointed from time to time by a Member State;

Director means a director of the Company and includes Elected Directors and Appointed Directors;

Directors mean, as the case requires, all or some of the Directors acting together in accordance with their powers and authority under this Constitution;

Development Committee means office bearers of the Company who are not Directors;

Elected Director means a Director elected by the Voting Members at a General Meeting.

Finance, Audit and Risk Committee (FAR Committee) means the committee established under clause 18.4.

First Elected Directors mean the persons referred to in **clause 12.2(l)**;

General Meeting means a general meeting of the Members and includes the AGM;

IEPF means the International Eightball Pool Federation;

Independent Member (for Committee purposes) means a person who is not a current Director, employee, or office bearer of the Company or a Member State, and who has no material conflict of interest.

Intellectual Property means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the Company or any activity of or conducted, promoted or administered by the Company;

Life Member means a person admitted to the Company as a life member under **clause 5**;

Member means a person or entity admitted under **clause 5** and includes Member States, Life Members and Ordinary Members unless otherwise stated;

Member State means a State or Territory association admitted under **clause 5.3** and entitled to vote at General Meetings;

Nominated Director means a Director nominated under **clause 13**;

Nominations Committee means the committee established under clause 13.10 to oversee Director selection and to determine candidate suitability for election or appointment.

Objects mean the objects of the Company in **clause 2**;

Office Bearer means members of the Board or Development Committee as elected or appointed under the rules of this Constitution;

Ordinary Member means a person admitted to the Company as an Ordinary Member under **clause 5**;

Policy means a policy made under **clauses 7** and **19**;

President means the President of the Company elected pursuant to **clause 12**;

Registration means registration of a Member, such registration being in the form of a signed application form, whether in hard copy or by electronic means of acceptance and, in the case of Ordinary Members, their consent to membership of the Company as required by **clause 5**. **Registered** has a corresponding meaning;

Resolution means a general resolution passed by a majority of votes;

Secretary means a person elected as a company secretary of the Company by the Directors under **clause 12**;

Special Resolution has the same meaning as that given to it in the Act;

Sport means the sport of Eight-ball Pool as recognised and regulated by the World Body from time to time;

Sporting Power means the authority exercised by the Company in respect of Eightball Pool in Australia, subject to recognition by or affiliation with the IEPF;

State means the States of Australia, and shall also include each of the Northern Territory and the Australian Capital Territory;

Statutes and Regulations mean the statutes and regulations of the World Body in force from time to time;

Sub-committee means a sub-committee established by the Board under **clause 18**;

Telecommunication Meeting means a meeting held by telephone, video, any other technology (or any combination of these technologies), which permits each Director at a meeting of the Board or each Voting Member at a meeting of Members to communicate with any other participant;

Voting Member means a Member State entitled to voting rights in accordance with **clause 5**; and

World Body means IEPF.

1.2 Interpretation

In this Constitution and in the Policies and By-Laws, unless the context requires otherwise:

- (a) **(presence of a Member)** a reference to a Member present at a General Meeting means the Member present in person or by Proxy, Attorney or Representative;
- (b) **(document)** a reference to a document or instrument includes any amendments made to it from time to time and, unless the contrary intention appears, includes a replacement;
- (c) **(gender)** words importing any gender include all other genders;
- (d) **(person)** the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
- (e) **(successors)** a reference to an organisation includes a reference to its successors;
- (f) **(singular includes plural)** the singular includes the plural and vice versa;
- (g) **(instruments)** a reference to a law includes regulations and instruments made under it;
- (h) **(amendments to legislation)** a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by a State or the Commonwealth or otherwise;
- (i) **(include)** the words include, includes, including and for example are not to be interpreted as words of limitation;
- (j) **(signed)** where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in

relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions or in any other manner approved by the Board;

- (k) **(writing)** writing and written includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise; and
- (l) **(headings)** headings are inserted for convenience and do not affect the interpretation of this Constitution.

1.3 Corporations Act

- (a) In this Constitution, unless the context requires otherwise, an expression in a provision of this Constitution that deals with a matter dealt with by a provision of the Corporations Act, has the same meaning as in that provision of the Corporations Act.
- (b) The replaceable rules under the Corporations Act are displaced except to the extent that this Constitution is silent on a matter, in which case the replaceable rules apply to the extent permitted by law.

1.4 Type of Company

- (a) The Company is a not-for-profit public company limited by guarantee.
- (b) The Company has been established to assume the functions previously carried on by the incorporated association known as the Australian Eight Ball Federation Incorporated. Assets, liabilities, contracts and records will transfer only in accordance with applicable law and approved transfer instruments.
- (c) Contributions on winding up are dealt with in clause 24.

2. OBJECTS

The Company is committed to the representation of Australian Eight Ball Pool internationally through affiliation and recognition of the IEPF and other similar bodies. IEPF is the international sporting authority entitled to make and enforce regulations for the encouragement and oversight of the Eight-ball Pool. So that the above authority may be exercised in a fair and equitable manner, IEPF have drawn up Statutes and Regulations governing Eight-ball Pool.

Each national federation, including the Company, affiliated to IEPF, is presumed to acquiesce to and be bound by the Statutes and Regulations of the IEPF and other similar bodies. Subject to such acquiescence and restraint, one single national entity in each country is recognised by the IEPF as the sole national Sporting Power for the enforcement of the Statutes and Regulations of Eight-ball Pool in that country. The Company has been so recognised by IEPF and delegated by IEPF with exercising the Sporting Power in Australia.

The Objects of the Company shall be to:

- (a) adopt and exercise the Sporting Power as the national federation for Eight-ball Pool in Australia and to act as the sole Australian affiliated member of IEPF in accordance with the Statutes and Regulations;
- (b) conduct, encourage, promote, advance, coordinate and manage all levels of Eight-ball Pool in Australia with Members and others;
- (c) to support and co-ordinate the education, training and coaching activities of the Sport and encourage competitors, which may include the delivery of such programs;
- (d) adopt, formulate, issue, interpret and amend Policies and By-laws for the oversight and conduct of Eight-ball Pool in Australia;
- (e) encourage the provision and development of appropriate facilities for participation in Eight-ball Pool;
- (f) maintain and enhance standards, quality and reputation of Eight-ball Pool for the collective and mutual benefit and interests of members and Eight-ball Pool;
- (g) promote and regulate the sport of Eight-ball Pool in Australia;
- (h) be the only body entitled to prepare and enter Australian players and teams in international Eight-ball Pool competitions;
- (i) promote, regulate, manage and conduct Eight-ball Pool events, competitions and championships, including the Australian Eight-ball Pool Championships;
- (j) encourage and promote widespread participation in Eight-ball Pool and physical activity;
- (k) use and promote the Intellectual Property;
- (l) have regard to the public interest in its operations;
- (m) to affiliate with other organisations for the betterment of the sport of Eight-ball Pool; and
- (n) undertake other actions or activities necessary, incidental or conducive to advance these Objects

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 section 124 of the Corporations Act.

4. INCOME AND PROPERTY OF COMPANY

4.1 Sole Purpose

The income and property of the Company will only be applied towards the promotion of the Objects of the Company.

4.2 Payments to Members

No income or property will be paid or transferred directly or indirectly to any Member except for payments to a Member:

- (a) as prizes won in any event conducted by the Company; or
- (b) in return for any authorised services rendered or goods supplied in the ordinary and usual course of business to the Company; or
- (c) as reimbursement for authorised expenses incurred by the Member on behalf of the Company; or
- (d) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent; or
- (e) of reasonable rent for premises let to the Company by them.

5. MEMBERSHIP

5.1 Categories of Members

Members of the Company shall fall into one of the following categories:-

- (a) Member States which, subject to this Constitution, shall have the right to receive notice of, attend and vote at General Meetings;
- (b) Life Members who, subject to this Constitution, shall have the right to receive notice of and attend, but not vote at, General Meetings;
- (c) Ordinary Members are entitled to receive notice of General Meetings and Member communications, and attend but do not have voting rights unless expressly conferred by this Constitution.

5.2 Admission of Members

A person or body will become a Member, only upon:-

- (a) meeting the criteria applicable to the relevant category of membership set out in this Constitution; and
- (b) submitting an application, which is accepted by Board, or otherwise acknowledging in a manner approved by the Board that the Member undertakes to:
 - (i) be bound by this Constitution, the Statutes and Regulations and the Policies and By-laws (including Policies and By-laws specific to the relevant category of Membership);
 - (ii) pay the fees and subscriptions determined to apply to the Member under **clause 9**; and
 - (iii) support the Company in the encouragement and promotion of the Objects.

The Board will direct the Secretary to record the names of the Members and the date on which they became a member, in a register of Members kept by the Board together with some or all of such details as it may require including, a street address, an email address and a contact telephone number,

5.3 Members States

- (a) The Company will recognise only one entity in each State (**Member State**) as the controlling body responsible for ensuring the efficient administration of Eight-ball Pool in that State in accordance with the Objects. Member States must be legal entities.
- (b) Unless otherwise determined by the Company, and subject always to **clause 5.2**, at the time of adoption of this Constitution, the Member States of the Company are those entities which are currently recognised by the Company as the recognised controlling body for Eight-ball Pool in their respective State, namely:-
 - (i) Australian Capital Territory Eight Ball Association Incorporated;
 - (ii) Eight Ball Association of South Australia Incorporated;
 - (iii) Northern Territory Eight Ball Association Incorporated;
 - (iv) The Queensland Eight Ball Federation Incorporated;
 - (v) NSW 8 Ball Federation Incorporated;
 - (vi) Eightball Tasmania Incorporated;
 - (vii) Pool Victoria Incorporated; and
 - (viii) The West Australian Eight-Ball Federation Incorporated.
- (c) Each Member State will:
 - (i) have objects that are substantially aligned with the Objects of the Company and operate consistently with that alignment;
 - (ii) effectively promulgate and enforce the Constitution and Policies and By-laws of the Company and the Statutes and Regulations;
 - (iii) at all times act in the best interests of the Company, the Members and Eight-ball Pool;
 - (iv) be responsible and accountable to the Company for fulfilling its obligations under the Company's strategic plan as revised from time to time;
 - (v) provide the Company with copies of its audited accounts, annual report and associated documents immediately following its Annual General Meeting;
 - (vi) provide the Company with copies of its business plans and budgets from time to time and within 14 days of a request by the Board;

- (vii) be bound by this Constitution and the Policies and By-laws and the Statutes and Regulations;
 - (viii) act in good faith to maintain and enhance the Company and Eight-ball Pool, its standards, quality and reputation for the collective and mutual benefit of the Members and Eight-ball Pool;
 - (ix) at all times operate with and promote mutual trust and confidence between the Company and the Members, promoting the economic and the Sporting success, strength and stability of each other and working cooperatively with each other in the pursuit of the Objects;
 - (x) maintain a database of all clubs, officials and members registered with it in accordance with the Policies and By-laws and provide a copy to the Company upon request from time to time by the Board by such means as may be required;
 - (xi) not do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of Eight-ball Pool and its maintenance and development; and
 - (xii) where a Member State becomes insolvent, the Company may, at the request of that Member State or its Members, assist in coordinating transitional arrangements. In this event the Member State or its Members agree to cooperate with the Company in addressing those issues in whatever manner, including by:
 - (A) allowing the Company to appoint an administrator to conduct and manage its business and affairs; or
 - (B) allowing the Company itself to conduct all or part of the business or affairs of the relevant Member State,
 and on such conditions as the Company considers appropriate.
- (d) **Constitutions of Member States**
- (i) Each Member State shall take all steps necessary to ensure its constituent documents conform, and amendments conform, with this Constitution and the Policies, subject to any prohibition or inconsistency in any legislation applicable to that Member State.
 - (ii) The constituent documents of the Member State shall be consistent between the constitution of the Member State and this Constitution, without conferring approval or veto rights.
 - (iii) Any Member State must submit their Constitution for approval prior to affiliation with the AEBF.
 - (iv) It shall be the duty of the Company to approve, without delay, such constituent documents and proposed amendments to constitution documents as may be submitted by Member States provided that said constituent documents and proposed amendments conform to this Constitution, Policies and By-laws.

- (v) If the constituent documents do not conform to this Constitution, Policies, or By-laws, the relevant Member State shall, without delay, take all steps necessary to address the inconsistency so that those documents conform to this Constitution, Policies and By-laws.
- (vi) For the avoidance of doubt, if any inconsistency remains between the constituent documents of a Member State and this Constitution, Policies or By-laws, then this Constitution, Policies and By-laws shall prevail to the extent of that inconsistency.
- (vii) The constituent documents of a Member State must require the Member State to:
 - (A) advise the Company as soon as practicable of any serious administrative, operational or financial difficulties the Member State is having;
 - (B) assist the Company in investigating those issues; and
 - (C) cooperate with the Company in addressing those issues in whatever manner, including by allowing the Company to appoint an administrator to conduct and manage the Member State's business and affairs, or to allow the Company itself to conduct all or part of the business or affairs of the Member State and on such conditions as the Company considers appropriate.
- (e) The Board may develop and implement Policies and By-laws which may set out the membership criteria to be met by Member States and the obligations, privileges and benefits of Member State membership in addition to those set out in this Constitution.

5.4 Life Members

- (a) Life Membership is the highest honour that can be bestowed by the Company for longstanding and valued service to Eight-ball Pool in Australia.
- (b) Any Member may forward a proposed nomination to the Board for its consideration.
- (c) On the nomination of the Board, any individual may be nominated as a Life Member at any AGM by Special Resolution, subject to that individual completing an application in accordance with **clause 5**.
- (d) Nominations for Life Membership shall include a written report outlining the history of services of any nominee, together with comments on the suitability of the honour.
- (e) The Policies and By-laws may set out:
 - (i) the categories of Life Membership which exist;
 - (ii) the criteria to be met by each category of Life Member; and
 - (iii) the obligations, privileges and benefits of each category of Life

Member in addition to those set out in this Constitution.

- (f) A person may be posthumously recognised as a Life Member.
- (g) Subject to **clause 5**, at the time of adoption of this Constitution, the current living Life Members of the Company are the persons listed in Schedule 1 to this Constitution.

5.5 Ordinary Members

- (a) No individual shall be Registered with the Company as an Ordinary Member except in accordance with this **clause 5**. The Board may in its absolute discretion:-
 - (i) refuse to accept a person as an Ordinary Member only where the relevant Member State has been consulted and the refusal is reasonably necessary to protect the integrity of the Company or the Sport; and/or
 - (ii) revoke a person's status as an Ordinary Member only where it reasonably considers it to be in the best interests of the Company. The Board must provide written reasons and afford the affected person a right of appeal in accordance with this Constitution or the Policies.
- (b) Subject to **clause 5.5(a)**, every individual member of a Member State is deemed to be an Ordinary Member of the Company and is subject to the provisions of this Constitution, its Policies and By-laws.
- (c) In addition to the effect of membership set out in **clause 5.2**, an Ordinary Member must comply with this Constitution and the Policies and By-laws and support the Company and the Objects.
- (d) An Ordinary Member is entitled to any benefits of membership prescribed to apply to Ordinary Members in the Policies and By-laws.
- (e) The Board may develop and implement Policies and By-laws which may set out the membership criteria to be met by Ordinary Members and the obligations, privileges and benefits of Ordinary Members' membership in addition to those set out in this Constitution.

5.6 General

- (a) The Company must keep a register of all Members in accordance with the Act and as otherwise determined by the Board.
- (b) Subject to the Corporations Act and applicable law, a former Member has no proprietary interest in the Company and is not entitled to a refund of fees or contributions.
- (c) Membership is personal to each Member. No Members shall, or shall purport to, assign the rights comprising or associated with membership to any other person and any attempt to do so shall be void.
- (d) A Member must always treat all other Members, Directors, and all the staff,

contractors and representatives of the Company with respect and courtesy.

- (e) A Member must not act in a manner unbecoming of a Member or prejudicial to the Objects or to the interests of the Company or Eight-ball Pool, or both.

5.7 Limited Liability

The liability of each Member is limited to the amount of the guarantee undertaken by that Member under **clause 24**.

6. CESSATION OF MEMBERSHIP

6.1 Cessation

A person ceases to be an Ordinary Member on:

- (a) their resignation;
- (b) if they cease to be registered as a Member with a Member State;
- (c) death;
- (d) the termination of their membership according to this Constitution, Policies or By-laws;
- (e) if it is a body corporate then upon being dissolved or otherwise ceasing to exist; and
- (f) without limiting the foregoing:
 - (i) in the case of Members who are not Members States, that Member no longer meeting the requirements for membership according to **clause 5**; and
 - (ii) in the case of Members who are Members States, that Member ceasing to be a Member in accordance with **clause 8**.

6.2 Resignation

For the purposes of **clause 6.1(a)**, a Member may resign as a member of the Company by giving 14 days written notice to the Secretary. Where a Member State seeks to resign as a member of the Company the written notice must be accompanied by a copy of the special resolution passed by the Member State's members resolving that the Member State resign from the Company.

Any resigning Member or Member State shall be liable for any outstanding fees and fines which may be recovered as a debt due to the Company.

6.3 Forfeiture of Rights

A Member who or which ceases to be a Member shall forfeit all right in and claim upon the Company, the Board or a Director for damages or otherwise, or claim upon the Company's property including the Intellectual Property.

7. GRIEVANCES AND DISCIPLINE OF MEMBERS

7.1 Jurisdiction

All Members agree to submit grievances via the processes established under this Constitution and its Policies.

7.2 Policies

- (a) The Board may adopt or make a Policy or Policies for the:
- (i) hearing and determination of grievances by any Member who feels aggrieved by a decision or action of the Company, a Member State or an Ordinary Member;
 - (ii) hearing and determination of disputes between Members relating to the conduct or administration of Eight-ball Pool;
 - (iii) discipline of Members;
 - (iv) formation and administration of an appeals tribunal which must be independent of any party before it, on the matter which is the subject of the appeal in question; and
 - (v) termination of the membership of a Member (except in respect of Member States).
- (b) The Board in their sole discretion may refer an allegation (which in the opinion of the Board is not vexatious, trifling or frivolous) by a complainant (including a Director or a Member) that a Member has:
- (i) breached, failed, refused or neglected to comply with a provision of this Constitution, the Policies or By-laws or any other resolution or determination of the Board or any duly authorised sub-committee; or
 - (ii) acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of the Company or Eight-ball Pool, or both; or
 - (iii) prejudiced the Company or Eight-ball Pool or brought the Company or Eight-ball Pool or themselves into disrepute,
- for investigation or determination either under the procedures set down in the Policies or By-laws or by such other procedure and/or persons as the Board considers appropriate.
- (c) During any investigatory or disciplinary proceedings under this **clause 7**, the Board may determine that ongoing participation in Eight Ball Pool at any level is not appropriate pending determination of the matter.
- (d) The Board may include in any Policy or Policies or By-laws a final right of appeal to itself or to an independent body outside the control of Eight-ball Pool.
- (e) Any disciplinary or grievance process established under this **clause 7** must

include:

- (i) providing written notice of allegations;
 - (ii) a reasonable opportunity to respond;
 - (iii) an unbiased decision-maker;
 - (iv) written reasons for any decision; and
 - (v) a right of appeal.
- (f) Interim suspensions during any disciplinary or grievance process may only be imposed where reasonably necessary to protect the Company or the Sport.

8. TERMINATION OF MEMBERSHIP OF A MEMBER STATE

8.1 Sanctions for Discipline of Member States

Without limiting matters that may be referred to in the Policies or By-laws, any Member State that is determined by the Board to have acted in a manner set out in **clause 7.2(b)** shall be liable to the sanctions set out in that Policy or By-law, including termination of membership (which shall only take place in accordance with the procedure set out in this **clause 8**).

8.2 Termination of Membership of Member States

- (a) No recommendation can be made by the Board under this clause 8 unless all avenues of appeal available to the relevant Member State under the Policies and By-laws have been exhausted.
- (b) Subject to compliance with clause 8.2(a) (and the Policies and By-laws), the Board may recommend to a General Meeting to terminate the membership of a Member State. Before a resolution to terminate a Member State is put to the Members, the affected Member State must be given written notice of the grounds, a reasonable opportunity to respond, and access to an independent appeal process prescribed by this Constitution and described in any policies.
- (c) Upon recommendation from the Board and exhaustion of all appeal processes under clause 8.2(b), a General Meeting may, by Special Resolution, terminate the membership of a Member State.
- (d) The Member State that is the subject of the recommendation of termination shall not be entitled to vote on the motion.
- (e) Where the membership of a Member State is terminated in accordance with this clause 8.2, the Board may admit another body, which meets the requirements in clause 5.3(a), as the Member State to represent the relevant State.

9. FEES AND SUBSCRIPTIONS

9.1 Membership Fee

- (a) The Board must determine from time to time:
 - (i) the amount (if any) payable by an applicant for membership;
 - (ii) the amount of the annual subscription fee payable by each Member, or any category of Members;
 - (iii) any other amount to be paid by each Member, or any category of Members, whether of a recurrent or any other nature; and
 - (iv) the payment method and the due date for payment.
- (b) Each Member must pay to the Company the amounts determined under this **clause 9** in accordance with **clause 9.1(a)(iv)**.

9.2 Non-Payment of Fees

The right of a Member or Member State to attend and vote at a General Meeting is suspended while the payment of any of the following are in arrears by greater than 30 days:

- (a) any subscription
- (b) any other amount determined under **clause 9**
- (c) any other monies owing to the Company, including fines

9.3 Deferral or reduction of subscriptions

- (a) The Board 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 Board is satisfied that:
 - (i) there are reasonable grounds for doing so;
 - (ii) the Company will not be materially disadvantaged as a result; and
 - (iii) the Member agrees to pay the deferred or (if greater than zero) the reduced subscription or other amount within a time fixed by the Board.
- (b) If the Board defers or reduces a subscription or other amount payable by a Member under this **clause 9.3**, that Member will retain their rights to attend and vote at a General Meeting, unless otherwise specified by the Board.

10. GENERAL MEETINGS

10.1 Annual General Meeting

AGMs of the Company are to be held:

- (a) according to the Act; and

- (b) in conjunction with the Australian Championships at a date and venue determined by the Board, but in any event by no later than 30 November in any given year.

10.2 Power to convene General Meeting

- (a) The Board may convene a General Meeting when they think fit and must do so if required by the Act.
- (b) If at least two State Members request a General Meeting, then the Board must convene the meeting as soon as possible.

10.3 Notice of a General Meeting

- (a) Notice of a General Meeting of Members must be given:
 - (i) to all Members entitled to attend the General Meeting, the Directors, and the auditor of the Company; and
 - (ii) in accordance with clause 21 and the Act.
- (b) At least 45 days prior to the proposed date of the AGM, the Secretary will request from Voting Members and Directors notices of motion, which must be received no less than 28 days prior to the AGM.
- (c) At least 21 days' notice of the time and place of a General Meeting must be given to the Members, together with:
 - (i) all information required to be included in accordance with the Corporations Act;
 - (ii) in the case of a proposed Special Resolution, the intention to propose the Special Resolution and the terms of the proposed Special Resolution;
 - (iii) where applicable, any notice of motion received from any Voting Member or Director; and
 - (iv) where applicable, a list of all nominations received for positions to be filled at the relevant General Meeting.

10.4 No other business

No business other than that stated in the notice of meeting may be determined, however other matters may be discussed if time allows at a General Meeting.

10.5 Cancellation or postponement of General Meeting

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

- (a) Members according to the Corporations Act;
- (b) the Board at the request of Members; or

- (c) a Court.

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

10.7 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.

10.8 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 **clause 11.8** or the Corporations Act.

10.9 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.

10.10 Representative, Proxy or Attorney at postponed General Meeting

Where:

- (a) by the terms of an instrument appointing a Representative, Proxy or Attorney that appointed person is authorised to attend and vote at a General Meeting on behalf of the appointing Member 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 appointing that appointed person, 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.

10.11 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.

10.12 Right to appoint a Representative

Each Voting Member is entitled to appoint an individual as their Representative to attend General Meetings (provided that the Voting Member has not appointed a Proxy under clause 10.13) and to exercise the powers of the Voting Member in relation to resolutions to be passed at that meeting.

10.13 Right to appoint Proxy

- (a) A Voting Member entitled to attend a General Meeting of the Company is entitled to appoint a person as their Proxy to attend the meeting in their place in accordance with the Act.
- (b) A Proxy may be revoked by the appointing Member at any time by notice in writing to the General Secretary.

10.14 Form of Proxy

The instrument appointing a Proxy shall be in a form determined by the Board from time to time provided it complies with the requirements of the Act.

10.15 Attorney of Member

A Member may appoint an Attorney to act on the Member's behalf at all or any meetings of the Company.

10.16 Lodgement of Proxy or Attorney documents

- (a) A Proxy or Attorney may vote at a General Meeting or an adjourned or postponed meeting (as the case may be) only if the instrument appointing the Proxy or Attorney, and the original or a certified copy of the power of attorney or other authority (if any) under which the instrument is signed, are received by the General Secretary:
 - (i) at the office, the facsimile number at the office or at such other place, facsimile number or electronic address specified for that purpose in the notice of meeting; and
 - (ii) at least 48 hours before the scheduled commencement time for the meeting or adjourned or postponed meeting (as the case may be) at which the person named in the instrument proposes to vote. The scheduled commencement time is as specified in the notice of meeting.
- (b) An undated proxy is taken to be dated on the day that it is received by the Company.

10.17 Authority given by appointment

- (a) Unless the terms of the appointment specify to the contrary, an appointment by a Voting Member confers authority on a Proxy, Attorney or Representative:
 - (i) to agree to a General Meeting being convened by shorter notice than is required by the Act or by this Constitution;
 - (ii) to speak to any proposed resolution; and
 - (iii) to demand or join in demanding a poll on any resolution.
- (b) Unless the terms of the appointment specify to the contrary, even if the instrument of appointment refers to specific resolutions and directs the Proxy, Attorney or Representative on how to vote on those resolutions, the appointment is taken to confer authority:
 - (i) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;
 - (ii) to vote on any procedural motion; and
 - (iii) to act generally at the meeting.
- (c) Unless the terms of the appointment specify to the contrary, if the instrument of appointment refers to a specific meeting to be held at a specified time or venue and the meeting is postponed or adjourned or changed to another venue, then the appointment confers authority to attend and vote:
 - (i) at the postponed or adjourned meeting; or
 - (ii) at the new venue.
- (d) An appointment of a Proxy may be a standing Proxy - that is, the appointment under the proxy remains valid until it is revoked by the Voting Member that made the appointment.
- (e) The instrument appointing a Proxy may provide for the Chairperson to act as Proxy in the absence of any other appointment or if the person or persons nominated fails or fail to attend the meeting.
- (f) The instrument appointing a Proxy may direct the manner in which the Proxy is to vote in respect of a particular resolution.

11. PROCEEDINGS AT GENERAL MEETING

11.1 Number for a quorum

The number of Member States who must be present and eligible to vote for a quorum to exist at a General Meeting is six.

11.2 Requirement for a quorum

An item of business may not be transacted at a General Meeting unless a quorum is present at the commencement of, and remains throughout, the General Meeting.

11.3 Quorum and time

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

- (a) if convened by, or on requisition of, Members, is dissolved; and
- (b) in any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place

11.4 Adjourned meeting

If a quorum is not present within 30 minutes after the time appointed for the commencement of the adjourned meeting, those Members then present shall constitute a quorum.

11.5 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 commencement of the meeting, or is unable or unwilling to act or continue to act, the following may preside as chair (in order of entitlement):
 - (i) The Vice-President; or
 - (ii) a Representative, Proxy or Attorney of a Voting Member who is entitled to vote and is chosen by a majority of the Voting Members present.

11.6 Conduct of General Meetings

- (a) The Chair:
 - (i) has charge of the general conduct of the meeting and of the procedures to be adopted;
 - (ii) may require the adoption of any procedure which in his or her 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 Act, terminate discussion or debate on any matter whenever he or she considers it necessary to ensure discussion and conduct aligns with the Corporations Act, policies and meeting procedures.
- (b) A decision by the Chair under this clause 11.6 is final.

11.7 Adjournment of General Meeting

- (a) The Chair may, with the consent of any General Meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting.
- (b) The adjournment may be either to a later time at the same meeting or to an

adjourned meeting at any time and place agreed by vote of the Voting Members present.

- (c) Only unfinished business is to be transacted at a meeting resumed after an adjournment.

11.8 Notice of adjourned meeting

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

11.9 Questions decided by majority

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

11.10 Equality of votes

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

11.11 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 a resolution.

11.12 Poll

- (a) If a poll is properly demanded in accordance with the Act or by the Chair of the meeting, 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 General Meeting continuing for the transaction of any business other than the question on which the poll was demanded.

11.13 Objection to voting qualification

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

11.14 Chair to determine any poll dispute

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

11.15 Electronic voting

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

12. VOTES OF MEMBERS

12.1 Votes of Members

- (a) At a General Meeting, on a show of hands and on a poll, each of the Voting Members shall have the votes set out in this **clause 12.1**.
- (b) Each Member State shall have a maximum of one vote.
- (c) The Board shall have only one vote to be exercised collectively.
- (d) No Member other than Member States and the Board shall be entitled to vote at General Meetings.

12.2 Election of a Director

- (a) The Voting Members shall, at each AGM, elect the Directors of the Board comprising a President, Vice-President, Secretary, Treasurer and Administrator for positions whose term is up for election.
- (b) Directors not standing for position must notify the Secretary of the AEBF six weeks prior to AGM to allow other interested people to nominate for Board and Development Committee positions.
- (c) Any Ordinary Member shall be eligible for election as a Director.
- (d) Persons nominating for any Director position should do so in writing at least 28 days prior to the AGM or any such General Meeting called for that purpose.
- (e) The Nominations Committee, as established under clause 13.10, shall assess nominations for any Director position and recommend eligible candidates for potential election or appointment to the Board.
- (f) Notice of all persons seeking election to the Board shall be given to all

members of the Australian Committee with the notice calling the meeting at which the election is to take place in accordance with clause 10.3(c).

- (g) In the event that there is no successful nomination for the office of President at an AGM, the Board shall fill the casual vacancy and shall appoint one of the Board as the President for a term not to exceed one (1) year and/or until the next Annual General Meeting.
- (h) If any Nominated Director or Elected Director of the Council is elected as President under the previous sub-clause he shall forthwith resign from any other position as an Elected Director within 3 months.
- (i) Any Board or Development Committee position that becomes vacant during a term but at a time which is 3 months or less before the next AGM shall be filled at the discretion of the Board.
- (j) Any Board or Development Committee position that becomes vacant during a term where there is 3 months or more before the next AGM, shall be filled at the discretion of the Australian Committee, by vote or at a meeting called for that purpose.
- (k) The Immediate Past President may attend at Board meetings at their own expense (unless that expense is otherwise approved by the Board) in an ex officio capacity for a period of one year after the conclusion of his/her term of office. The Immediate Past President shall not be entitled to vote at any Board meeting.
- (l) The First Elected Directors shall be:
 - (i) President – Travis Crawley elected 2024 AGM;
 - (ii) Vice President – to be elected 2025 AGM;
 - (iii) Secretary – Mark McAleer elected 2024 AGM;
 - (iv) Treasurer – Melissa Crawley elected 2024 AGM; and
 - (v) Administrator – Stephanie Crawford elected 2024 AGM.

12.3 Election of Development Committee

- (a) The voting members of Australian Committee shall, at each AGM, elect the officers of the Development Committee comprising Media Officer, Junior Development Officer, Promotional Coordinator, Director of Rules and Umpiring, Coaching Director and Tournament Director for positions whose term is up for election, see 12.4 (a).
- (b) Office Bearers not standing for position must notify the Secretary of the AEBF six weeks prior to AGM to allow other interested people to nominate Development Committee positions.
- (c) Persons holding Development Committee positions are to present a written report of their activities at each AGM and when otherwise required by the Board.

- (d) The first Elected Development Committee positions shall be
 - (i) Media Officer – Vacant;
 - (ii) Junior Development Officer – Kelvin Lee elected 2024 AGM;
 - (iii) Promotional Coordinator – to be elected 2025 AGM;
 - (iv) Director of Rules and Umpiring – to be elected 2025 AGM;
 - (v) Coaching Director – Gregg Dingle elected 2024 AGM; and
 - (vi) Tournament Director - to be elected 2025 AGM.

12.4 Director and Development Committee Terms

Office Bearers are elected for a one or two year term in the following manner:

- (a) 2 Year Term - Even Years: - President, Treasurer, and Administrator, Coaching Director, Media Officer, Promotional Coordinator and Tournament Director.
- (b) 2 Year Term - Odd Years: - Vice President, Secretary, Junior Development Officer, and Director of Rules and Umpiring.
- (c) 1 Year Term - Junior Host State President and Senior Host State President to be elected each year on the Development Committee. Junior Host President term will commence at the AGM and conclude at the following Mid-Year general meeting. Senior Host Presidents term will commence at the Mid-Year general meeting and conclude at the AGM.
- (d) Staggered terms – Director terms are to be staggered so that, as near as practicable, one half of the Directors retire at each AGM to promote renewal while maintaining corporate memory.
- (e) Maximum tenure – A Director (whether elected or appointed) must not hold office for more than ten (10) consecutive years.
- (f) Cooling-off period – A person who has served the maximum tenure is ineligible to be appointed or elected as a Director again until at least three (3) years have elapsed.

12.5 Resolutions not in General Meeting

- (a) If all Voting Members 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 Council held at the time on which the document was signed by the last Voting Member entitled to vote.
- (b) For the purposes of **clause 12.5(a)**, two or more separate documents containing statements in identical terms, each of which is signed by one or more Voting Members, are deemed together to constitute one document containing a statement in those terms signed by those Voting Members on the respective days on which they signed the separate documents.

- (c) A facsimile transmission or other form of visible or other electronic communication under the name of a Voting Member is deemed to be a document in writing signed by that Voting Member for the purpose of this clause.

13. DIRECTORS

13.1 Number and Composition of Directors

- (a) The Board will comprise not fewer than five (5) and not more than nine (9) Directors.
- (b) A majority of Directors must be elected by the Voting Members (Elected Directors).
- (c) The remaining Directors (Appointed Directors) will be appointed by the Board following a process overseen by the Nominations Committee.
- (d) Appointed Directors must comprise not less than twenty-one percent (21%) and not more than forty percent (40%) of the Board, with the Board to use best endeavours to maintain the proportion at or near forty percent (40%) while ensuring that a majority of Directors remain elected.

13.2 Eligibility & Roles (clarification)

- (a) For the period from the date of this Constitution a person who is an employee of the Company or a Member State (each a disqualifying position) may not hold office as a Director:
- (b) A Director who accepts a disqualifying position must notify the other Directors of that fact immediately and is deemed to have vacated office as a Director from the date of the acceptance of the disqualifying position.
- (c) A person nominated or elected as a Director at the time of holding a disqualifying position must resign from that disqualifying position within 30 days or resign as a Director.
- (d) The Board may determine position or role descriptions and the necessary qualifications for Director positions
- (e) Skills and diversity – In selecting and recommending candidates, the Nominations Committee and Board will have regard to a Board skills matrix, diversity and inclusion objectives, and any gaps identified through Board evaluation.

13.3 Office held until end of meeting

A retiring Director holds office until the end of the Annual General Meeting at which that Director retires but, subject to the requirement of this Constitution, is eligible for re-nomination or re-election as the case may be.

13.4 Casual vacancy in ranks of Nominated Directors

- (a) The Directors may at any time appoint a person to fill a casual vacancy in the rank of Elected Director.

- (b) A person appointed under **clause 13.4(a)** holds office for the remainder of the vacating Director's term and shall be eligible for election to the Board without nomination at the next AGM.

13.5 Remuneration of Directors

Subject to **clause 13.6**, a Director must not be paid for services as a Director but, with the prior minuted approval of the Board and subject to the Act, may be:-

- (a) paid by the Company for services rendered to it other than as a Director; and
- (b) reimbursed by the Company for their reasonable travelling, accommodation and other expenses when:
 - (i) travelling to or from meetings of the Company, the Board, or a sub-committee; or
 - (ii) otherwise engaged in the affairs of the Company.

13.6 Honorarium

The Company may in General Meeting by ordinary resolution determine to pay a Director in arrears an ex-gratia payment, but no payment shall be made until the same has been expressly authorised by the Company at a General Meeting.

13.7 Removal of Director

- (a) A Director may be removed by the Members in accordance with the Corporations Act.
- (b) Unless otherwise resolved at a General Meeting, a Director removed in accordance with **clause 13.7(a)** cannot be reappointed as a Director within three years of their removal

13.8 Vacation of office

The office of a Director becomes vacant when their term as per **clause 12.4** of Constitution says it does and also if the Director:

- (a) dies;
- (b) is removed in accordance with **clause 13.7**;
- (c) 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;
- (d) resigns from office by notice in writing to the Company;
- (e) accepts appointment to, or becomes the holder of, a disqualifying position as set out in **clause 13.2** and does not resign from that position within 30 days;
- (f) is not present at three consecutive Board meetings without leave of absence from the Board; or
- (g) is directly or indirectly interested in any contract or proposed contract with

the Company and fails to declare the nature of the interest.

13.9 Alternate Director

A Director cannot appoint an alternate.

13.10 Nominations Committee

- (a) Establishment – The Company establishes a Nominations Committee (NC) as a standing committee of the Board.
- (b) Composition – The NC will comprise three to five members, including an independent Chair appointed by the Board. The majority of the NC should be independent of management and of prospective candidates.
- (c) Functions – The NC is responsible for:
 - (i) overseeing Director recruitment;
 - (ii) assessing all candidates for election or appointment against the Board skills matrix;
 - (iii) determining candidate suitability (or not) for further consideration by the Board or Voting Members' and
 - (iv) recommending Appointed Directors to the Board.
- (d) Authority – The NC has authority to require information from candidates and to obtain external advice to support the process.
- (e) Transparency – The NC will publish the selection criteria and process in advance of each election cycle.

13.11 Re-appointment Exclusion Period

A person who ceases to be a Director after serving any period is ineligible to be elected or appointed as a Director until at least three (3) years have elapsed, unless the Board resolves otherwise due to exceptional circumstances and the Nominations Committee confirms suitability.

13.12 Removal of Directors – General

- (a) Members may remove a Director in accordance with the Corporations Act, including section 203D (as amended)
- (b) The Board may remove an Appointed Director for cause (including serious misconduct, breach of the Code of Conduct, loss of required qualifications, or persistent non-attendance) after giving the Director procedural fairness, including written notice of the grounds and an opportunity to be heard.
- (c) Vacancy created under this clause is a casual vacancy to be filled in accordance with the Constitution, subject to the Director tenure limits.

14. POWERS AND DUTIES OF DIRECTORS

14.1 Directors to manage the Company

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

14.2 Specific powers of Directors

Without limiting **clause 14.1**, the Board 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.

14.3 Time, etc.

Subject to the Act, where this Constitution requires that something be done by a particular time, or within a particular period, or that an event is to occur, or a circumstance is to change on or by a particular date, the Board may in its absolute discretion extend that time, period or date as it thinks fit both prospectively and retrospectively.

14.4 Appointment of Attorney

The Board 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 it thinks fit.

14.5 Provisions in power of Attorney

A power of attorney granted under **clause 14.4** may contain any provisions for the protection and convenience of persons dealing with the Attorney that the Board 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.

14.6 Delegation of powers

- (a) Without limiting **clause 14.4** the Board may, by resolution or by power of attorney delegate any of its powers to any person as it thinks fit.
- (b) Any delegation by the Board of its powers:
 - (i) must specify the powers delegated, any restrictions on, and conditions attaching to, the exercise of those powers and the period during which that delegation is to be in force;
 - (ii) may be either general or limited in any way provided in the terms of the delegation;
 - (iii) need not be to a specified person but may be to any person holding, occupying or performing the duties of a specified office or position; and

- (iv) may include the power to delegate.
- (c) If exercising a power depends on a person's opinion, belief or state of mind, then that power may be exercised by the Attorney on the Attorney's opinion, belief or state of mind about that matter.
- (d) Any power exercised by an Attorney is as effective as if it had been exercised by the Board.

14.7 Code of Conduct

The Board must:

- (a) adopt a code of conduct for Directors; and
- (b) periodically review the code of conduct in light of the general principles of good corporate governance.

14.8 Strategic Direction

Before implementation any material change to the structure, competition model or commercial direction of the Company, the Board must consult with Members in a manner it considers appropriate.

14.9 Director Accountability

- (a) The Board must conduct an annual performance review of its effectiveness and provide a summary of the outcomes to Members for consideration at the AGM.
- (b) The Board must provide Members annually at the AGM with a governance report outlining Board composition, attendance, key strategic priorities, material risks and mitigation measures.

15. CHIEF EXECUTIVE OFFICER (CEO)

15.1 Appointment of a CEO

- (a) The Directors shall appoint a CEO and review their performance in accordance with a CEO performance review process adopted by the Board.

15.2 Powers, duties and authorities of a CEO

- (c) The CEO holds office on the terms and conditions and with the powers, duties and authorities, delegated to them by the Directors.
- (d) The exercise of those powers and authorities, and the performance of those duties, by the CEO are subject at all times to the administration of the Directors.

15.3 Suspension and removal of a CEO

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

15.4 Delegation by Directors to a CEO

The Directors may delegate to the CEO the power (subject to such reservations on the power as are decided by the Directors) to conduct the day-to-day management and coordination of the business and affairs of the Company. The delegation will include the power and responsibility to:

- (a) develop business plans, budgets, strategies, policies, processes and codes of conduct for consideration by the Directors and to implement them to the extent approved by the Directors;
- (b) manage the financial and other reporting mechanisms of the Company;
- (c) approve and incur expenditure subject to specified expenditure limits;
- (d) sub-delegate their powers and responsibilities to employees or internal management committees of the Company; and
- (e) any other powers and responsibilities which the Directors consider appropriate to delegate to the CEO.

15.5 CEO to attend meetings

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

16. PROCEEDINGS OF THE BOARD

16.1 Board meetings

- (a) Subject to **clause 15.1(b)**, the Board may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.
- (b) The Board must meet at least twice in each calendar year.

16.2 Questions decided by majority

A question arising at a Board meeting is to be decided by a majority of votes of the Directors present and entitled to vote. Each Director present has one vote on a matter arising for decision by the Board.

16.3 Chair's casting vote

The Chair of the Board meeting will have a deliberate vote but not have an additional casting vote.

16.4 Quorum

A quorum is more than 50% of the total number of Directors then in office.

16.5 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 an Elected Director vacancy to the extent necessary to bring their number up to that required for a quorum or to convene a General Meeting.

16.6 Convening meetings

- (a) Two Directors may, and the Secretary on the request of the two Directors must, convene a Board meeting as soon as possible.
- (b) Notice of a meeting of the Board must be given individually to each Director (except a Director on leave of absence approved by the Board). Notice of a meeting of the Board may be given in person, or by post or by telephone, facsimile or other electronic means.
- (c) A Director may waive notice of a meeting of the Board by giving notice to that effect to the Secretary in person or by post or by telephone, facsimile or other electronic means.
- (d) A person who attends a meeting of the Board waives any objection that person may have in relation to a failure to give notice of the meeting.
- (e) The non-receipt of a notice of a meeting of the Board or the accidental omission to give notice of a meeting to a person entitled to receive notice does not invalidate anything done (including the passing of a resolution) at a Board meeting.

16.7 Election of Chairperson

- (a) The Board must at the first Director's meeting after the AGM, elect one of their number to be Chairperson by majority vote.
- (b) The Director elected to be Chairperson under **clause 15.7 (a)** will, subject to remaining a Director, remain Chairperson for one year from the date of their election until the first Director's meeting after the following AGM and shall chair any meeting of Directors and those of the Australian Committee.
- (c) Despite **clause 15.7 (b)**, if:
 - (i) There is no person elected as Chairperson; or
 - (ii) The Chairperson is not present within 15 minutes after the time appointed for the holding of the meeting; or
 - (iii) The Chairperson is unwilling to act,

The Directors present may elect one of their number to be chair of the meeting.

- (d) A Director elected as Chairperson may be re-elected as Chairperson in following years, as long as he or she remains a Director.

16.8 Circulating resolutions

- (a) The Board may pass a resolution without a Board meeting being held if notice in writing of the resolution is given to all Directors and a majority of the Directors entitled to vote on the resolution (not being less than the number required for a quorum at a meeting of the Board) 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 referred to in (a) may be used for signing by the Directors if the wording of the resolution and statement is identical in each copy. A facsimile transmission or other document produced by electronic means under the name of an Director with the Director's authority is taken to be a document signed by the Director for the purposes of **clause 15.8(a)** and is taken to be signed when received by the Secretary in legible form.
- (c) The resolution is passed when the last Director signs or abstains from voting.

16.9 Validity of acts of Directors

Everything done at a Board meeting or a sub-committee meeting, or by a person acting as a Director, is 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 their office.

16.10 Directors' Interests

- (a) Every Director shall declare to the Board any material personal interest or related party transaction, as soon as practicable after that Director becomes aware of their interest in the matter.
- (b) Where a Director declares a material personal interest or in the event of a related party transaction, that Director is ineligible to receive the Board's meeting papers relating to the matter and must absent himself or herself from discussion of such matter and shall not be entitled to vote in respect of such matter unless otherwise permitted by the Board.
- (c) In the event of any uncertainty in this regard, the issue shall immediately be determined by a vote of the Board or, if this is not possible, the matter shall be adjourned or deferred to the next meeting.
- (d) The Secretary shall maintain a register of declared interests.

16.11 Minutes

The Board must cause minutes of meetings to be made and kept in accordance with s.251A Corporations Act.

17. TELECOMMUNICATION MEETINGS

17.1 Telecommunication Meeting

- (a) A General Meeting or a Board meeting may be held as a Telecommunication Meeting, provided that:
 - (i) the number of Members or Directors (as applicable) participating is not less than a quorum required for a General Meeting or Board meeting (as applicable); and
 - (ii) the meeting is convened and held in accordance with the Act.
- (b) All provisions of this Constitution relating to a meeting apply to a

Telecommunication Meeting in so far as they are not inconsistent with the provisions of this clause 16.

17.2 Conduct of Telecommunication Meeting

The following provisions apply to a Telecommunication Meeting:

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

18. SUB-COMMITTEES

18.1 Sub-Committees

The Board may delegate any of its powers to sub-committees consisting of those persons it thinks fit (including Directors, individuals and consultants), and may vary or revoke any delegation at any time and for any reason.

18.2 Powers delegated to Sub-Committees

- (a) A sub-committee must exercise the powers delegated to it according to the terms of the delegation and any directions of the Board.
- (b) Powers delegated to and exercised by a sub-committee are taken to have been exercised by the Board.

18.3 Committee meetings

Unless otherwise determined by the Board, sub-committee meetings are governed by the provisions of this Constitution dealing with Board's meetings, as far as they are capable of application.

18.4 Finance, Audit and Risk Committee

- (a) Establishment – The Board establishes a Finance, Audit and Risk Committee (FAR Committee) as a standing committee.
- (b) Composition – The FAR Committee must include at least one external and independent member who is a current Chartered Accountant (CA ANZ) or Certified Practising Accountant (CPA).
- (c) Functions – The FAR Committee oversees financial reporting, external audit, internal controls, risk management, and compliance. The Committee will have a written charter approved by the Board.
- (d) Authority – The FAR Committee may engage external advisers and has access to all information and personnel necessary to discharge its functions.

19. POLICIES & BY-LAWS

19.1 Making and amending Policies and By-laws

- (a) In addition to Policies and By-laws made under **clause 7.2**, the Board may from time to time make, amend, repeal and replace Policies and By-laws:
 - (i) that are required to be made under this Constitution; or
 - (ii) which, in their opinion, are necessary or desirable for the regulation, administration and management of the Company's affairs.
- (b) The Policies and By-laws referred to in **clause 7** and this **clause** take effect 24 hours after the publication of the Policy or By-law on the Company's website and shall be of full force and effect from that date.

19.2 Effect of Policies and By-laws

Each Policy and By-law:

- (a) is subject and applicable to this Constitution and any applicable State or Territory laws governing Member States;
- (b) must be consistent with this Constitution;
- (c) cannot amend or override this Constitution or Members rights;
- (d) when in force, is binding on all Members and has the same effect as a provision in this Constitution; and
- (e) may be overruled if a resolution to that effect is passed by the Voting Members at a General Meeting.
- (f) Is binding only to the extent they are consistent with this Constitution and the Corporations Act.
- (g) Policies affecting membership rights, discipline, voting or governance structure must be approved by Members by ordinary resolution at a General Meeting

20. INSPECTION OF RECORDS

A Member has all inspection rights conferred by the Corporations Act. Subject to privacy and confidentiality obligations, the Board may permit inspection of records on reasonable terms.

21. ACCOUNTS

21.1 Accounting Records

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

21.2 Auditor

The Company must appoint an Auditor in accordance with the Corporations Act. Members appoint the Auditor at an Annual General Meeting, except where the Act permits appointment by the Board.

22. SERVICE OF DOCUMENTS

22.1 Document includes notice

In this clause 22, document includes a notice.

22.2 Methods of service on a Member

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 facsimile number or electronic address nominated by the Member.

22.3 Methods of service on the Company

A Member may give a document to the Company:

- (a) by delivering it to the nominated address;
- (b) by sending it by post to the nominated address; or
- (c) by sending it to a facsimile number or electronic address nominated by the Company.

22.4 Post

A document sent by post if sent to an address:

- (a) in Australia, may be sent by ordinary post; and
- (b) outside Australia, or sent from an address outside Australia, must be sent

by airmail,

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

22.5 Facsimile or electronic transmission

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

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

23. INDEMNITY

23.1 Indemnity of officers

- (a) This clause 23 applies to every person who is or has been:
 - (i) a Director, the President, and the Public Officer of the Company; and
 - (ii) to any other officers, employees, former officers or former employees of the Company as the Board in each case determines.

Each person referred to in this paragraph (a) is referred to as an "Indemnified Officer" for the purposes of the rest of clause 23.

- (b) The Company will indemnify each Indemnified Officer out of the property of the Company against:
 - (i) every liability (except a liability for legal costs) that the Indemnified Officer incurs whilst acting for the Company or as part of the Board to the maximum extent permitted by the Corporations Act, excluding liabilities arising from lack of good faith, improper purpose or matters for which indemnification is prohibited by law; and
 - (ii) 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 Indemnified Officer becomes involved whilst acting for the Company or as part of the Board,

unless:

- (iii) the Company is forbidden by statute to indemnify the person against the liability or legal costs; or
- (iv) an indemnity by the Company of the person against the liability or legal costs would, if given, be made void by statute.

23.2 Insurance

The Company may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring an Indemnified Officer against liability that the Indemnified Officer incurs whilst acting for the Company or as part of the Board 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.

23.3 Deed

The Company may enter into a deed with any Indemnified Officer or a deed poll to give effect to the rights conferred by clause 23.1 on the terms the Board thinks fit (as long as they are consistent with clause 23).

24. WINDING UP

24.1 Contributions of Members on winding up

- (a) Each Member State undertakes to contribute to the Company's property if the Company is wound up while they are a Member or within one year after their membership ceases, an amount not exceeding \$1.00.
- (b) The contribution is for:
 - (i) payment of the Company's debts and liabilities contracted before their membership ceased; and
 - (ii) the costs of winding up; and
 - (iii) adjustment of the rights of the contributories among themselves.
- (c) No other Member must contribute to the Company's property if the Company is wound up.

24.2 Excess property on winding up

- (a) 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:
 - (i) having objects similar to those of the Company; and
 - (ii) 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.
- (b) That body is, or those bodies are, to be determined by the Voting Members at or before the time of dissolution or, failing that determination, by a judge who has or acquires jurisdiction in the matter.

25. AMENDMENT OF THE CONSTITUTION

25.1 Notice of proposed amendment

Any Voting Member may propose an alteration to, or the replacement of, this Constitution. Any notice proposing an alteration to, or the replacement of, this Constitution must be given in accordance with clause 10.3(b).

25.2 Voting on a proposed amendment

The Constitution may only be amended or replaced by a Special Resolution passed at an Annual General Meeting or any other General Meeting convened in accordance with the Corporations Act and comes into force at the time the resolution is passed.

26. SCHEDULE 1 – LIFE MEMBERS

Life Members (at the date of the commencement of the 2024 AGM)

- Pam Rowe 1991
- Lance Sheen 1996
- Ken Kernich 2001
- Lauri Sheen 2002
- Terry Green 2003
 - Joe Fanto 2006
- Andrew Saltmarsh 2007
 - Doug Percy 2008
 - Warren Ross 2011
- Cheryl Congram 2016