

# **Australian Weightlifting Federation Association**

An Association incorporated under the Associations  
Incorporation Act 1981 (Victoria)

## **Constitution**

**(Amended October 2007)**



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# 1 Definitions and interpretation

## 1.1 Definitions

In this Constitution unless the contrary intention appears:

**“Act”** means the Associations Incorporation Act 1981 (VIC) (Act No. 9713/1981).

**“Appointed Directors”** means the Directors appointed by the Elected Directors under article 9.3.

**“Association”** means Australian Weightlifting Federation, an association incorporated under the Act.

**“Attachment”** means any one or more of the attachments of this Constitution, as the context requires;

**“AWF Athletes Committee”** means the Committee established by the Directors pursuant to article 4.

**“AWF Athletes Committee Nominee”** means the Director nominated by the AWF Athletes Committee under article 9.4.

**“By-law”** means a by-law made under article 14.

**“Chief Executive Officer”** means a person appointed as chief executive officer of the Association by the Directors under article 13.

**“Club”** means a body which is recognised by or affiliated with a State Member in accordance with the constitution of that State Member provided that that body is located solely in the relevant State.

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

**“Constitution”** means this constitution (including the Attachments) as amended from time to time, and a reference to a particular article is a reference to an article of this Constitution.

**“Director”** means a director of the Association.

**“Directors”** means all or some of the Directors of the Association acting as a board.

**“Elected Director”** means an Elected Director who has been elected as a Director pursuant to article 9.8 or who is a First Director, and includes the President.

**“employee of the Association”** means a person who receives a financial payment from the Association which is not a reimbursement for expenses.

This also includes a person who receives a payment from a third party for specific purposes, from funds paid by the Association to the third party for such specific purposes.

**"First Director"** means a Director whose name is listed in article 9.2.

**"general meeting"** means any meeting of the Members of the Association convened as a general meeting in accordance with this Constitution and includes an annual general meeting.

**"Grievance Procedure"** means the procedure for resolution of disputes between two or more Members, or between a Member and the Association being, as at the date of this Constitution, the procedure set out in Attachment 2.

**"IWF Rules"** means the rules of weightlifting established under the Statues and Regulations.

**"Life Member"** means a Member admitted to the Association as a Life Member under article 3.

**"Member"** means a member of the Association.

**"Model Rules"** means the Model Rules referred to in section 6 of the Act.

**"Objects"** means the objects as set out in the Statement of Purposes.

**"Personal Information"** has the meaning given to it in section 6 of the Privacy Act 1988 (Cth).

**"President"** means the President from time to time of the Association who shall also be an Elected Director.

**"Register of Interests"** means the register maintained by the Secretary in article 9.13.

**"Registered Office"** means the registered office of the Association from time to time.

**"Registered Participant"** means:

- (a) in respect of those State Members which have one or more Clubs, an individual who is registered as a member of a Club; and
- (b) in respect of those State Members which do not have Clubs, or where it is not practical for an individual to be a member of a Club, an individual who is registered as a member of that State Member.

**"Representative"** means a person duly appointed to represent a State Member at a general meeting of the Association in accordance with this Constitution.

**"Secretary"** means a person appointed as a secretary of the Association from time to time and, where appropriate, includes an acting secretary and a person appointed by the Directors to perform all or any of the duties of a secretary of the Association.

**"Special Resolution"** means a special resolution in accordance with the Act.

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

**"State Member"** means a Member admitted to the Association as a State Member under article 3.

**"Statement of Purposes"** means the Statement of Purposes of the Association, in force from time to time being, at the date of this Constitution, the document attached as Attachment 1.

**"Statutes and Regulations"** means the Statutes and Regulations of the International Weightlifting Federation in force from time to time.

**"Weightlifting"** means the sport of weightlifting as defined in the Statutes and Regulations and the IWF Rules.

## 1.2 Interpretation

(a) In this Constitution:

- (i) a reference to a Member present at a general meeting means the Member present in person or by proxy, attorney or Representative;
- (ii) a reference to an annual general meeting in a calendar year is a reference to the annual general meeting required to be held by the Association in that calendar year under section 30 of the Act; and
- (iii) a reference to a document or instrument includes any amendments made to the document or instrument from time to time and, unless the contrary intention appears, includes a replacement to the document or instrument.

(b) In this Constitution unless the contrary intention appears:

- (i) words importing any gender include all other genders;
- (ii) the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
- (iii) a reference to an organisation includes a reference to its successors;
- (iv) the singular includes the plural and vice versa;

- (v) a reference to a law includes regulations and instruments made under it;
- (vi) a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by a State or the Commonwealth or otherwise;
- (vii) where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions or in any other manner approved by the Directors; and
- (viii) “writing” and “written” includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise.

### **1.3 Associations Incorporation Act**

In this Constitution unless the contrary intention appears:

- (a) an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act; and
- (b) “section” means a section of the Act.

This Constitution shall be the rules of the Association for the purposes of section 6 of the Act. To the extent that there is any provision of this Constitution which provides for subject matter covered by the Model Rules or is inconsistent with the Model Rules, the provision of this Constitution shall prevail.

### **1.4 Headings**

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

### **1.5 “Include” etc**

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

### **1.6 Powers**

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

## **2 Income and payments**

### **2.1 Application of income**

- (a) All the Association's profits (if any), other income and property, however derived, must be applied only to promote the Objects.
- (b) The Directors shall ensure:
  - (i) the collection and receipt of all moneys due to the Association and make all payments authorised by the Association; and
  - (ii) the keeping of correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- (c) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments, must be signed or otherwise authorised by two Directors or a Director and the Chief Executive Officer.
- (d) The funds of the Association shall be derived from membership fees, annual subscriptions, capitation fees, donations, sponsorships and such other sources as the Directors determine.

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

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

### **2.3 Payments in good faith**

Subject to article 9.11, article 2.2 does not prevent the payment in good faith to a Director or Member, or to a firm of which a Director or Member is a partner:

- (a) of reasonable remuneration for services to the Association;
- (b) for goods supplied to the Association in the ordinary course of business;
- (c) of interest on money borrowed from them by the Association at a rate not exceeding the rate fixed for the purposes of this article 2.3 by the Association in general meeting; or
- (d) of reasonable rent for premises let by them to the Association.

### **3 Membership**

#### **3.1 Categories of Members**

Membership of the Association will initially be divided into the following categories:

- (a) State Members; and
- (b) Life Members.

#### **3.2 State Members**

There shall be one State Member of the Association for each State.

#### **3.3 First State Members**

Subject to their first complying with article 3.7, the following will be the State Members of the Association in respect of each State as at the date of the adoption of this Constitution:

- (a) Australian Capital Territory: Capital Weightlifting Inc.
- (b) New South Wales: NSW Weightlifting Association Limited.
- (c) Northern Territory: Northern Territory Weightlifting Association Inc.
- (d) Queensland: Queensland Weightlifting Association Inc.
- (e) South Australia: South Australian Weightlifting Association Inc.
- (f) Tasmania: Weightlifting Tasmania Inc.
- (g) Victoria: Victorian Weightlifting Association Inc.
- (h) Western Australia: Weightlifting Western Australia Inc.

#### **3.4 New State Members**

Where a State Member ceases to be a Member of the Association for any reason, a replacement State Member for that State is to be decided in accordance with the following procedure:

- (a) the Directors, in consultation with the remaining State Members, shall determine as soon as is reasonably practicable a suitable replacement;
- (b) the Directors and the State Members shall take all actions necessary to ensure that a resolution nominating the replacement as the new State Member for that State is considered at a general meeting of the Association as soon as is reasonably practicable;
- (c) if the resolution referred to in paragraph (b) is:

- (i) approved by a special resolution then, subject to the replacement first complying with article 3.7, the replacement will become the State Member for that State;
- (ii) not approved by a special resolution, the procedure referred to in paragraphs (a) and (b) shall be repeated.

### **3.5 Life Members**

The following persons shall, subject to compliance with article 3.7(a), be Life Members of the Association:

- (a) all persons who were current life members of Australian Weightlifting Federation Incorporated immediately prior to the adoption of this Constitution; and
- (b) all persons who have been approved for membership as a Life Member pursuant to article 3.6.

### **3.6 Approval of Persons as Life Members**

- (a) any Member or Director may nominate an individual for admission as a Life Member.
- (b) a nomination under paragraph (a) must:
  - (i) be in writing in the form determined by the Directors from time to time; and
  - (ii) set out the reasons why, in the opinion of the nominator, the nominee should be considered for Life Membership.
- (c) nominations for admission to Life Membership are to be considered by the Association at the next general meeting and if the recommendation is approved by a majority of two-thirds of the State Members present then the nominee shall be eligible to apply for membership of the Association as a Life Member.

### **3.7 Admission as a Member**

A person will become a Member and the Directors will direct the Secretary to record the person's name in the register of Members kept by the Association as a Member in the relevant class of membership on receipt of the following:

- (a) In the case of Life Members, a signed application in which the Life Member undertakes to:
  - (i) be bound by this Constitution, the Statutes and Regulations, the IWF Rules and those of the By-laws expressed to apply to it;
  - (ii) agree to pay the fees and subscriptions determined to apply to Life Members under article 3.8; and

- (iii) support the Association in the encouragement and promotion of the Objects.
- (b) In the case of a State Member, a signed application in which the State Member undertakes to:
- (i) be bound by this Constitution, the Statutes and Regulations, the IWF Rules and those of the By-laws expressed to apply to it;
  - (ii) agree to pay the fees and subscriptions determined to apply to State Members under article 3.8;
  - (iii) support the Association in the encouragement and promotion of its objects;
  - (iv) forward to the Association a copy of its constituent documents and details of its officers and members;
  - (v) update the Association within 30 days of any change in any of the details or documents provided pursuant to paragraph (iv);
  - (vi) within 12 months of becoming a Member adopt the objects of the Association into its constituent documents and adopt constituent rules which reflect, and which are to the fullest extent permitted by the law, in conformity with this Constitution;
  - (vii) procure that each Club that is a member of the State Member and each other person that is a member of the State Member, and each Registered Participant that is a member of a Club that is a member of the State Member provides an undertaking to the same effect as that required under paragraphs (i) and (iii).

### **3.8 Membership subscriptions**

- (a) The Association in general meeting must determine from time to time:
- (i) the amount (if any) payable by an applicant for membership (and may delegate the determination of that amount to the Directors, either specifically or generally, and may revoke the delegation);
  - (ii) the amount of the annual subscription payable by each Member or any class of Member and the due date for its payment; and
  - (iii) any other amount to be paid by each Member, or any class of Member, whether of a recurrent or any other nature and the due date for its payment.
- (b) Each Member must pay the Association the amounts determined according to this article 3.8 within 1 calendar month of such amount being due.

### **3.9 Deferral or reduction of subscriptions**

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

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

### **3.10 Expulsion and Discipline of Members**

If any Member is in breach of an undertaking provided pursuant to Article 3.7 or is guilty of any conduct which in the opinion of the Directors is unbecoming of a Member or prejudicial to the interest of the Association, the Directors may resolve to:

- (a) censure, fine or suspend the voting rights (if any) of the Member; or
- (b) make a recommendation to the general meeting for the termination of the membership of the Member.

### **3.11 Termination of a Member**

- (a) Where the Directors have passed a resolution pursuant to article 3.10(b), then the following procedure shall apply:
  - (i) the Directors shall provide the Member the subject of the resolution notice of the resolution and details of the basis on which it was passed within 7 days;
  - (ii) the Directors shall within 28 days of delivering the notice referred to in paragraph (i) convene a general meeting of the Association setting out the details referred to in paragraph (i) and proposing a resolution to terminate the membership of the Member;
- (b) The Member the subject of the proposed resolution referred to in paragraph (a)(ii) shall, at the general meeting, be given an opportunity of giving orally (at such maximum duration as may be determined by the chair of the meeting, acting reasonably) and/or in writing any explanation or defence the Member may think fit to give or make prior to the resolution being voted on.

### **3.12 Ceasing to be a Member**

A person ceases to be a Member on:

- (a) resignation;

- (b) death;
- (c) becoming bankrupt or insolvent or making an arrangement or composition with creditors of the person's joint or separate estate generally;
- (d) becoming of unsound mind or someone whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- (e) if a corporation, being dissolved or otherwise ceasing to exist, having a liquidator or provisional liquidator appointed to it, or being unable to pay its debts; and
- (f) the Members passing a resolution at a general meeting convened in accordance with article 3.11 in respect of the Member.

### **3.13 Grievance Procedure**

- (a) In the event of a dispute arising under this Constitution or otherwise between two or more Members, or a Member and the Association, the dispute shall be dealt with in accordance with the Grievance Procedure; and
- (b) The Grievance Procedure shall be amended only by resolution of a simple majority of Members in accordance with article 6.9 of this Constitution.

### **3.14 No claim against the Association**

No Member whose membership ceases has any claim against the Association or the Directors for damages or otherwise in respect of that persons membership of the Association.

### **3.15 Limited liability**

Members have no liability to the Association in their capacity as Members except as set out in article 20.1.

### **3.16 Transferability**

A right, privilege, or obligation of a person by reason of membership of the Association is not capable of being transferred or transmitted to another person.

## **4 AWF Athletes Committee**

- (a) The Directors must, as soon as practicable after the adoption of this Constitution, pass a By-law for the establishment of an AWF Athletes Committee.

- (b) The By-law establishing the AWF Athletes Committee shall provide for the following:
  - (i) a maximum of 16 members of the AWF Athletes Committee;
  - (ii) for each State, there shall be two members of the AWF Athletes Committee, one of whom is to be male and the other of whom is to be female, who shall be elected in accordance with the By-Law;
  - (iii) disqualification from membership of the AWF Athletes Committee if a person is found guilty of an offence relating to doping under the AWF Rules.

## **5 General meetings**

### **5.1 Annual general meeting**

Annual general meetings of the Association are to be convened, held and conducted according to the Act and paragraphs 9(1), (2) and (3) of the Model Rules.

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

- (a) The Directors may convene a general meeting when they think fit and must do so if so requested by the Members under article 5.2(b).
- (b) The Secretary shall convene a general meeting on the request of any 3 or more of the Members provided that the request:
  - (i) states the objects of the meeting;
  - (ii) is signed by each of the Members requesting the meeting; and
  - (iii) is sent to the Secretary at the registered office of the Association.
- (c) Separate copies of the request may be signed by each Member for the purpose of paragraph (b)(ii) provided that the wording of the request is identical.

### **5.3 Notice of general meeting**

- (a) The Secretary, at least 14 days, or if a Special Resolution has been proposed at least 21 days, before the date fixed for holding a general meeting shall cause to be sent to each Member, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- (b) If the Secretary does not cause a general meeting to be held within one month after the date on which a request under article 5.2(b) is

sent to the Association, the Members making the request, or any of them, may convene a general meeting to be held not later than 3 months after that date.

- (c) If a general meeting is convened by Members in accordance with this article, it must be convened in the same manner so far as possible as a meeting convened by the Directors and all reasonable expenses incurred in convening the general meeting must be refunded by the Association to the persons incurring the expenses.

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

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

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

- (a) Where a general meeting (including an annual general meeting) is convened by the Directors they may, if they think fit, cancel the meeting or postpone the meeting to a date and time they determine.
- (b) However, this article does not apply to a meeting convened:
  - (i) under article 5.2(b); or
  - (ii) by a court.

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

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

- (a) each Member individually; and
- (b) each other person entitled to notice of a general meeting under this Constitution.

#### **5.7 Contents of notice postponing general meeting**

A notice postponing a general meeting must specify:

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

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

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

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

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

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

Where:

- (a) by the terms of an instrument appointing a Representative, that person is authorised to attend as a Representative at a general meeting to be held on a specified date or at a general meeting or general meetings to be held on or before a specified date; and
- (b) the date for the meeting is postponed to a date later than the date specified in the instrument,

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

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

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

## **6 Proceedings at general meetings**

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

Subject to article 6.4, no less than 60% by number of those persons who are State Members and who are present shall be a quorum at a general meeting.

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

- (a) An item of business may not be transacted at a general meeting unless a quorum is present when the meeting proceeds to consider it.
- (b) If a quorum is present at the beginning of a meeting it is taken to be present throughout the meeting unless the chairman of the meeting

(on his own motion or at the request of a State Member who is present) declares otherwise.

### **6.3 Quorum and time**

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

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

### **6.4 Adjourned meeting**

- (a) At a meeting adjourned under article 6.3(b), no less than 40% by number of those persons who are State Members and who are present shall be a quorum at a general meeting.
- (b) If a quorum is not present within 30 minutes after the time appointed for the adjourned meeting, the meeting is dissolved.

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

- (a) The President is entitled to preside at general meetings.
- (b) If a general meeting is convened and there is no President, or the President is not present within 15 minutes after the time appointed for the meeting or is unable or unwilling to act, the following may preside (in order of entitlement):
  - (i) a Director chosen by a majority of the Directors present;
  - (ii) the only Director present; or
  - (iii) a State Member chosen by a majority of the State Members present.

### **6.6 Conduct of general meetings**

- (a) The chairman of a general meeting:
  - (i) has charge of the general conduct of the meeting and of the procedures to be adopted;
  - (ii) may require the adoption of any procedure which in his 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 they consider it necessary or desirable for the proper conduct of the meeting.

(b) A decision by the chairman under this article is final.

### **6.7 Adjournment of general meeting**

(a) The chairman of a general meeting may at any time during the meeting adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting.

(b) The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and any place.

(c) The chairman may, but need not, seek any approval for the adjournment.

(d) Unless required by the chairman, a vote may not be taken or demanded in respect of any adjournment of the meeting to a later time at the same meeting.

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

### **6.8 Notice of adjourned meeting**

(a) Subject to article 6.3(b), it is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for one month or more.

(b) In the situation described in paragraph (a), the same period of notice as was originally given for the meeting must be given for the adjourned meeting.

### **6.9 Questions decided by majority**

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

### **6.10 Equality of votes**

Subject to article 9.8, if there is an equality of votes, whether on a show of hands or on a poll, then the vote shall be deemed to have been lost.

### **6.11 Declaration of results**

(a) Subject to article 9.8, 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 chairman 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.
- (c) Neither the chairman nor the minutes need state, and it is not necessary to prove, the number or proportion of the votes recorded for or against the resolution.

## **6.12 Poll**

- (a) If a poll is properly demanded, it must be taken in the manner and at the date and time directed by the chairman, 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 chairman or on a question of adjournment must be taken immediately.
- (c) A demand for a poll may be withdrawn.
- (d) A demand for a poll does not prevent the meeting continuing for the transaction of any business other than the question on which the poll was demanded.

## **6.13 Objection to voting qualification**

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

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

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

# **7 Votes of Members**

## **7.1 Votes of State Members**

On a show of hands or on a poll taken at any general meeting:

- (a) each State Member present at a general meeting has one vote;
- (b) each person present as a Representative of a State Member has the number of votes that the State Member they represent is entitled to cast.

## **7.2 Suspension of voting rights**

- (a) Unless the Directors have deferred a State Member's obligations according to article 3.9, the voting rights of a State Member are suspended while the payment of any subscription or other amount determined under article 3.8 is in arrears.
- (b) No other rights of the State Member are affected.

## **7.3 Life Members**

Life Members shall have the right to attend all general meetings of the Association but do not have rights to vote.

## **7.4 Right to Speak at a General Meeting**

All Members entitled to attend a general meeting will have a right to speak at that meeting.

## **7.5 Appointment of Representative by a State Member**

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

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

A certificate under the seal of the State Member or such other document that in the sole discretion of the chairman of the meeting considers sufficient, shall be prima facie evidence of the appointment or of the revocation of the appointment (as the case may be) of a Representative under article 7.5 and notwithstanding anything hereinbefore contained, the certificate or such other document evidencing the appointment of a Representative shall be deposited at the Registered Office prior to the time scheduled for the commencement of the general meeting at which the Representative purports to exercise any powers pursuant to it.

## **7.7 Limit on Representatives**

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

# **8 Obligations of State Members**

## **8.1 Register of participants**

- (a) A State Member must maintain a database of all Registered Participants residing in its State.

- (b) The database is to be established and maintained in the form, and contain the details, required by the Association from time to time.
- (c) Each State Member must provide the Association with a copy of its database by 1 March each year, certified by its chief executive officer (or the person who holds an equivalent position) to be true and correct as at the previous 31 December.
- (d) The Association may audit a database maintained under this article at its discretion and the State Member must co-operate with the Association and the auditor and do everything reasonably required by the Association or the auditor to facilitate the audit.
- (e) In fulfilling its obligations under this article, the State Member must comply with all applicable privacy laws and the National Privacy Principles set out in the Privacy Act 1988 (Cth), whether or not the State Member is otherwise bound to comply with them.

## **9 Directors**

### **9.1 Number of Directors**

There are to be no more than nine (9) Directors and no less than four (4) Directors comprised as follows:

- (a) up to six (6) Directors who, subject to article 9.2, are to be elected in accordance with article 9.8 ("Elected Directors") one of whom is to be elected as the President;
- (b) up to two (2) other Directors who are to be appointed in accordance with article 9.3 ("Appointed Directors");

### **9.2 First Directors**

The first Directors ("First Directors") shall be:

- (a) Sam Coffa
- (b) Andrew Forrest
- (c) George Hardiman
- (d) Ian Moir
- (e) Ralph Cashman
- (f) Jack Walls

The First Directors shall cause a General Meeting to be held within three (3) months of the date of adoption of this Constitution, at which time they shall resign. If such a General Meeting is not held within this period, the First Directors shall resign on the date which is three (3) months after the date of

adoption of this Constitution and the Secretary shall cause to be convened a General Meeting as soon as reasonably practicable after such date for the consideration of resolutions to appoint Elected Directors. Any Elected Directors appointed in accordance with this Constitution at the first such General Meeting to be convened after the date of adoption of this constitution shall be referred to hereafter as the "First Elected Directors".

### **9.3 Appointed Directors**

- (a) The Elected Directors may by resolution appoint up to three other persons to be Directors ("Appointed Directors").
- (b) An Appointed Director holds office for a term of one year from the date of appointment, but is eligible for re-appointment.
- (c) The Elected Directors may by resolution remove an Appointed Director at their absolute discretion.

### **9.4 Eligibility**

- (a) A person who is an employee of the Association, including the Chief Executive Officer, may not stand for or hold office as a Director.
- (b) Commencing from the 2008 Annual General Meeting no Director is eligible for election for more than a maximum of three (3) consecutive three (3) year terms. A person is again eligible for election as a Director after one year has elapsed after such three consecutive terms.
- (c) From the 2008 Annual General Meeting:
  - (i) a person who holds an official position within the controlling body of a Member (hereafter called a "disqualifying position") may not hold office as a Director.
  - (ii) a Director who accepts a disqualifying position must notify the other Directors of that acceptance immediately, and is deemed to have vacated office as a Director.
  - (iii) a person elected or appointed as a Director at the time of holding a disqualifying position must immediately resign from that disqualifying position.

### **9.5 Rotation of Directors**

- (a) At the annual general meeting in 2006, two of the First Elected Directors must retire from office.
- (b) At the Annual General Meeting in 2007, two of the First Elected Directors must retire from office;

- (c) The First Elected Directors who did not retire at the annual general meetings in 2006 and 2007 must retire from office at the annual general meeting in 2008.
- (d) The First Elected Directors to retire at the annual general meeting/s in 2006, 2007 and 2008 under paragraphs (a) and (b) shall be determined by lot, unless they otherwise unanimously agree among themselves.
- (e) Thereafter, all Elected Directors must retire at the third annual general meeting following their election.
- (f) Any Director who retires from office shall be eligible for re-election.

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

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

#### **9.7 Election of Directors**

- (a) At a general meeting:
  - (i) at which an Elected Director or a Director appointed under article 9.10(a) retires; or
  - (ii) at the commencement of which there is a vacancy in the office of an Elected Director,the Association may, by resolution, fill the vacancy by electing someone to that office.
- (b) Should the President or Director presiding over the meeting be a nominee for a vacancy, he should excuse himself from the position prior to the election process commencing, and be replaced as chairman of the meeting by a Director or State Member chosen by a majority of the State Members present and entitled to vote.
- (c) Save where there exists only one nominee for election to the relevant office, an exhaustive vote by secret ballot shall be conducted in respect of any resolution to be considered under paragraph (a).
- (d) If there is an equality of votes under the secret ballot conducted under paragraph (c), a further vote on the resolution shall take place by secret ballot.
- (e) If there is an equality of votes under the resolution by secret ballot under paragraph (d), then the chairman of the meeting shall have a casting vote.
- (f) A Director elected under this article takes office at the end of the meeting at which he is elected.

- (g) If one of the Elected Directors to retire is the President, the election to fill that office must be held before the election to fill the other vacancies.

### **9.8 Nomination for election**

- (a) A Member or a Director may nominate one or more persons for election as an Elected Director (including as President).
- (b) A nomination must be in writing and signed by the nominator and nominee and must be delivered to the Association at least 21 days in advance of the meeting at which the election is to be held.
- (c) Nominations must be circulated to Members 14 days in advance of the meeting at which the election is to be held.

### **9.9 Casual vacancy**

- (a) The Directors may at any time appoint a person to be a Director to fill a casual vacancy in the office of an Elected Director, including the President.
- (b) A Director appointed under this article holds office until the next annual general meeting of the Association at which time he must retire.
- (c) Any Director elected at an annual general meeting to fill a casual vacancy in the office of an Elected Director (including where caused by the retirement of the Director appointed under this article 9.10) shall hold office only for the balance of the term of the Elected Director.

### **9.10 Remuneration of Directors**

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

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

### **9.11 Vacation of office**

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

- (a) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- (b) resigns office by notice in writing to the Association;
- (c) accepts appointment to, or becomes the holder of, a disqualifying position; or
- (d) is not present personally at three consecutive Directors' meetings without leave of absence from the Directors.
- (e) has been found by a resolution approved by a three quarter majority of the members present and voting at a general meeting to have:
  - (i) acted contrary to his fiduciary duty as a Director to act in the best interests of the Association; or
  - (ii) by his conduct as a Director to have brought the Association or the sport of Weightlifting into disrepute; or
  - (iii) to have otherwise acted contrary to his duties as a Director.

## **9.12 Interested Directors**

- (a) The CEO shall maintain a register of declared interests.
- (b) A Director shall declare to the Board of Directors that Director's interest in any matter in which any actual or perceived conflict of interest arises, and unless otherwise determined by the Directors, that Director must absent himself or herself from discussion of such matters and shall not be entitled to vote in respect of such matter.
- (c) In the event of any uncertainty in this regard, the issue shall immediately be determined by a resolution of the Directors or, if this is not possible, the matter shall be adjourned or deferred to the next meeting.

## **10 Powers and duties of Directors**

### **10.1 Directors to manage Association**

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

### **10.2 Specific powers of Directors**

Without limiting article 10.1, the Directors may exercise all the Association'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 Association or of any other person.

### **10.3 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 Directors may in their absolute discretion extend that time, period or date as they think fit.

### **10.4 Appointment of attorney**

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

### **10.5 Provisions in power of attorney**

A power of attorney granted under article 10.4 may contain any provisions for the protection and convenience of persons dealing with the attorney that the Directors think fit and may also authorise the attorney to delegate (including by way of appointment of a substitute attorney) all or any of the powers, authorities and discretions of the attorney.

### **10.6 Minutes**

The Directors shall cause minutes of meetings to be made and kept by the Association.

## **11 Proceedings of Directors**

### **11.1 Directors meetings**

- (a) The Directors may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.
- (b) The Directors shall meet on no less than six occasions throughout each year.
- (c) The President shall be the chair of a Director's meeting, or, in the President's absence, such Director as is agreed to by the Directors who are present at the meeting.

### **11.2 Meeting by Telephone or other Electronic Means**

- (a) The contemporaneous linking together by telephone or other electronic means of a number of the Directors sufficient to constitute a quorum, constitutes a meeting of the Directors.
- (b) The rules relating to meetings of the Directors apply with the necessary changes, to meetings of the Directors by telephone or other electronic means.
- (c) A Director participating in a meeting by telephone or other electronic means is considered present in person at the meeting.

- (d) A meeting by telephone or other electronic means is held at the place determined by the chairperson of the meeting.
- (e) At least one (1) of the Directors involved in a telephone or electronic meeting must have been at the place the chairperson determines as the meeting place, for the duration of the meeting.

### **11.3 Questions decided by majority**

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

### **11.4 Casting vote**

The chairman of the meeting has a casting vote.

### **11.5 Quorum**

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

### **11.6 Effect of vacancy**

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

### **11.7 Convening meetings**

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

### **11.8 President to preside at Directors' meeting**

- (a) The President is entitled to preside at Directors' meetings.
- (b) If the President is not present and able and willing to act within 15 minutes after the time appointed for a meeting or has signified an intention not to be present and able and willing to act a Director chosen by a majority of the Directors present may preside.

### **11.9 Committees**

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

### **11.10 Powers delegated to committees**

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

### **11.11 Committee meetings**

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

### **11.12 Circulating resolutions**

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

### **11.13 Validity of acts of Directors**

Everything done at a Directors' meeting or a 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 office.

## **12 Secretary**

### **12.1 Appointment of Secretary**

- (a) There must be at least one Secretary who is to be appointed by the Directors.
- (b) A Secretary may also be a Director.
- (c) A Secretary shall also be the public officer of the Association.
- (d) The first Secretary and Public Officer of the Association shall be Boris Kayser.

### **12.2 Suspension and removal of Secretary**

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

### **12.3 Powers, duties and authorities of Secretary**

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

## **13 Chief Executive Officer**

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

The Directors may appoint a Chief Executive Officer.

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

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

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

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

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

The Chief Executive Officer is entitled to notice of and to attend all meetings of the Association, the Directors and any Committees and may speak on any matter, but does not have a vote.

## **14 By-laws**

### **14.1 Making and amending By-laws**

- (a) The Directors may from time to time make By-laws which in their opinion are necessary or desirable for the control, administration and management of the Association's affairs, and may amend, repeal and replace those By-laws.
- (b) The Association in general meeting, may amend, repeal or replace any By-law made by the Directors, but that does not affect the validity of anything previously done by the Directors or anyone pursuant to that By-law.

## **14.2 Effect of By-law**

A By-law:

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

## **15 Seals**

### **15.1 Safe custody of common seals**

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

### **15.2 Use of common seal**

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

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

## **16 Custody and Inspection of records**

### **16.1 Register of Members**

The Secretary shall keep and maintain a register of Members in which shall be entered the full name, address and date of entry of the name of each Member.

### **16.2 Custody of Books and Other Documents**

Except as otherwise provided in this Constitution, the Secretary shall keep in his custody or under his control all books, documents and securities of the Association.

### **16.3 Inspection by Members**

Subject to the Act, the Directors may determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the Association or any of them will be open for inspection by the Members (other than Members who are also Directors).

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

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

### **17 Service of documents**

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

The Association may give a document to a Member:

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

#### **17.2 Methods of service on the Association**

A Member may give a document to the Association:

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

#### **17.3 Post**

A document sent by post:

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

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

#### **17.4 Fax or electronic transmission**

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

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

## **18 Indemnity**

### **18.1 Indemnity of officers**

Every person who is or has been:

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

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

- (c) every liability incurred by the person in that capacity (except a liability for legal costs); and
- (d) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity,

unless:

- (e) the Association is forbidden by statute to indemnify the person against such liability.

### **18.2 Insurance**

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

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

## **19 Access to Information**

### **19.1 Board Meetings**

- (a) The Directors shall cause the Association to send to each State Member a notice of any significant action including any action impacting on State Members that the Directors resolve that the Association take.
- (b) The notice referred to in paragraph (a) must be sent immediately following the meeting at which that resolution was passed.

## **19.2 Financial Reports**

The Directors shall cause the Association to send to each State Member a summary of the Association's financial performance and position for each financial quarter within (1) month of the end of that quarter.

## **19.3 Annual Report**

- (a) The Directors shall cause the Association to send to each State Member an annual report of the Association's operations and audited financial performance and position each year.
- (b) The report referred to in paragraph (a) must be sent no less than one (1) month prior to the annual general meeting of the Association that immediately follows the end of the financial year to which the report relates.

## **20 Winding up**

### **20.1 Contributions of Members on winding up**

- (a) Each Member must contribute to the Association's property if the Association is wound up while they are a Member or within one year after their membership ceases.
- (b) The contribution is for:
  - (i) payment of the Association's debts and liabilities contracted before their membership ceased;
  - (ii) the costs of winding up; and
  - (iii) adjustment of the rights of the contributories among themselves,

and the amount is not to exceed \$20.00.

### **20.2 Excess property on winding up**

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

- (a) having objects similar to those of the Association; and
- (b) whose constitution prohibits (or each of whose constitutions prohibit) the distribution of its or their income and property among its or their members to an extent at least as great as is imposed under this Constitution.

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

## **21 Auditor**

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

## **22 Alteration of Statement of Purposes and Constitution**

Subject to the provisions of the Act, the Association may at any general meeting from time to time by Special Resolution alter or repeal the Constitution or Statement of Purposes.

## Attachment 1

### ASSOCIATIONS INCORPORATION ACT 1981

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#### Statement of Purposes of Australian Weightlifting Federation (the “Association”)

#### 1 Objects of Association

The objects for which the Association is established are to:

- (a) be the Australian member of the IWF and to promote and enforce the Statutes and Regulations and IWF Rules throughout Australia;
- (b) be the premier body for Weightlifting in Australia and, as such, to:
  - (i) control the strategic direction of Weightlifting in Australia; and
  - (ii) determining the highest level policy for the conduct and management of Weightlifting in Australia;
- (b) support, supervise and control Members, Clubs and Registered Participants in relation to Weightlifting activities in Australia and internationally;
- (c) foster friendly relations among Members, Clubs and Registered Participants;
- (d) prevent racial, gender, religious or political discrimination or distinction in Weightlifting and among Members, Clubs and Registered Participants;
- (e) make, adopt, vary and publish rules, regulations, by-laws and conditions for:
  - (i) the regulation of Weightlifting in Australia; and
  - (ii) deciding and settling all differences that arise between Members, Clubs and Registered Participants;
- (f) promote, provide for, regulate and manage Weightlifting competitions in Australia and internationally, including:
  - (i) national championships between Clubs and/or State Members;

- (ii) competitions in Australia between visiting overseas teams, between visiting overseas teams and teams representing the Association or between visiting overseas teams and Clubs;
  - (iii) tours overseas by teams representing the Association or teams representing or affiliated with State Members;
  - (iv) participation in international competitions by Registered Participants representing the Association.
- (g) do everything expedient to make known the Statutes and Regulations, IWF Rules and the activities of the Association, Members, Clubs and Registered Participants, in particular by:
- (i) advertising in the press, on television and radio and by circular;
  - (ii) controlling the rights to photograph or make films or other visual reproductions of the events controlled or organised by the Association;
  - (iii) publishing books, programs, brochures and periodicals in relation to Weightlifting activities; and
  - (iv) granting prizes, rewards and making donations in relation to Weightlifting activities.
- (h) secure and maintain affiliation with other bodies, domestic and international, having a common interest in Weightlifting;
- (i) co-operate with other bodies, including other member associations of the IWF:
- (i) in the promotion and development of interstate, international and other Weightlifting competitions; and
  - (ii) otherwise, in relation to Weightlifting, the Statutes and Regulations and the IWF Rules
- (k) take any other action which, in the opinion of the Directors, is in the best interests of Weightlifting in Australia.

## **2 Interpretation**

Capitalised terms used in this Statement of Purposes shall have the meanings set out in the Constitution.

## Attachment 2

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### Grievance Procedure

1. In the event of any dispute arising under the Constitution between:-
  - (a) two or more Members; or
  - (b) a Member and the Association;

the Member who alleges such dispute exists and who desires that the dispute be resolved, must give notice to the Secretary that it is in such dispute and that it has a grievance which it requires be resolved by a Grievance Committee pursuant to the Constitution.
2. The notice referred to in paragraph 1 hereof must contain:
  - (a) a general description of the dispute, and
  - (b) a statement identifying the article(s) of the Constitution under which it is alleged the dispute arises, and
  - (c) the identity of the parties to the dispute, and
  - (d) the steps which the Member has taken to endeavour to resolve the dispute, and
  - (e) the relief to which the Member claims to be entitled under the Constitution.
3. In the event of the Secretary receiving a notice from a Member pursuant to paragraph 1 hereof, the Directors shall, within twenty-one (21) days of the receipt of such notice, appoint a Grievance Committee to hear and determine such dispute. They shall also supply a copy of the notice given pursuant to paragraph 1 to the Member or Members being complained of (in the event that the dispute is between Members).
4. The Grievance Committee shall consist of three (3) persons appointed by the Directors in their unfettered discretion. The three (3) persons need not be Registered Participants, must have no interest in the dispute, and must not be a Director of the Association.
5. The Grievance Committee shall meet to hear and determine the said dispute on a date within one month after the appointment of the Grievance Committee. The Grievance Committee shall meet at a time and place determined by the members thereof.

6. The Grievance Committee shall hear and determine the dispute according to the procedure determined as appropriate by the members thereof. The Grievance Committee is not bound to apply any formal rules of procedure and may adopt such procedures as it considers appropriate in all the circumstances, provided always that it shall act in accordance with the principles of natural justice.
7. A Member who is involved in a dispute which is the subject of a hearing and determination by the Grievance Committee as aforesaid may appoint any person to act on his/her behalf in the proceedings before the Grievance Committee. The Grievance Committee shall hear and determine the dispute.
8. If any party to a dispute heard and determined by the Grievance Committee is aggrieved by such determination, it may appeal to the Court of Arbitration for Sport (CAS) Oceania Registry, Appeal Division, in accordance with the Mediation Rules of the Code of Sports-related Arbitration, and to no other body or court.