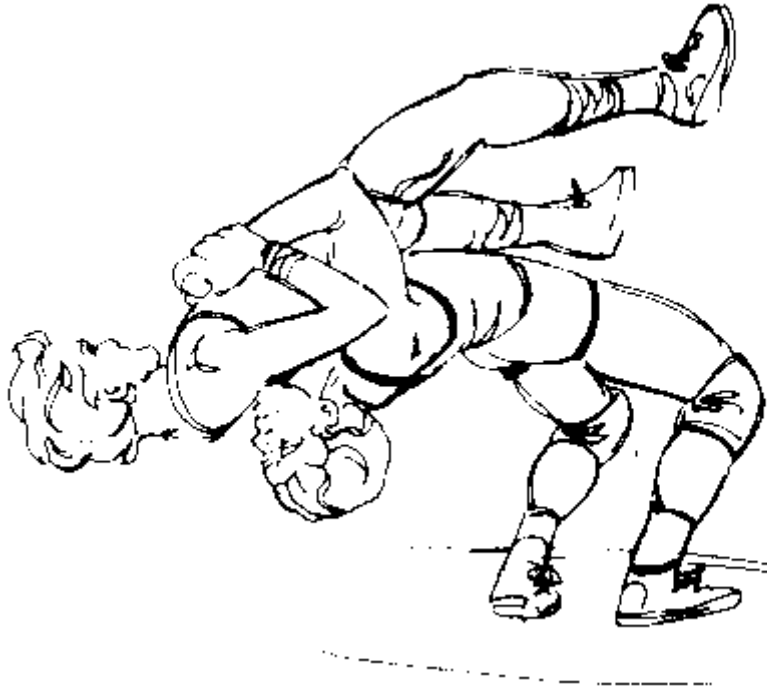


Constitution of

# ACT WRESTLING



# INCORPORATED

As adopted  
28 February 2006

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**Associations Incorporation Act 1991 (ACT)**  
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**TABLE OF CONTENTS**

<b>ACT WRESTLING INCORPORATED</b>	<b>1</b>
<b>1. NAME AND DEFINITIONS</b>	<b>1</b>
<b>1.2 DEFINITIONS</b>	<b>1</b>
<b>2. OBJECTS AND PURPOSES OF THE ASSOCIATION</b>	<b>1</b>
<b>3. THE COMMITTEE</b>	<b>3</b>
<b>4. DISCIPLINE, SUSPENSION AND EXPULSION</b>	<b>4</b>
<b>5. DISPUTES AND MEDIATION</b>	<b>5</b>
<b>6. MEETINGS OF THE COMMITTEE</b>	<b>6</b>
<b>7. ANNUAL GENERAL MEETING</b>	<b>6</b>
<b>8. ELECTION OF OFFICE-BEARERS AT ANNUAL GENERAL MEETING</b>	<b>8</b>
<b>9. SPECIAL GENERAL MEETING</b>	<b>8</b>
<b>10. VOTING RIGHTS AT GENERAL MEETINGS</b>	<b>8</b>
<b>11. CASUAL VACANCIES</b>	<b>9</b>
<b>12. MEMBERSHIP OF THE ASSOCIATION</b>	<b>9</b>
<b>13. LIFE MEMBERSHIP</b>	<b>9</b>
<b>14. AFFILIATION</b>	<b>10</b>
<b>15. FEES, DUTIES, LEVIES AND FINES</b>	<b>10</b>
<b>16. INCOME AND PROPERTY OF THE ASSOCIATION</b>	<b>11</b>
<b>17. OFFICE OF THE ASSOCIATION</b>	<b>11</b>
<b>18. ACCOUNTS OF THE ASSOCIATION</b>	<b>11</b>
<b>19. BANKING AND FINANCE</b>	<b>11</b>



<b>20.</b>	<b>AUDITOR</b>	<b>11</b>
<b>21.</b>	<b>AUDIT OF ACCOUNTS</b>	<b>12</b>
<b>22.</b>	<b>NOTICES</b>	<b>12</b>
<b>23.</b>	<b>DISCLOSURE OF INTEREST IN CONTRACTS</b>	<b>12</b>
<b>24.</b>	<b>ALTERATIONS TO THIS CONSTITUTION</b>	<b>13</b>
<b>25.</b>	<b>SEAL OF THE ASSOCIATION</b>	<b>13</b>
<b>26.</b>	<b>OFFICE OF THE PUBLIC OFFICER</b>	<b>13</b>
<b>27.</b>	<b>WINDING UP</b>	<b>14</b>
<b>28.</b>	<b>LIMITATION OF LIABILITY</b>	<b>14</b>



## **1. NAME AND DEFINITIONS**

**1.1** The name of the Association shall be ACT Wrestling Incorporated and shall be hereinafter referred to as “the Association”.

### **1.2 DEFINITIONS**

In this Constitution unless the contrary intention appears –

“**The Act**” shall mean the Associations Incorporation Act 1991, and “the Regulations” shall mean the regulations to the Act from time to time in force.

“**Constitution**” shall mean this Constitution and all supplementary amending or substituted paragraphs for the time being in force.

“**Member**”, unless otherwise qualified, shall mean a member of any category of membership, male or female, as set out in this Constitution.

“**Affiliated Body**” shall mean a corporate body, which is affiliated with the Association as set out in this Constitution.

“**Officer**”, unless otherwise qualified, shall mean an officer of the Association as defined in this Constitution and shall include any acting officer.

“**Financial Year**”- shall mean the financial year of the Association, being the period 1 January to 31 December inclusive.

“**Wrestling**” shall mean all forms of wrestling promoted and controlled by F.I.L.A. (International Federation of Associated Wrestling Styles) and the A.W.U. (Australian Wrestling Union).

“**FILA**” shall mean the International Federation of Associated Wrestling Styles, the international body which promotes and controls the Olympic sport of Wrestling.

“**AWU**” shall mean the Australian Wrestling Union

“**Rules**” shall mean the rules designated and approved by the FILA and the AWU for the conduct of the sport of Wrestling and the By-Laws of ACT Wrestling Incorporated.

The male gender shall imply the female and vice versa.

The singular shall imply the plural and vice versa.

Expressions referring to “writing” shall be construed as including references to printing, lithography, photography, facsimile, email and any other mode of representing or reproducing words in a visible form.

## **2. OBJECTS AND PURPOSES OF THE ASSOCIATION**

**2.1** The basic objects and purposes of the Association are:

- (a) to control, promote and encourage the sport of FILA Wrestling styles in the Australian Capital Territory; and
- (b) to seek to enter into bilateral arrangements with similar associations and corporate bodies wherever situated to promote and encourage wrestling; and
- (c) to be duly affiliated with the Australian Wrestling Union (the AWU), whose national authority with regard to wrestling is recognised by the Australian government, the Australian Olympic Committee and FILA; and
- (d) to participate successfully in wrestling competition; and



- (e) to act in the interests of sport, and wrestling in particular; and
- (f) to establish sound and effective governance of wrestling; and
- (g) to abide by and give full force and effect to this Constitution; and
- (h) to establish and maintain a uniform approach throughout the ACT to the rules and administration of wrestling and to the tests of amateur status; and
- (i) to administer and promote wrestling championships in the ACT; and
- (j) to maintain absolute political and religious neutrality and not admit any racial or other form of discrimination; and
- (k) to provide for the representation of the ACT at the Australian National Championships, Australian State Championship and any other championships or competitions that it may decide;

**2.2.** In addition to Article 2.1 above, the objects and purposes of the Association shall be deemed to include the doing or causing to be done of all those acts, matters and things as are lawfully able to be done or caused to be done by an Incorporated Association under the Act, including but not limited to the following:

- (a) the purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real property;
- (b) the buying, selling, supplying of and dealing in goods of all kinds;
- (c) the construction, maintenance and alteration of buildings or works;
- (d) the accepting of any gift, whether subject to a special trust or not;
- (e) the taking of such steps from time to time as the Association may deem expedient for the purpose of procuring contributions to the funds of the Association, whether by way of donations, subscriptions, levies or otherwise;
- (f) the printing and publishing of newspapers, periodicals, books, leaflets or other documents as the Association may think desirable;
- (g) the investment of any moneys of the Association not immediately required for any of the Association's objects or purposes in such manner as the Association may from time to time determine;
- (h) the making of gifts, subscriptions or donations to any authorities, or institutions;
- (i) the providing or hiring of facilities for the conduct of wrestling competitions;
- (j) the providing or hiring of facilities for the purpose of coaching, training, officiating and instruction of wrestling;
- (k) the providing of facilities for the use of other compatible sports;
- (l) the providing of adequate facilities for viewing the sport of wrestling and other compatible sports;
- (m) to provide for the representation of the Australian Capital Territory by wrestling teams and officials or by such other person as the Association thinks fit;
- (n) to establish throughout the Australian Capital Territory uniform rules and regulations for the governing of the sport of wrestling provided that the rules are not contrary to those prescribed and approved of by any national wrestling body with which the Association may be affiliated;
- (o) to hear and adjudicate upon appeals from decisions and/or actions of the Association, the right of appeals not necessarily being confined to members thereof;
- (p) to suspend, disqualify, fine or otherwise deal with any member or officer of the Association who has committed any breach of this Constitution or of the By Laws or Rules made



hereunder, or practised, counselled or sanctioned any conduct arising out of or in connection with wrestling, which conduct is, in the opinion of the Association, contrary to the interests of wrestling;

- (q) to determine, as the Association considers necessary, the delineation of playing and administrative boundaries in relation to geography and membership as the Association thinks fit;
- (r) to create such divisions of the Association, committees, groups, and other organisational units that are deemed to be appropriate and necessary for the efficient control, promotion and encouragement of wrestling in the Australian Capital Territory;
- (s) to nominate and appoint any person, committee or sub-committee for such purposes and with such powers as the Association may deem desirable;
- (t) to impose and collect fees, dues, levies and fines and other charges from divisions, clubs, institutions, members and individuals as the Association thinks fit;
- (u) to make By-Laws and Rules on the matters authorised by or necessary for, or convenient, to give effect to this Constitution;
- (v) to do or caused to be done all such other acts, matters and things as are considered by the Association to be incidental or likely to be conducive to the attainment of the above objects and purposes or any of them or to be of benefit to the Association and its members.

### **3. THE COMMITTEE**

**3.1** The control of the affairs of the Association shall be vested in a Committee, which shall consist of -

- (a) the Executive of the Association (see Article 3.2 below); and
- (b) one representative appointed by each Affiliated Member (see Articles 14 below); and

**3.2.** The Executive of the Association shall consist of the following officers:

- President
- Vice President
- Secretary
- Treasurer
- General Manager

**3.3** It shall be the duty of the Committee to appoint or dismiss the General Manager and determine the General Manager's duties and responsibilities together with such remuneration and other just compensation as the Committee deems fit. For the purposes of this Article, the Secretary of the Association and the General Manager may be one and the same person.

**3.4** The Committee may, at its discretion, appoint Managers for specific functions connected with the business of the Association, and shall determine the duties, responsibilities and remuneration, if any, of such Managers. Managers appointed under this Article shall, by virtue of their appointment, provide written reports to each Committee meeting.

**3.5** Subject to the Act, the Regulations, this Constitution and any resolution carried by the Association in general meeting, the Committee has the power to

- (a) regulate its own procedure;
- (b) exercise all such functions as may be exercised by the Association other than those functions specifically reserved by this Constitution to the members of the Association in general meeting;



- (c) delegate to sub-committees or to individual Officers or Managers any function which the Committee is empowered to exercise;
- (d) remove from office any member of the Executive should that person consistently and wilfully fail to meet the obligations of his office under the By-Laws of the Association; and
- (e) perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association.

**3.6** All acts or decisions done or made by any meeting of the Committee or any member thereof shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of such member or all or any members of the Committee, be as valid and effective as if they had all been properly appointed, unless it is proved that the appointment was made in fraud or bad faith.

#### **4. DISCIPLINE, SUSPENSION AND EXPULSION**

**4.1** In this Rule 4 (only), "Member" includes an Ordinary Member, a Junior Member, a Family Member, a Life Member or an Associate Member.

**4.2** Subject to this Constitution, if the Committee is of the opinion that a Member who has refused or neglected to comply with this Constitution, or has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Association, the Committee may by resolution:

- (a) fine that Member (but not an Associate Member) an amount not exceeding \$100; or
- (b) suspend that Member from membership of the Association for a specified period; or
- (c) expel that Member from the Association.

**4.3** A Resolution of the Committee under Sub-Rule 4.2 does not take effect unless:

- (a) at a meeting held in accordance with Sub-Rule 4.4 the Committee confirms the resolution; and
- (b) if the Member exercises a right of appeal to the Association under this Rule, the Association confirms the resolution in accordance with this Rule.

**4.4** A meeting of the Committee to confirm or revoke a resolution passed under Sub-Rule 4.2 must be held not earlier than fourteen (14) days, and not later than twenty-one (21) days, after notice has been given to the Member in accordance with Sub-Rule 4.2

**4.5** For the purposes of giving notice in accordance with Sub-Rule 4.2, the Secretary must, as soon as practicable, cause to be given to the Member a written notice:

- (a) setting out the resolution of the Committee and the grounds on which it is based; and
- (b) stating that the Member or a representative of the Member (in the case of a Junior Member, appointed by a parent or guardian, and in the case of an Affiliated Organisation, appointed by a resolution of its committee or board), may address the Committee at a meeting to be held not earlier than fourteen (14) days, and not later than twenty-one (21) days after the notice has been given to that Member; and
- (c) stating the date, place, format and time of that meeting; and
- (d) informing the Member that he, she or it may do one or more of the following:
  - (i) attend that meeting (or arrange for a representative to attend the meeting if he, she or it is a Junior Member or an Affiliated Organisation);
  - (ii) arrange a mutually agreed upon alternative, such as video or telephone conference; or
  - (iii) give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution;



- (e) informing the Member that, if at that meeting, the Committee confirms the resolution, the Member may not later than forty-eight (48) hours after that meeting, give the Secretary a notice to the effect that he, she or it wishes to appeal to the Association in General Meeting against the resolution.

**4.6** At a meeting of the Committee to confirm or revoke a resolution passed under Sub-Rule 4.2, the Committee must:

- (a) give the Member, or appointed representative of the Member, an opportunity to be heard; and
- (b) give due consideration to any written statement submitted by the Member or representative; and
- (c) determine by resolution whether to confirm or to revoke the resolution.

**4.7** If at the meeting of the Committee, the Committee confirms the resolution, the Member may, not later than forty-eight (48) hours after that meeting, give the secretary a notice to the effect that he, she or it wishes to appeal to the Association in General Meeting against the Resolution.

**4.8** If the Secretary receives a notice under Sub-Rule 4.7, he or she must notify the Committee and the Committee must convene a general meeting of the Association to be held within twenty-one (21) days after the date on which the Secretary received the notice.

**4.9** At a general meeting of the Association convened under Sub-Rule 4.8:

- (a) no business other than the question of the appeal may be conducted; and
- (b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
- (c) the Member, or his, her or its representative, must be given an opportunity to be heard; and
- (d) the Members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.

**4.10** A resolution is confirmed if, at the general meeting, not less than two-thirds of Members vote in favour of the resolution. In any other case, the resolution is revoked.

## **5. DISPUTES AND MEDIATION**

**5.1** In this Rule 5 (only), “Member” includes a Junior Member.

**5.2** The grievance procedure set out in this Rule applies to disputes under this Constitution between:

- (a) a Member and another Member;
- (b) a Member and the Association;
- (c) an Associate Member and another Associate Member; or
- (d) an Associate Member and the Association.

**5.3** The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all of the parties.

**5.4** If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within ten (10) days, hold a meeting in the presence of a mediator.

**5.5** The mediator must be:

- (a) A person chosen by agreement between the parties; or
- (b) in the absence of agreement:





- (i) in the case of a dispute between a Member and another Member or between an Associate Member and another Associate Member, a person appointed by the Committee of the Association; or
- (ii) in the case of a dispute between a Member and the Association or between an Associate Member and the Association, a person who is a mediator appointed or employed by the ACT Conflict Resolution Service.

**5.6** A Member or representative of an Associate Member (but not a Junior Member) can be a mediator but needs approval of both parties before acting.

**5.7** The mediator cannot be a Member who is, or a representative of an Associate Member which is, a party to the dispute.

**5.8** The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

**5.9** The mediator, in conducting the mediation, must:

- (a) give the parties to the mediation process every opportunity to be heard; and
- (b) allow due consideration by all parties of any written statement submitted by any party; and
- (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

**5.10** The mediator must not determine the dispute.

**5.11** If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

**5.12** In the event of a dispute arising over the meaning, application or interrelationships of any of the Articles of this Constitution, the President of the Association shall have the power to interpret the meaning, application and interrelationships of the various Articles of this Constitution.

## **6. MEETINGS OF THE COMMITTEE**

**6.1** The Committee shall meet at least nine times during each calendar year.

**6.2.** A quorum at a meeting of the Committee shall consist of at least two members of the Executive together with other members of the Committee totalling not less than half the full membership of the Committee.

**6.3** The President of the Association shall be the Chairman at any meeting of the Committee. If the President is absent, those Committee members present shall choose one of their number to act as Chairman.

**6.4** Except as otherwise provided herein, all resolutions at a Committee meeting shall be decided by a simple majority of the votes cast. Each member of the Committee is entitled to one (1) vote on any question, and in the event of a tied vote the Chairman shall be entitled to a second or casting vote.

## **7. ANNUAL GENERAL MEETING**

**7.1** A General Meeting of the members of the Association shall be held on such day as the Committee may determine being not more than four months after the end of the financial year and such meeting shall be deemed to be the Annual General Meeting of the Association.

**7.2** At least twenty-one (21) days prior to the date fixed for the Annual General Meeting, the Secretary shall cause notice to be issued convening the Annual General Meeting in one or both of the following forms as determined by the Committee:



- (a) A notice placed in such public media as the Committee may determine.
- (b) A notice delivered in writing to the last known address of each member of the Association.

**7.3** The notice convening the Annual General Meeting shall call for:

- (a) Nominations for all offices falling vacant at the Annual General Meeting provided that each nomination shall be in writing, duly proposed and seconded by registered members of the Association and consented to by the nominee, and in the hands of the Secretary at least seven (7) days prior to the Annual General Meeting; and
- (b) Notices of motions to be considered at the Annual General Meeting provided that such notices are delivered in writing to the Secretary at least seven (7) days prior to the Annual General Meeting.

**7.4** A quorum at an Annual General Meeting shall be thirty (30) adult members or not less than forty percent of the adult membership, whichever number is less.

**7.5** If within one (1) hour after the appointed time for the commencement of the Annual General Meeting a quorum is not present, one (1) hour after the appointed time those members present shall be deemed to constitute a quorum.

**7.6** The Chairman at an Annual General Meeting shall be the President or, if absent, the Vice-President. In the absence of the President and Vice-President those members present shall choose one of their number to act as Chairman.

**7.7** The ordinary business of the Annual General Meeting shall be:

- (a) to confirm the minutes of the last preceding Annual General Meeting and any Special General Meeting convened in the intervening time;
- (b) to receive from the Committee, Auditor and servants of the Association reports upon the business of the Association during the last preceding financial year;
- (c) to elect the Patron of the Association;
- (d) to elect Life Members of the Association;
- (e) to elect the officers of the Association in accordance with Articles 3.2 and 3.3;
- (f) to appoint the Auditor in accordance with Article 20 and determine his remuneration;
- (g) to consider motions of which notice has been received in accordance with Article 7.3(b);
- (h) to determine such other special business as the Committee may consider necessary; and
- (i) to determine such other business as the members consider necessary provided that no motion may be considered other than those of which notice was given in accordance with Article 7.3(b).

**7.8** Should there not be a quorum present at any time during the course of the Annual General Meeting, no item of business may be transacted, and the Chairman shall suspend the business of the meeting until such time as a quorum is present.

**7.9** The Chairman of an Annual General Meeting may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted upon the resumption of the meeting except that business left unfinished at the time of the adjournment.

**7.10** Where an Annual General Meeting is adjourned for fourteen (14) days or more, notice of the adjourned meeting shall be issued in like manner to notice given under Sub-Rule 7.2.



## **8. ELECTION OF OFFICE-BEARERS AT ANNUAL GENERAL MEETING**

- 8.1** The offices of President, Vice-President, Secretary, Treasurer and Auditor shall be declared vacant at each Annual General Meeting.
- 8.2** If no nominations are received in accordance with Sub-Rule 7.3 (a) to fill a position, verbal nominations shall be received from the members present at the Annual General Meeting, provided that each nomination shall be made and seconded by a member and that the member so nominated shall consent to the nomination. If no verbal nominations are received the position shall remain vacant and be deemed a casual vacancy.
- 8.3** If exactly one (1) nomination is received for a position, the person so nominated shall be declared elected.
- 8.4** If more than one nomination is received for a position, a ballot shall be conducted at the Annual General Meeting in such manner as the Chairman may direct.

## **9. SPECIAL GENERAL MEETING**

- 9.1** A General Meeting of the members of the Association, other than the Annual General Meeting, shall be convened and deemed to be a Special General Meeting when:
- (a) The Committee carries a resolution calling for a Special General Meeting and stipulates the business to be placed before the Special General Meeting; or
  - (b) The Secretary receives a written request calling for a Special General Meeting that stipulates the business to be placed before the Special General Meeting provided that the request is signed by thirty (30) adult members or forty percent (40%) of adult members, whichever number is less.
- 9.2** The Secretary shall cause notice to be given of a Special General Meeting in like manner to notice of the Annual General Meeting under Sub-Rule 7.2.
- 9.3** The procedure at a Special General Meeting shall be similar to that at the Annual General Meeting to the extent of Sub-Rules 7.4 through 7.6 and Sub-Rules 7.8 through 7.10.
- 9.4** The business of a Special General Meeting shall be confined to the matter(s) stipulated under the provisions of Sub-Rule 9.1.

## **10. VOTING RIGHTS AT GENERAL MEETINGS**

- 10.1** Each individual confirmed adult member as determined by this Constitution, Sub-Rule 13.2 (c), or Affiliated Member shall be entitled to exercise one (1) vote on any question at a General Meeting, and no proxy votes shall be allowed.
- 10.2** Except as otherwise provided herein, any question at a General Meeting shall be determined by a simple majority of the votes cast.
- 10.3** A question arising at a General Meeting shall be determined on a show of hands and unless before or on the declaration of the result of a show of hands a ballot is demanded, a declaration by the Chairman that a question has, on a show of hands, been decided either in the affirmative or negative and an entry to that effect in the minutes of the meeting is evidence of the fact, without proof of the number or proportion of the votes recorded in favour or against that question.
- 10.4** If at a General Meeting a ballot on any question is demanded it shall be taken at that meeting in such usual and proper manner as the Chairman may direct, and the result of the ballot shall be deemed to be the resolution of the meeting on that question. A ballot that is demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith, and a ballot that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairman may direct.



**10.5** In the case of an equality of voting on a question the Chairman of a General Meeting is entitled to exercise a second or casting vote.

## **11. CASUAL VACANCIES**

**11.1** In the event of a casual vacancy occurring in any of the offices of the Association, the Committee shall appoint a person to fill the vacancy and that person shall be entitled to hold that office until it is declared vacant at the next Annual General Meeting thereafter.

**11.2** If a casual vacancy occurs in the office of Auditor, the Committee shall appoint a person who is not a member or the Public Officer of the Association as the Auditor of the Association and the person so appointed shall hold office until the next Annual General Meeting thereafter.

## **12. MEMBERSHIP OF THE ASSOCIATION**

**12.1** Any person interested or participating in the sport of wrestling in the Australian Capital Territory and who wishes to become associated in the activities of the Association in the attainment of its objects and purposes shall be eligible to be registered as a member of the Association.

**12.2** (a) There shall be five categories of membership as follows:

- (i) **Ordinary Member:** A person who is eighteen (18) years of age or older and who is entitled to one (1) vote on any issue;
- (ii) **Junior Member:** A person who is under the age of eighteen (18) years and has no voting rights in the Association whatsoever.
- (iii) **Family Member:** A family composed of no more than two adult parents who are over the age of eighteen years and two children who are under the age of eighteen years. The adults in a family membership are entitled to one (1) vote each on any issue
- (iv) **Life Member:** A Life Member is a person elected to that honour by the members of the Association in accordance with Sub-Rules 13.1 through 13.3 inclusive.
- (v) **Associate Body Member:** A corporate body associated with the sport of Wrestling and that has a legitimate interest in the activities of the sport of wrestling and is entitled to one (1) vote on any issue.

(b) An applicant for membership shall be deemed to be a provisional member in the category applied for upon lodgement of the application.

(c) An applicant shall be confirmed as a member in the category applied for upon receipt of the application form by the Secretary and receipt of the prescribed membership fee by the Treasurer.

**12.3** The period of membership shall be from 1 January to 31 December in the same calendar year, provided that a new member shall hold membership from the date of confirmation of membership under Article 12.2 (c) until 31 December in the same calendar year.

**12.4** It shall be the responsibility of each member to be fully informed as to the rights conferred and obligations imposed by this Constitution and the By-Laws of the Association.

## **13. LIFE MEMBERSHIP**

**13.1** Life Members may be elected at the Annual General Meeting by a 75% majority of members present at the meeting.



- 13.2** A person shall be qualified for nomination for election as a Life Member on the basis of outstanding service to wrestling and to the Association over a period of time.
- 13.3** The nomination of a Life Member shall proceed as follows:
- (a) A person may be nominated by submission in writing to the Committee, supported by at least five (5) members.
  - (b) Should the Committee concur that the nominee satisfies the criteria of Article 13.2, the nomination shall be submitted to the members of the Association at the following Annual General Meeting.
- 13.4** A Life Member shall not be required to pay any membership fee, nor any admission fee to any function held by the Association.
- 13.5** Life Membership may be cancelled by resolution of a 75% majority of members present at an Annual General Meeting or Special General Meeting.

#### **14. AFFILIATION**

- 14.1** Any association, company or other corporate body the primary aim of which is the promotion of the sport of wrestling may apply to become affiliated with the Association.
- 14.2** An application for affiliation shall be made on the form provided for the purpose by the Association from time to time, and shall be lodged with the Secretary of the Association together with the prescribed affiliation fee.
- 14.3** Any application for affiliation shall be considered by the Committee, and the Committee shall have absolute discretion on the granting of affiliation. Where the Committee is to consider an application for renewal of affiliation, the representative of that affiliated body shall not vote on that matter.
- 14.4** The term of affiliation shall be from the date of approval by the Committee until 31 December in the same calendar year.
- 14.5** It shall be the responsibility of the principal officers of each affiliated body to be fully informed as to the rights conferred and obligations imposed by this Constitution and the By-Laws of the Association.

#### **15. FEES, DUTIES, LEVIES AND FINES**

- 15.1** Each member of the Association other than a Life Member shall pay annually to the Association a membership fee and such fee shall be due and payable upon 1 January each year.
- 15.2** Each member of the Association shall be liable to pay to the Association from time to time such other fees as may be decided by the Committee. Any such fees, in excess of the membership fee, shall be deemed levies.
- 15.3** Each affiliated body shall pay annually to the Association an affiliation fee and such fee shall be due and payable upon 1 January each year.
- 15.4** The Committee shall be empowered to impose fines for breach of this Constitution or the By-Laws of the Association upon a member or an affiliated body, and any such fine shall be due and payable at a time fixed by the Committee.
- 15.5** The amount of the membership fee for any particular category of membership, or any levy, or any fine, shall be determined by the Committee.
- 15.6** Failure by a member of the Association or an affiliated body to pay all or part of the required membership fee, levy or fine authorised by the Committee within thirty (30) days of the date it becomes due shall entail automatic suspension of the member or affiliated body in default. Upon payment of the arrears of any such moneys the membership or affiliation of the suspended member or affiliated body shall be restored.



**16. INCOME AND PROPERTY OF THE ASSOCIATION**

The income and property of the Association however derived shall be applied solely towards the promotion of the objects of the Association as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, free issue of trading stock or otherwise howsoever by way of profit to any persons who at any time are or have been members of the Association or to any of them or to any persons claiming through any of them provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Association or to any member thereof or to any other person in return for services actually rendered to the Association or the repayment of money advanced by any member or person to or for the purposes of the Association or any of them or the payment of interest thereon at a reasonable rate.

**17. OFFICE OF THE ASSOCIATION**

The office of the Association shall be at such place as the Committee may from time to time determine.

**18. ACCOUNTS OF THE ASSOCIATION**

**18.1** The Committee shall cause true accounts to be kept of:

- (a) all sums of money received and expended by the Association and the matter in respect of which the receipt or expenditure takes place; and
- (b) the assets and liabilities of the Association;

and subject to any reasonable restrictions as to time and manner of inspection that may be imposed by the Association for the time being, these accounts shall be open to the inspection of the members of the Association.

**18.2** It shall be the duty of the Treasurer to faithfully keep all general records, books and documentation in connection with the accounts of the Association under Sub-Rule 18.1, in such form and in such manner as the Committee may direct; however nothing herein shall prevent the Committee from adding the keeping of accounts and records hereof to the duties of the General Manager.

**18.3** The accounts, books and records referred to in Sub-Rules 18.1 and 18.2 shall be kept at the Association's office or at such other place as the Committee may determine.

**18.4** The Association's financial year shall end on 31 December in each year.

**19. BANKING AND FINANCE**

All moneys of the Association shall be deposited with bank or banks as the Committee may from time to time appoint and the Committee shall from time to time determine who shall be authorised, to sign, on the Association's behalf, contracts, leases, bills, notes, receipts, acceptances, cheques, endorsements and other instruments.

**20. AUDITOR**

**20.1** At each Annual General Meeting of the Association the members present shall appoint a person, not being a member or the Public Officer of the Association, as the Auditor of the Association.

**20.2** A person so appointed shall hold office until the Annual General Meeting next after that at which he is appointed, and is eligible for reappointment.



- 20.3** If an appointment is not made at the Annual General Meeting, the Committee shall appoint an Auditor of the Association for the then current financial year.

## **21. AUDIT OF ACCOUNTS**

- 21.1** Once at least in each financial year, the accounts of the Association shall be examined by the Auditor.
- 21.2** The Auditor shall certify as to the correctness of the accounts of the Association and shall report thereon.
- 21.3** In his report, and in certifying to the accounts, the Auditor shall state:
- (a) whether he has obtained the information required by him;
  - (b) whether, in his opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Association according to the information at his disposal and the explanations given to him by the books of the Association; and
  - (c) whether the rules relating to the administration of the funds of the Association have been observed.
- 21.4** The Public Officer of the Association shall cause to be delivered to the Auditor a list of all the accounts, books and records of the Association.
- 21.5** The Auditor:
- (a) has the right of access to the accounts, books, records, vouchers and documents of the Association;
  - (b) may require from the servants of the Association such information and explanations as may be necessary for the performance of his duties as an Auditor;
  - (c) may employ persons to assist him in investigating the accounts of the Association; and
  - (d) may, in relation to the accounts of the Association, examine any member of the Committee or any servant of the Association.

## **22. NOTICES**

- 22.1** Any notices required to be given by the Association or any of its officers to any individual persons, bodies or members of the Association, may be given by post, delivered or sent by electronic device and such notice, if addressed or delivered to the last known address of such individual, shall be deemed to be given at the time when the notice was delivered or would have been received in the normal course of post. Where notices are required to be given by the Association or any of its officers to groups of persons, bodies or members of the Association, such notice may be given by placing a notice in the Public Notice classification of a daily newspaper published in the Australian Capital Territory and in such other places as the Committee may determine such notification being deemed sufficient to all interested parties.
- 22.2** Any notice or document required to be given or served upon the Association shall be in writing and shall be deemed to be so given or served if delivered to the office of the Association.

## **23. DISCLOSURE OF INTEREST IN CONTRACTS**

- 23.1** A member of the Association who is interested in any contract or arrangement made or proposed to be made with the Association shall disclose interest at the first meeting of the Committee at which the contract or arrangement is first taken into consideration, if his interest then exists or, in any other case, at the first meeting of the Committee after the acquisition of his interest.



- 23.2** If a member of the Association becomes interested in a contract or arrangement after it is made or entered into he shall disclose his interest at the first meeting of the Committee after he becomes so interested.
- 23.3** No member of the Association shall vote as a member in respect of any contract or arrangement in which he is interested and if he does so vote it shall not be counted.

**24. ALTERATIONS TO THIS CONSTITUTION**

No alteration or amendment shall be made to this Constitution except at a Special General Meeting of the Association convened for the express purpose of considering amendments to this Constitution and by a majority vote of two thirds of the members present thereat.

**25. SEAL OF THE ASSOCIATION**

- 25.1** The seal of the Association shall be in the form of a rubber stamp, inscribed with the name of the Association encircling the word "Seal".
- 25.2** The seal of the Association shall not be affixed to any instrument except by the authority of the Committee and the affixing thereto shall be attested by the signatures either of two members of the Committee or one member of the Committee and of the Public Officer of the Association or such other person as the Committee may appoint for that purpose and that attestation is sufficient for all purposes that the seal was affixed by the authority of the Committee.
- 25.3** The seal shall remain in the custody of the Public Officer.

**26. OFFICE OF THE PUBLIC OFFICER**

- 26.1** Under the Associations Incorporation Act 1991, the Committee shall appoint a person resident in the Australian Capital Territory to be the Public Officer of the Association. If that office at any time becomes vacant, the Committee shall within fourteen days thereafter appoint a person resident in the Australian Capital Territory to fill that vacancy.
- 26.2** In accordance with subsection 64(2) of the Act, the office of Public Officer shall become vacant if the person holding that office:
- (a) is removed from office by resolution of the members of the Association;
  - (b) resigns from office;
  - (c) dies;
  - (d) becomes an insolvent under administration within the meaning of the Corporations Law;
  - (e) suffers from mental or physical incapacity;
  - (f) was convicted or released from imprisonment in respect of an offence referred to in subsection 63(1) of the Act within the period of 5 years immediately preceding his or her appointment as public officer, or is convicted of such an offence after taking office; or
  - (g) ceases to reside in the Australian Capital Territory.
- 26.3** In accordance with subsection 57(3) of the Act the Public Officer may, subject to this Constitution, hold any other office in the Association.
- 26.4** Unless otherwise precluded by the operation of Sub-Rules 26.1, 26.2 or 26.3, or by virtue of the operation of the Act, the Committee shall appoint the General Manager or, if the position of General Manager be vacant, another Executive officer of the Association, to the office of Public Officer.





**27. WINDING UP**

**27.1** Each member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up or dissolved during the time that he or she is a member or within one year afterwards for the payment of the debts and liabilities of the Association contracted before the time at which he or she ceased to be a member and of the costs, charges and expenses of winding up the same and for the adjustment of the rights of the contributions among themselves such amount as may be required not exceeding ten dollars (\$10).

**27.2** If upon winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any money or property whatsoever the same shall not be paid to or distributed among the members of the Association or any of them but shall be given or transferred by the Association to some other Association, institution, or body having objects similar to the objects of the Association (and which prohibits the distribution of its income and property among its members to an extent at least as great as is imposed by the Association under or by virtue of Article 16 of this Constitution) such association, institution or body to be determined by the members of the Association at or before the time of dissolution and in default thereof by the Supreme Court of the Australian Capital Territory or a Judge thereof and if and so far as effect cannot be given to the aforesaid provision then to some charitable object to be determined as aforesaid.

**28. LIMITATION OF LIABILITY**

The liability of the members of the Association is limited.

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