



# **Australian Croquet Association Incorporated**

## **CONSTITUTION**

This Constitution, v2, was adopted by the Australian Croquet Association Council at the 15<sup>th</sup> March 2015 Annual General Meeting and came into force in April 2015 after approval by the ACT Registrar General.

## Change Register

### 28<sup>th</sup> September 2015 – v 2.1

The following amendments were foreshadowed by the Victorian Croquet Association at the Constitutions adoption:

- S5.1 Recognition of State Associations – allowing clubs close to borders between two State Associations to be administered by either state
- S5.2(b) – allowing a State Association to be a company limited by guarantee
- s12.1 Notice of Resignation and s12.2 Expiration of Notice Period – minor changes
- s15.4 Entitlement to Attend General Meetings – allowing neither representation nor participation if monies are outstanding.
- S15.3 Notices of General Meetings: including the previous s33.6 & 33.7 as s15.3(c) & 15.3(d) respectively and the renumbering the existing s15.3(c) as s15.3(e)
- S36 Indemnity – replacing “the company” with “Croquet Australia” throughout.

### 12<sup>th</sup> September 2016 – v2.2

Amendment to:

- S24.8 Circulating Resolutions – amendment to require agreement by a majority of Directors without dissent, rather than agreement by all Directors

### 11<sup>th</sup> September 2017 – v2.3

Amendments to:

- S6.2(b) - extension of time period for State Associations to amend their constitutions to comply with ACA Constitution from two (2) years to four (4) years.
- S20.2, 20.3, 21, 21.1, 21.7 - removal of references to “First Directors”

### 23<sup>rd</sup> March 2020 – v2.4

Amendments to:

- S4.1 Definitions - deleting definition of First Director and clarifying period of notice of Special Resolution
- s20.2 Board Composition - defining numbers to be elected in even and odd years
- s20.3 clarification of terms of office of Chair and Deputy Chair

### 7<sup>th</sup> December 2022 – v2.5

Amendment to S21.6(a) to allow the Chair or a Director appointed to a senior position with an international federation to serve for a maximum of four (4) terms.

# Contents

## PART I – OBJECTS, POWERS AND INTERPRETATION

1	NAME OF ASSOCIATION.....	1
2	OBJECTS OF ASSOCIATION.....	1
3	POWERS OF ASSOCIATION.....	1
4	INTERPRETATION.....	2
4.1	Definitions.....	2
4.2	Interpretation.....	3
4.3	Severance.....	4
4.4	Expressions in Act.....	4
5	STATE ASSOCIATIONS.....	4
5.1	Recognition of State Associations.....	4
5.2	Compliance of State Associations.....	4
5.3	Agreement between Croquet Australia and the State Associations.....	5
6	STATE ASSOCIATION CONSTITUTIONS.....	5
6.1	Constitution.....	5
6.2	Amendments to State Association Constitutions.....	5
6.3	Register of Individual Members.....	6
7	MEMBERS.....	6
7.1	Category of Members.....	6
7.2	Creation of New Categories.....	6
8	INDIVIDUAL MEMBERS.....	6
8.1	Deeming Provisions.....	6
8.2	Membership Generally.....	6
8.3	Membership Renewal.....	7
9	SUBSCRIPTIONS AND FEES.....	7
9.1	Board to Determine.....	7
9.2	Failure to Pay.....	7
10	REGISTER OF MEMBERS.....	7
10.1	Croquet Australia to Keep Register.....	7
10.2	Inspection of Register.....	7
11	EFFECT OF MEMBERSHIP FOR MEMBER.....	7
12	DISCONTINUANCE OF MEMBERSHIP.....	8
12.1	Notice of Resignation.....	8
12.2	Expiration of Notice Period.....	8
12.3	Forfeiture of Rights.....	8
12.4	Membership may be Reinstated.....	8
12.5	Cessation of Membership.....	8
13	DISCIPLINE OF MEMBERS AND COMPLAINTS.....	8
13.1	Jurisdiction.....	8
13.2	Discipline of Members.....	9
13.3	Complaints.....	9
14	DELEGATES.....	10
14.1	Appointment of Delegates.....	10
14.2	State Associations to Advise.....	10
15	GENERAL MEETINGS.....	10
15.1	Annual General Meeting.....	10
15.2	Special General Meetings.....	10
15.3	Notice of General Meetings.....	10
15.4	Entitlement to Attend General Meeting.....	11
15.5	Business of General Meetings.....	11
15.6	Notices of Motion.....	11

15.7	No Other Business .....	11
16	SPECIAL GENERAL MEETINGS .....	11
16.1	Special General Meetings May be Held.....	11
16.2	Requisition of Special General Meetings.....	11
17	PROCEEDINGS AT GENERAL MEETINGS .....	12
17.1	Number for a Quorum.....	12
17.2	Requirement for a quorum.....	12
17.3	Quorum and time .....	12
17.4	Chairperson to preside over General Meetings.....	12
17.5	Conduct of General Meetings.....	12
17.6	Adjournment of General Meeting .....	12
17.7	Notice of Adjourned Meeting.....	13
17.8	Quorum for an Adjourned Meeting.....	13
17.9	Recording of Determinations .....	13
17.10	Minutes .....	13
18	VOTING AT GENERAL MEETINGS .....	13
18.1	Voting Procedure.....	13
18.2	Where Poll Demanded .....	13
18.3	Resolutions Decided by Majority.....	14
18.4	Equality of Votes.....	14
18.5	Proxy Voting Not Permitted .....	14
19	VOTING BETWEEN GENERAL MEETINGS .....	14
20	POWER AND COMPOSITION OF THE BOARD .....	14
20.1	Power of the Board.....	14
20.2	Board Composition .....	14
20.3	Chair and Deputy Chair of the Board.....	15
21	DIRECTORS .....	15
21.1	Eligibility .....	15
21.2	Election of Elected Directors .....	15
21.3	Term of Office.....	16
21.4	Office held until end of meeting .....	16
21.5	An Elected Director elected at General Meeting.....	16
21.6	Maximum Term of Office for Directors .....	16
21.7	Casual Vacancy in ranks of Directors .....	17
22	APPOINTED DIRECTORS .....	17
22.1	Appointment of Appointed Directors.....	17
22.2	Qualifications for Appointed Directors.....	17
22.3	Term of Office for Appointed Directors.....	17
22.4	Casual vacancy in ranks of Appointed Directors.....	17
23	VACANCIES OF DIRECTORS .....	17
23.1	Vacation of Office .....	17
23.2	Removal of a Director .....	18
23.3	Alternate Director.....	18
23.4	Remaining Directors May Act .....	18
24	PROCEEDINGS OF DIRECTORS.....	18
24.1	Board meetings .....	18
24.2	Questions decided by majority.....	18
24.3	Chair's casting vote.....	18
24.4	Quorum .....	19
24.5	Effect of vacancy.....	19
24.6	Convening meetings .....	19
24.7	Chairperson .....	19

24.8	Circulating resolutions.....	19
24.9	Telecommunication Meeting .....	20
24.10	Validity of acts of Directors .....	20
24.11	Minutes .....	20
25	CONFLICTS .....	20
25.1	Directors Interests.....	20
25.2	Conflict of Interest.....	20
25.3	Recording Disclosures.....	21
26	BOARD TO MAKE APPOINTMENTS .....	21
26.1	Public Officer .....	21
26.2	Treasurer .....	21
26.3	Secretary.....	21
26.4	Appointment of a Chief Executive Officer .....	21
26.4.1	Powers, duties and authorities of CEO .....	21
26.4.2	Suspension and removal of CEO .....	21
26.4.3	Delegation by Directors to CEO.....	21
26.4.4	CEO to attend meetings .....	22
27	STRATEGIC FORUM OF ASSOCIATION.....	22
27.1	Annual Strategic Forum .....	22
27.2	Attendees at Strategic Forum.....	22
28	COMMITTEES .....	22
28.1	Committees .....	22
28.2	Powers Delegated to Committees.....	22
28.3	Procedure of Committee Meetings .....	22
29	POLICIES.....	23
29.1	Making and amending Policies .....	23
29.2	Effect of Policies .....	23
29.3	Policies Deemed Applicable.....	23
30	RECORDS AND ACCOUNTS.....	23
30.1	Establish and Maintain Records .....	23
30.2	Records Kept in Accordance with Act.....	23
30.3	Retention of Records.....	23
30.4	Board to Submit Accounts .....	24
31	ASSETS and BANKING.....	24
31.1	Board to Establish and Maintain a Banking Policy.....	24
31.2	Policy to be Consistent .....	24
32	AUDITOR .....	24
33	SERVICE OF DOCUMENTS .....	24
33.1	Document includes notice.....	24
33.2	Methods of service on a Member .....	24
33.3	Methods of service on Croquet Australia .....	24
33.4	Post.....	24
33.5	Facsimile or electronic transmission.....	25
34	SEAL 25	
34.1	Safe Custody of Seal .....	25
34.2	Affixing Seal .....	25
34.3	Director's Interest.....	25
35	ALTERATION OF CONSTITUTION.....	25
35.1	Alteration of Constitution.....	25
35.2	Consent to Alteration .....	25
36	INDEMNITY .....	25
36.1	Indemnity of officers .....	25

36.2	Insurance .....	26
36.3	Deed .....	26
37	WINDING UP .....	26
37.1	Winding Up of Croquet Australia.....	26
37.2	Liability of Members.....	26
37.3	Members' Contributions .....	26
37.4	Distribution of Property on Winding Up.....	27
38	AUTHORITY TO TRADE .....	27
39	SOURCE OF FUNDS .....	27
40	APPLICATION OF INCOME.....	27
40.1	Income and Property Applied to Objects .....	27
40.2	No Income to Members.....	27
40.3	Payments in Good Faith .....	27

**ASSOCIATIONS INCORPORATION ACT (1991) (ACT)**  
**CONSTITUTION**  
**OF**  
**AUSTRALIAN CROQUET ASSOCIATION INCOPORATED**

**PART I – OBJECTS, POWERS AND INTERPRETATION**

**1 NAME OF ASSOCIATION**

The name of the association is the Australian Croquet Association Incorporated ("**Croquet Australia**").

**2 OBJECTS OF ASSOCIATION**

Croquet Australia is the peak body for the administration of the sport of Croquet in Australia. The objects for which Croquet Australia is established and maintained are to:

- (a) operate as the peak body for the administration of the sport of Croquet in Australia;
- (b) advance and promote competitive and recreational Croquet;
- (c) adopt the Laws of Association Croquet and the Rules of Golf Croquet that have been agreed to by the World Croquet Federation (WCF) and the Rules of Gateball that have been agreed to by World Gateball Union (WGU);
- (d) recognise the other forms of Croquet played in Australia such as but not limited to Aussie Croquet and Ricochet;
- (e) convene, manage and control all Interstate and National Croquet tournaments, championships and games, and as appropriate any International Croquet tournaments, championships or games played within Australia;
- (f) select National Teams and Training Squads;
- (g) be a means of liaison between State Associations;
- (h) be a Full Member of the WCF and WGU;
- (i) pursue high standards of safety, education and training in all aspects of the sport.

**3 POWERS OF ASSOCIATION**

Solely for furthering the objects set out above, Croquet Australia has the rights, powers and privileges conferred on it under the Act.

## 4 INTERPRETATION

### 4.1 Definitions

In this Constitution unless the contrary intention appears, these words shall have the following meanings:

**“ACA” means Australian Croquet Association Inc**

**“Act”** means the Associations Incorporation Act 1991 (ACT) or any other act under which Croquet Australia may be incorporated from time to time.

**“Appointed Director”** means a Director appointed under **clause 22**.

**“ASC”** means the Australian Sports Commission or its successors.

**“Assets”** means without limitation, all financial, intellectual, and physical assets.

**“Board”** means the body consisting of the Directors under **clause 20.2**.

**“By-Law”** means any by-law, regulation or standing order made under the Constitution of Croquet Australia as amended on 15 ~~September~~,September 2014;

**“Chairperson”** means the person who is elected to chair the Board under **clause 20.3**.

**“Chief Executive Officer”** means the person who is appointed under **clause 26.4**.

**“Committee”** means the committees established by the Board under **clause 28.1(a)**.

**“Croquet Australia”** means the Australian Croquet Association Inc. abbreviated to ACA.

**“Croquet”** includes Association Croquet, Golf Croquet, Gateball and other recognised forms of mallet sports

**“Delegate”** means the person elected or appointed from time to time by a State Association to act for and on behalf of that State Association and represent the State Association at General Meetings or otherwise.

**“Deputy Chairperson”** is the person elected to be the deputy chair of the Board under **clause 20.3**.

**“Director”** means a First Director, Elected Director or Appointed Director by virtue of taking office in accordance with **clauses 21.2** and **22.1** of this Constitution.

**“Elected Director”** means a Director elected under **clause 21.2**.

**“Financial Year”** means the year commencing 1<sup>st</sup> January and ending 31<sup>st</sup> December.

**“Gateball Australia”** is a registered business name owned by Croquet Australia. The name of Gateball Australia (GA) will be used in respect of all matters relating to the game of Gateball. The Office-bearers of GA are those of the Board, and all players/clubs affiliated with Croquet Australia are automatically affiliated with GA.

**“General Meeting”** means the annual or any special general meeting of Croquet Australia.

**“Individual Member”** means a registered financial member of a State Association who has been entered on the register of Individual Members in accordance with **clause 6.3**.

**“Intellectual Property”** means all rights or goodwill subsisting in copyright, business names, names,



trademarks (or signs), logos, designs, patents or service marks (whether registered or registrable) relating to Croquet Australia or any event, competition or activity of or conducted, promoted or administered by Croquet Australia.

**“Member”** means a member for the time being of Croquet Australia under **clause 7** of this Constitution.

**“Peak Body”** means the body recognised by the Australian Sports Commission as being the National Sporting Organisation (NSO).

**“Policy”** means a policy made under **clause 29**.

**“Registered Participant”** means for the purposes of **clause 13**, a person who is an Individual Member, and any official, coach, manager, or player participating in a tournament in any capacity who has registered for an event organised by Croquet Australia or officiates at that event.

**“Seal”** means the common seal of Croquet Australia.

**“Special Resolution”** means a resolution passed:

- (a) at a General Meeting of which at least twenty one (21) days’ notice, accompanied by notice of intention to propose resolution as a special resolution, has been given to a State Association in accordance with this Constitution; and
- (b) by at least three quarters of votes of those delegates who, being entitled to vote, vote in person at the meeting.

**“State”** means a State of Australia and includes the Territories of Australia.

**“State Acts”** means the state incorporation legislation (by whatever name called) governing the Members, including the Act.

**“State Association”** means an entity recognised under **clause 5.1** to administer the sport of Croquet in its particular State or Territory.

**“WCF”** means **World Croquet Federation**.

**“WGU”** means **World Gateball Union**.

## **4.2 Interpretation**

In this Constitution:

- (a) headings are inserted for convenience and do not affect the interpretation of this Constitution;
- (b) a reference to a function includes a reference to a power, authority and duty;
- (c) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- (d) words importing the singular include the plural and vice versa; words importing any gender include the other gender;
- (e) references to persons include corporations and political bodies;
- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and

- (h) a reference to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

### **4.3 Severance**

If any provision of this Constitution or any phrase contained within it is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable. If the rule or phrase cannot be so read ~~down~~down, it shall be severed to the extent of the invalidity or unenforceability. Such severance shall not affect the remaining provisions of this Constitution or affect the validity or enforceability of any provision in any other jurisdiction.

### **4.4 Expressions in Act**

Except where the contrary intention appears, in this Constitution, an expression that deals with a matter dealt with by a particular provision of the Act, has the same meaning as that provision of the Act.

## **PART II – STATE ASSOCIATIONS**

### **5 STATE ASSOCIATIONS**

#### **5.1 Recognition of State Associations**

Croquet Australia will recognise only one entity in each State as the controlling body responsible for ensuring the efficient administration of Croquet in that State in accordance with the objects. However, adjoining States may, by mutual agreement, decide which State Association will administer clubs close to their mutual borders and will advise Croquet Australia of such decisions.

#### **5.2 Compliance of State Associations**

Each State Association shall:

- (a) be named according to the State in which it is located;
- (b) be incorporated in its particular State or be a Company limited by guarantee under Commonwealth Law;
- (c) elect or appoint one (1) Delegate to represent it at General Meetings in accordance with this Constitution;
- (d) provide Croquet Australia with copies of its audited or reviewed accounts, annual report and other associated documents within thirty (30) days of the State Association's annual general meeting;
- (e) adopt in principle, the objects of Croquet Australia and adopt rules which ~~reflect~~reflect, and which are, to the extent permitted or required by the State Acts, generally in conformity with this Constitution;
- (f) do all that is reasonably necessary to enable the objects of Croquet Australia to be achieved;
- (g) act in good faith and loyalty to ensure the maintenance and enhancement of Croquet Australia and the sport of Croquet, its standards, quality and reputation for the collective and mutual benefit of the Members and the sport of Croquet;
- (h) at all times operate with, and promote, mutual trust and confidence between Croquet Australia and the Individual Members in pursuit of these objects; and

- (i) at all times act on behalf of and in the interests of the Members and the sport of Croquet.

### **5.3 Agreement between Croquet Australia and the State Associations**

Croquet Australia and the State Associations agree:

- (a) that they are bound by this Constitution and that this Constitution operates to create uniformity in the way in which the objects of Croquet Australia and the sport of Croquet are to be conducted, encouraged, promoted and administered in Australia;
- (b) to act in good faith and loyalty to each other to ensure the maintenance and enhancement of the sport of Croquet, its standards, quality and reputation for the collective and mutual benefit of the State Associations and the sport of Croquet;
- (c) not to do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of the sport of Croquet, and its maintenance and enhancement;
- (d) to make full and proper disclosure to each other of all matters of importance to Croquet Australia and the sport of Croquet;
- (e) not to acquire a private advantage at the expense of Croquet Australia or any other State Association or the sport of Croquet;
- (f) to operate with mutual trust and confidence in pursuit of the objects of Croquet Australia;
- (g) to promote the economic and sporting success, strength and stability of each other and to act interdependently with each other in pursuit of the objects of Croquet Australia;
- (h) to act for and on behalf of the interests of the sport of Croquet, Croquet Australia and the Members; and
- (i) that should a State Association have administrative, operational or financial difficulties, including but not limited to where a State Association:
  - (i) takes or has taken or has instituted against it any action or proceeding, whether voluntary or compulsory, having as its object the winding up of the State Association; or
  - (ii) enters into a composition or arrangement with its creditors, other than a voluntary winding up by Individual Members for the purpose of reconstruction or amalgamation; or
  - (iii) is subject to a mortgagee or other creditor taking possession of any of its assets;

Croquet Australia may, in its absolute discretion act to assist that State Association in whatever manner and on such conditions as Croquet Australia considers appropriate.

## **6 STATE ASSOCIATION CONSTITUTIONS**

### **6.1 Constitution**

The Constitution of each State Association shall not be in conflict with the objects of Croquet Australia and shall be in a form acceptable to the Board, with such incidental variations as are necessary or appropriate, having regard to the State Act applicable to each State Association.

### **6.2 Amendments to State Association Constitutions**

- (a) Each State Association shall take all steps necessary to ensure its constitution and policies are in a form acceptable to the Board and shall ensure its documents are amended in conformity with future amendments made to this Constitution, subject to any prohibition or inconsistency in any relevant State Act.

- (b) State Associations shall have four (4) years from the approval of this Constitution under the Act in which to amend their constitution in accordance with this Constitution.

### **6.3 Register of Individual Members**

Each State Association shall maintain, in a form and with such details as are acceptable to Croquet Australia, a register of all Individual Members in its State. Each State Association shall provide a copy of the register at a time and in a form acceptable to Croquet ~~Australia, and~~ Australia and shall provide prompt and regular updates of that register to Croquet Australia when requested by the Board.

## **PART III – MEMBERSHIP**

### **7 MEMBERS**

#### **7.1 Category of Members**

The Members of Croquet Australia shall consist of:

- (a) the State Associations, which, subject to this Constitution, shall each be represented by their Delegate who shall have the right to attend, debate and vote at General Meetings for and on behalf of the State Association;
- (b) Individual Members, who subject to this Constitution, may attend General Meetings, and contribute if invited but have no right to debate or vote at General Meetings;
- (c) such new categories of Members created in accordance with **Clause 7.2** below.

#### **7.2 Creation of New Categories**

The Board has the right and power from time to time to create new categories of membership with such rights, privileges and obligations as are determined applicable (other than voting rights), even if the effect of creating a new category is to alter rights, privileges or obligations of an existing category of Members. No new category of membership may be granted voting rights.

### **8 INDIVIDUAL MEMBERS**

#### **8.1 Deeming Provisions**

All persons who were Individual Members (howsoever described) of a State Association prior to the time of approval of this Constitution under the Act, shall be deemed Individual Members from the time of approval of this Constitution under the Act, and will be entitled to such benefits as are conferred on them by Croquet Australia, whether directly or indirectly.

#### **8.2 Membership Generally**

Nothing in this constitution prevents a person from being an Individual Member of more than one State Association. For the avoidance of doubt the principal affiliation of the person shall be to the Member State who remits subscriptions and fees on that person's behalf.

### **8.3 Membership Renewal**

In order to remain a Member, Individual Members must:

- (a) renew their membership with a State Association annually;
- (b) otherwise remain registered financial members in accordance with the procedures; and
- (c) must pay the annual fees prescribed by Croquet Australia from time to time (if any) to Croquet Australia through a State Association.

## **9 SUBSCRIPTIONS AND FEES**

### **9.1 Board to Determine**

The annual membership subscription (if any), fees and any levies payable by Members (or any category of members) to Croquet Australia, the basis of, the time for and manner of payment shall be determined by the Board from time to time.

### **9.2 Failure to Pay**

Any Member which has not paid all monies due and payable by that Member to Croquet Australia shall (subject to the Board's discretion) have all rights under this Constitution immediately suspended from the expiry of the time prescribed for payment of those monies. Such rights will be suspended until such time as the monies are fully paid or otherwise at the Board's discretion. In the meantime, the Member shall have no automatic right to resign from Croquet Australia and shall be dealt with at the Board's discretion, which includes the right to expel, suspend, disqualify, fine, discipline or retain that State Association, or impose such other conditions or requirements as the Board considers appropriate.

## **10 REGISTER OF MEMBERS**

### **10.1 Croquet Australia to Keep Register**

Croquet Australia shall keep and maintain a register of Members in which shall be entered such information as is required under the Act from time to time, or as is required by funding organisations such as the ASC.

### **10.2 Inspection of Register**

The Board will develop a policy which will permit Members, upon reasonable request, to inspect the register of Members kept by Croquet Australia at an agreed time and place but will not permit a Member to copy information from the register of Members.

## **11 EFFECT OF MEMBERSHIP FOR MEMBER**

Members acknowledge and agree that:

- (a) this Constitution constitutes a contract between each of them and Croquet Australia and that they are bound by its Policies;
- (b) they shall comply with and observe this Constitution and any policy, determination, or resolution which may be made or passed by the Board or any duly authorised committee;
- (c) by submitting to this Constitution and policies they are subject to the jurisdiction of Croquet

- Australia;
- (d) this Constitution is made in pursuit of a common object, namely the mutual and collective benefit of Croquet Australia, the State Associations and the sport of Croquet;
  - (e) this Constitution and policies are necessary and reasonable for promoting the objects of Croquet Australia and particularly the advancement and protection of the sport of Croquet; and
  - (f) they are entitled to all benefits, advantages, privileges and services of membership of Croquet Australia.

## **12 DISCONTINUANCE OF MEMBERSHIP**

### **12.1 Notice of Resignation**

Subject to this Constitution any State Association that has paid all monies due and payable to Croquet Australia and has no other liability (contingent or otherwise) to Croquet Australia may resign from Croquet Australia by giving three (3) months' notice in writing to Croquet Australia of such intention to withdraw or resign and upon the expiration of that period of notice, the State Association shall cease to be a Member.

### **12.2 Expiration of Notice Period**

Subject to **clause 12.5** upon the expiration of any notice period applicable under **clause 12.1** an entry, recording the date on which the State Association which gave notice ceased to be a Member shall be recorded in the register.

### **12.3 Forfeiture of Rights**

A Member who or which ceases to be a Member, for whatever reason, shall forfeit all right in and claim upon Croquet Australia and its property including Intellectual Property. Any Association documents, records or other property in the possession, custody or control of that Member shall be returned to Croquet Australia immediately.

### **12.4 Membership may be Reinstated**

Membership which has lapsed, been withdrawn or terminated under this Constitution may be reinstated at the discretion of the Board, on application in accordance with this Constitution and otherwise on such conditions as it sees fit.

### **12.5 Cessation of Membership**

Where a State Association ceases to be a Member in accordance with this Constitution or the Act, the Individual Members previously affiliated to that State Association may cease or remain Members to the extent (if any) and for such time (if any) as is determined by the sole discretion of the Board.

## **13 DISCIPLINE OF MEMBERS AND COMPLAINTS**

### **13.1 Jurisdiction**

In this clause:

- (a) All Members will be subject to, and submit unreservedly to, the jurisdiction, procedures, penalties

and appeal mechanisms of Croquet Australia whether under the Policies or under this Constitution; and

- (b) The Board shall ensure that Registered Participants and other persons concerned with the management of Croquet agree to be subject to, and submit unreservedly to, the jurisdiction, procedures, penalties and appeal mechanisms of Croquet Australia whether under the Policies or under this Constitution.

### **13.2 Discipline of Members**

- (a) Where the Board is advised or considers that a Member or Registered Participant or other person subject to the disciplinary jurisdiction of Croquet Australia has allegedly:
  - (i) breached, failed, refused or neglected to comply with a provision of this Constitution, Policies made under this constitution or any resolution or determination of the Board or any duly authorised Committee; or
  - (ii) acted in a manner unbecoming of a Member, or prejudicial to the objects and interests of Croquet Australia and/or the Sport; or
  - (iii) brought Croquet Australia or any Member or the Sport into disrepute;the Board may commence or cause to be commenced, disciplinary proceedings against that Member, Registered Participant or person.
- (b) The Policies of Croquet Australia shall provide for:
  - (i) the manner in which disciplinary proceedings are to be conducted and determined, and the rights of appeal (if any) from any such determination including a final right of appeal to an independent body outside of the control of Croquet Australia,
  - (ii) the rights of a Member, Registered Participant or other person to representation at any such proceeding or appeal, or a requirement that participants not be represented at any such proceeding or appeal,
  - (iii) pending the determination of any proceeding or appeal – the suspension of a Member, Registered Participant or other person from participating in International or National competitions, or the imposition of conditions on the participation in any capacity of a Member, Registered Participant or other person in International or National competitions,
  - (iv) the variation or adjustment of the result of any tournament as a result of the determination of any proceedings,
  - (v) disciplinary action on a Member, Registered Participant or other person including the imposition of conditions for the Member, Registered Participant or other person's continued participation in any aspect of the sport, imposition of a fine, the suspension of a Member's privileges of membership, and the expulsion of a Member, and  
such other matters as the Board thinks fit.

- (c) No member of the Board shall take part in any disciplinary proceeding as an adjudicator.

### **13.3 Complaints**

Handling of complaints, which are not a disciplinary matter, shall be dealt with through an existing Policy which may be modified from time to time. The Board will appoint a Complaints Officer to handle complaints that are referred to it.

## **PART IV - GENERAL MEETINGS**

### **14 DELEGATES**

#### **14.1 Appointment of Delegates**

Each State Association shall appoint one (1) Delegate for such term as is deemed appropriate by the Member State. A Delegate must:

- (a) be a Member;
- (b) be appropriately empowered by the appointing State Association to consider, make decisions and vote at General Meetings;
- (c) not be a Director of Croquet Australia.

#### **14.2 State Associations to Advise**

Each State Association shall, at least forty eight (48) hours prior to any General Meeting, advise the Secretary of Croquet Australia of its appointed Delegate.

### **15 GENERAL MEETINGS**

#### **15.1 Annual General Meeting**

An Annual General Meeting of Croquet Australia shall be held in accordance with the provisions of the Act and this Constitution and on a date and at a venue to be determined by the Board.

#### **15.2 Special General Meetings**

All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.

#### **15.3 Notice of General Meetings**

- (a) Notice of every General Meeting shall be given to all Members entitled to attend the General Meeting, the Directors, and the Auditor of Croquet Australia at the address appearing in the register kept by the Secretary of Croquet Australia.
- (b) Notice of every General Meeting shall be given at least sixty (60) days prior to the General Meeting and shall specify the place and day and hour of the General Meeting.
- (c) Notice of every General Meeting shall be given in the manner authorised and to the persons entitled to receive notice under this Constitution.
- (d) Notice to Individual Members shall be deemed given by notice being given in accordance with this Constitution to the State Association to which that Individual Member is principally affiliated.
- (e) The agenda for the General Meeting stating the business to be transacted at the General Meeting shall be given at least thirty (30) days prior to the General Meeting, together with any notice of motion received from a State Association.



#### **15.4 Entitlement to Attend General Meeting**

Notwithstanding any other Rule, no State Association shall be represented at, or take part in a General Meeting, unless all monies (set in accordance with **clause 9**) then due and payable to Croquet Australia are paid.

#### **15.5 Business of General Meetings**

- (a) The business to be transacted at the Annual General Meeting includes the consideration of accounts, reports of the Board (including in relation to the activities of Croquet Australia during the preceding Financial Year) and auditors and the election of Directors.
- (b) All business that is transacted at a General Meeting, and also all that is transacted at the Annual General Meeting, with the exception of those matters set out in **clause 15.5(a)** shall be special business. "Special business" is business of which a notice of motion has been submitted in accordance with **clause 15.6**.

#### **15.6 Notices of Motion**

At least sixty (60) days prior to a General Meeting, Croquet Australia will request from State Associations notices of motion for inclusion as special business, which must be submitted in writing (in the required form) to the Secretary of Croquet Australia and received not less than forty five (45) days (excluding receiving date and meeting date) prior to the General Meeting.

#### **15.7 No Other Business**

No business other than that stated in the notice of meeting shall be transacted at a General Meeting.

### **16 SPECIAL GENERAL MEETINGS**

#### **16.1 Special General Meetings May be Held**

The Board may, whenever it thinks fit, convene a Special General Meeting of Croquet Australia and, where, but for this Rule more than fifteen (15) months would elapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.

#### **16.2 Requisition of Special General Meetings**

- (a) The Board shall on the requisition in writing of the majority of the State Associations convene a Special General Meeting.
- (b) The requisition for a Special General Meeting shall state the object(s) of the meeting, shall be signed by the State Associations making the requisition, and be sent to Croquet Australia. The requisition may consist of several documents in a like form, each signed by one (1) or more of the State Associations making the requisition.
- (c) If the Board does not cause a Special General Meeting to be held within thirty (30) days after the date on which the requisition is sent to Croquet Australia, the State Associations making the requisition, or any of them, may convene a Special General Meeting to be held not later than thirty (30) days after that date.
- (d) A Special General Meeting convened by State Associations under this Constitution shall be convened in the same manner, or as nearly as possible to that where meetings are convened by

the Board.

## **17 PROCEEDINGS AT GENERAL MEETINGS**

### **17.1 Number for a Quorum**

The number of State Associations who must be present and eligible to vote for a quorum to exist at a General Meeting is four (4).

### **17.2 Requirement for a quorum**

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

### **17.3 Quorum and time**

If, within thirty (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, State Associations, is dissolved; and
- (b) in any other case stands adjourned to such other day, time and place as the Chair determines.

### **17.4 Chairperson to preside over General Meetings**

- (a) The Chairperson is entitled to preside as Chair at General Meetings.
- (b) If a General Meeting is convened and there is no Chair, or the Chair is not present within fifteen (15) minutes after the time appointed for the meeting, or is unable or unwilling to act, the following may preside as Chair (in order of entitlement):
  - (i) the Deputy Chair;
  - (ii) a Director (or other person) chosen by a majority of the Board present;
  - (iii) the only Director present; or
  - (iv) a Representative of a Member State who is entitled to vote and is chosen by a majority.

### **17.5 Conduct of General Meetings**

- (a) The Chair:
  - (i) has charge of the general conduct of the meeting and of the procedures to be adopted;
  - (ii) may require the adoption of any procedure which in his opinion is necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes; and
  - (iii) may, having regard where necessary to the Act, terminate discussion or debate on any matter whenever he considers it necessary or desirable for the proper conduct of the meeting.
- (b) A decision by the Chair under this **clause 17.5** is final.

### **17.6 Adjournment of General Meeting**

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

- (b) The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and place agreed by vote of the State Associations present.
- (c) Only unfinished business is to be transacted at a meeting resumed after an adjournment.

### **17.7 Notice of Adjourned Meeting**

- (a) It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for thirty (30) days or more.
- (b) When a General Meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

### **17.8 Quorum for an Adjourned Meeting**

If a quorum is not present within thirty (30) minutes after the time appointed for the adjourned meeting, those State Associations then present shall constitute a quorum.

### **17.9 Recording of Determinations**

Unless a poll is demanded under **clause 18.2**, a declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the minutes of the proceedings of Croquet Australia shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

### **17.10 Minutes**

The Board shall cause to be kept, minutes of the resolutions and proceedings of each General Meeting together with a record of the names of persons present at all meetings. The minutes may be kept in books provided for that purpose or by other means of storage as the Board may decide and this may include electronic storage.

## **18 VOTING AT GENERAL MEETINGS**

Each State Association in attendance shall, subject to this Constitution, be entitled to one (1) vote at General Meetings. No Individual Member shall be entitled to vote, but shall subject to this Constitution have, and be entitled to exercise, those rights set out in **clause 7.1**.

### **18.1 Voting Procedure**

At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded:

- (a) by the Chair; or
- (b) by the majority of the Delegates.

### **18.2 Where Poll Demanded**

If a poll is duly demanded under **Clause 18.1** it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chair directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

### **18.3 Resolutions Decided by Majority**

Except where a Special Resolution is required, all questions at General Meetings shall be determined by the majority of votes (as set out in **Clause 18**).

### **18.4 Equality of Votes**

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

### **18.5 Proxy Voting Not Permitted**

Proxy voting shall NOT be permitted at General Meetings.

## **19 VOTING BETWEEN GENERAL MEETINGS**

Should an issue arise between General Meetings which requires a decision or ratification by State Associations the Board may call a vote in such manner as it considers necessary. The matter to be resolved, the manner of calling for the vote and the result of the vote shall be recorded in the minutes of Croquet Australia as set out in clause 17.10

## **PART V – THE BOARD**

### **20 POWER AND COMPOSITION OF THE BOARD**

#### **20.1 Power of the Board**

Subject to the Act and this Constitution the business of Croquet Australia shall be managed, and the powers of Croquet Australia shall be exercised, by the Board. In particular, the Board as the controlling authority of Croquet Australia shall be responsible for acting on all national issues in accordance with the objects of Croquet Australia and shall operate for the collective and mutual benefit of Croquet Australia and the sport of Croquet throughout Australia and shall:

- (a) govern the sport of Croquet in Australia in accordance with the objects of Croquet Australia;
- (b) determine major strategic directions of Croquet Australia;
- (c) review Croquet Australia's performance in achieving its pre-determined aims, objectives and policies; and
- (d) manage international responsibilities.

#### **20.2 Board Composition**

- (a) The Board shall comprise seven (7) Elected Directors and if the Board so choose, two (2) Appointed Directors.
- (b) Three (3) Elected Directors shall be elected in even years and four (4) in off years. In the event that there are more than the prescribed number of vacancies at any AGM, the Policy referred to in Clause 21.2(d) and (f) shall clearly define which Directors will serve for two (2) years and which for one (1) year.

## 20.3 Chair and Deputy Chair of the Board

- (a) Election of Chairperson
- (b) On vacation of office of the Chairperson , the Board will elect one of their number to be the Chairperson by a majority vote from the ranks of Elected Directors.
- (c) The Director elected to be Chairperson under **clause 20.3 (a)** will remain Chairperson for the duration of their current term of office as Director unless the resolution electing them as the Chairperson specified a lesser term for the appointment- and shall chair any meeting of Directors.
- (d) The elected Chairperson shall be considered to be the principal spokesperson of the Board and Croquet Australia.
- (e) (i) The Board shall elect a person to the position of Deputy Chair to deputise for the Chair when the Chair is unavailable.
- (ii) The Director elected to be Deputy Chair under **clause 20.3. (d)** will remain Deputy Chair for the duration of their current term of office as Director, unless the resolution electing them specified a lesser term for the appointment.
- (iii) The position of Deputy Chair is normally to be viewed as succession planning for the position of Chairperson.

## 21 DIRECTORS

In this clause, unless stated to the contrary, Directors are Elected Directors and Appointed Directors.

### 21.1 Eligibility

- (a) For the period from the date of this Constitution a person who:
  - (i) is an employee of Croquet Australia or a State Association; or
  - (ii) was a Director of Croquet Australia and **clause 21.6** applies,

**(each a disqualifying position)** may not hold office as an Elected Director.
- (b) A Director who accepts a disqualifying position must notify the Board of that fact immediately and is deemed to have vacated office as an Elected Director.
- (c) A person elected or appointed as a Director at the time of holding a disqualifying position must resign from that disqualifying position within thirty (30) days.
- (d) No person shall be eligible to stand for a Director position if, during the proposed term of office, they would be in breach of **clause 21.6**.
- (e) The Board may determine position or role descriptions or necessary qualifications for Director positions.

### 21.2 Election of Elected Directors

- (a) Croquet Australia shall call for nominations at least sixty (60) days before the date of the Annual General Meeting. All State Associations shall be notified of the call for nominations.
- (b) Nominations for Elected Directors must be:
  - (i) in writing;
  - (ii) on the prescribed form (if any) provided for that purpose;
  - (iii) signed by an Officer of a State Association;
  - (iv) certified by the nominee (who must be a Member) expressing his or her willingness to accept the position for which he or she is nominated; and

- (v) accompanied by a statement from the nominee as to the candidate's experience and suitability.
- (c) Nominations must be received by Croquet Australia at least forty five (45) days prior to the Annual General Meeting.
- (d) If the number of nominations received for the Board is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board, then those nominated shall only be elected if they are elected by the State Associations by secret ballot, the procedure for which will be detailed in Policies. If the nominees are not elected or if there are vacancies to be filled, further nominations shall be called for at the Annual General Meeting from the floor.
- (e) If the number of nominations exceeds the number of vacancies to be filled, a secret ballot shall be taken, the procedure for which will be detailed in Policies.
- (f) The Policy on ballots shall clearly state in what circumstances there is to be a multiple ballot, so that each Director's position is voted upon, or a single ballot whereby Director positions are filled on a first-past-the-post basis.

### **21.3 Term of Office**

Subject to **clauses 21.1, 21.6 and 21.7** a Director will hold office for a term of two (2) years.

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

A retiring Director holds office until the end of the meeting at which that Director retires but, subject to the requirement of this Constitution, including **clause 21.6**, is eligible for re-election.

### **21.5 An Elected Director elected at General Meeting**

- (a) At a General Meeting:
  - (i) at which an Elected Director retires; or
  - (ii) at the commencement of which there is a vacancy in the office of an Elected Director,
 there will be a vote of the State Association delegates conducted in accordance with **clause 21.2** to fill the vacancy by electing someone to that office.
- (b) Subject to **clauses 21.6 and 21.1**, an Elected Director elected under this **clause 21.5** takes office at the end of the meeting at which they are elected for a period of two (two) years.

### **21.6 Maximum Term of Office for Directors**

- (a) A Director may not serve more than three (3) consecutive terms as a Director, including where one (1) of the terms is as an Appointed Director, except if a Director is appointed as chair of the organisation or to a senior position with an international federation **whereby** the Director may serve on the Board for a maximum of four (4) consecutive terms.
- (b) For the purpose of **clause 21.6 (a)**, service:
  - (i) by a person filling a casual vacancy in an Elected Director position under **clause 21.7** for any period of more than twelve (12) months will be treated as a term;
  - (ii) by a person in an Appointed Director position under **clause 22.3** for any period will be treated as a term; and
- (c) A Director who has served a maximum term in accordance with **clause 21.6 (a)** shall not be eligible to be a Director for two (2) years following the completion of their maximum term.

## **21.7 Casual Vacancy in ranks of Directors**

- (a) The Board may at any time appoint a person to fill a casual vacancy (as defined in **clause 23.1**) in the rank of the Directors.
- (b) Subject to the provisions of **clause 21.6**, a person appointed under **clause 21.7 (a)** holds office until the next Annual General Meeting at which time they can offer themselves for re- election.

## **22 APPOINTED DIRECTORS**

### **22.1 Appointment of Appointed Directors**

The Board may appoint two (2) Appointed Directors consistent with not exceeding the maximum number of Directors (as defined in **clause 20.2**).

### **22.2 Qualifications for Appointed Directors**

Appointed Directors may have specific skills or qualifications in commerce, finance, marketing, law or business generally or such other skills which complement the Board composition, but need not have experience in or exposure to the sport of Croquet. They do not need to be Individual Members of Croquet Australia.

### **22.3 Term of Office for Appointed Directors**

- (a) Subject to **clauses 21.6** and **23.2**, an Appointed Director holds office for a term determined by the Board which is not to exceed two (2) years and the appointment will be on such other terms as the Board determines.
- (b) A person may only serve two (2) terms as an Appointed Director but, subject to the other requirements of this Constitution, are otherwise eligible to be elected to an Elected Director position.

### **22.4 Casual vacancy in ranks of Appointed Directors**

The Board may at any time appoint a person to fill a casual vacancy (as defined in **clause 23.1** in the rank of the Appointed Directors on whatever terms the Board decides.

## **23 VACANCIES OF DIRECTORS**

### **23.1 Vacation of Office**

In addition to the circumstances (if any) in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (d) resigns his office in writing to Croquet Australia;
- (e) is not present at three (3) consecutive Directors meetings without leave of absence from the Directors;
- (f) accepts appointment to, or becomes the holder of, a disqualifying position as set out in **clause 21.1** and does not resign from that position within thirty (30) days;

- (g) without the prior consent or later ratification of the Members in General Meeting holds any office of profit under Croquet Australia; or
- (h) is directly or indirectly interested in any contract or proposed contract with Croquet Australia and fails to declare the nature of his interest;
- (i) is removed from office by Special Resolution under **clause 23.2 (a)**;
- (j) would otherwise be prohibited from being a director of a corporation under the Corporations Act or is disqualified from office under the Act.

### **23.2 Removal of a Director**

- (a) Croquet Australia may in General Meeting by Special Resolution remove any Director, before the expiration of that Director's term of office. If a Director is removed in accordance with this Rule the office of the Director becomes vacant and shall be filled in accordance with the procedure set out in **clause 21.7**.
- (b) Unless otherwise resolved at a General Meeting, a Director removed in accordance with **clause 23.2 (a)** cannot be re-appointed as a Director within three (3) years of their removal.
- (c) Where the Director to whom a proposed resolution referred to in **clause 23.2 (a)** makes representations in writing to the Chief Executive Officer and requests that such representations be notified to the Members, the Chief Executive Officer may send a copy of the representations to each State Association or, if they are not so sent, the Director may require that they be read out at the meeting, and the representations shall be so read.

### **23.3 Alternate Director**

A Director cannot appoint an alternate.

### **23.4 Remaining Directors May Act**

In the event of a casual vacancy or vacancies in the office of a Director, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum.

## **24 PROCEEDINGS OF DIRECTORS**

### **24.1 Board meetings**

- (a) Subject to **clause 24.1 (b)**, the Board may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.
- (b) The Board must meet at least six (6) times in each calendar year.

### **24.2 Questions decided by majority**

A question arising at a Board meeting is to be decided by a majority of votes of the Directors present in person and entitled to vote. Each Director present has one (1) vote on a matter arising for decision by the Board.

### **24.3 Chair's casting vote**

The Chair of the Board meeting will not have a casting vote.



#### **24.4 Quorum**

A quorum exists when there are five (5) Directors in attendance at a properly constituted meeting.

#### **24.5 Effect of vacancy**

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

#### **24.6 Convening meetings**

- (a) Croquet Australia must, on the request of two (2) Directors, convene a Directors' meeting.
- (b) Notice of a meeting of the Board must be given individually to each Director (except a Director on leave of absence approved by the Board). Notice of a meeting of the Board may be given in person, or by post or by telephone, facsimile or other electronic means. The period of notice must not be less than seven (7) days unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence).
- (c) A Director may waive notice of a meeting of the Board by giving notice to that effect to Croquet Australia in person or by post or by telephone, facsimile or other electronic means.
- (d) A person who attends a meeting of the Board waives any objection that person may have in relation to a failure to give notice of the meeting.
- (e) The non-receipt of a notice of a meeting of the Board or the accidental omission to give notice of a meeting to a person entitled to receive notice does not invalidate anything done (including the passing of a resolution) at a meeting of the Board.
- (f) The agenda shall be forwarded to each Director not less than three (3) days prior to such meeting.

#### **24.7 Chairperson**

If:

- (a) there is no person elected as Chair; or
- (b) the Chair or Deputy Chair is not present within fifteen (15) minutes after the time appointed for the holding of the meeting; or
- (c) the Chair or Deputy Chair is unwilling to act,

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

#### **24.8 Circulating resolutions**

A resolution in writing, signed or assented to by telegram, cablegram, radiogram, facsimile, telex, electronic mail or other form of visible or other electronic communication by a majority of the Directors without dissent shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. Any such resolution may consist of several documents in like form each signed or assented to by one (1) or more of the Directors.

## **24.9 Telecommunication Meeting**

Without limiting the power of the Board to regulate their meetings as they think fit, a meeting of the Board may be held where one (1) or more of the Directors is not physically present at the meeting, provided that:

- (a) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously, whether by means of telephone or other form of communication;
- (b) notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board and such notice specifies that Directors are not required to be present in person;
- (c) in the event that a failure in communications prevents condition (a) from being satisfied by that number of Directors which constitutes a quorum, and none of such Directors are present at the place where the meeting is deemed by virtue of the further provisions of this Rule to be held, then the meeting shall be suspended until condition (a) is satisfied again. If such condition is not satisfied within fifteen (15) minutes from the interruption the meeting shall be deemed to have terminated.

## **24.10 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.

## **24.11 Minutes**

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

# **25 CONFLICTS**

## **25.1 Directors Interests**

- (a) a Director shall declare to the Board any material personal interest or related party transaction, as defined by the Corporations Act 2001 (Commonwealth), as soon as practicable after that Director becomes aware of their interest in the matter.
- (b) where a Director declares a material personal interest, or in the event of a related party transaction, that Director must absent himself or herself from discussion of such matter and shall not be entitled to vote in respect of such matter unless otherwise determined by the Board.
- (c) in the event of any uncertainty in this regard, the issue shall immediately be determined by a vote of the Board or, if this is not possible, the matter shall be adjourned or deferred to the next meeting.

## **25.2 Conflict of Interest**

- (a) a Director shall declare his interest in any selection matter or disciplinary matter;
- (b) where a Director declares an interest in any selection matter or disciplinary matter, that Director must absent himself or herself from discussion of such matter and shall not be entitled to vote in respect of such matter unless otherwise determined by the Board.

- (c) in the event of any uncertainty in this regard, the issue shall immediately be determined by a vote of the Board or, if this is not possible, the matter shall be adjourned or deferred to the next meeting.

### **25.3 Recording Disclosures**

The Board shall maintain a register of declared interests.

## **26 BOARD TO MAKE APPOINTMENTS**

### **26.1 Public Officer**

The Board shall appoint a Public Officer as provided for in the Act.

### **26.2 Treasurer**

The Board shall appoint a Treasurer and provide that person with terms and conditions for the role. Nothing shall prevent a Director with suitable skills from being appointed into this position.

### **26.3 Secretary**

The Board shall appoint a person to be the Secretary and provide that person with terms and conditions for the role. Nothing shall prevent a Director with suitable skills from being appointed into this position.

### **26.4 Appointment of a Chief Executive Officer**

The Board may appoint a person to hold office as Chief Executive Officer (CEO), or such other office which has a title that the Board considers appropriate in which case the references to CEO are replaced by that title.

#### **26.4.1 Powers, duties and authorities of CEO**

- (a) The CEO holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, delegated to them by the Board.
- (b) The exercise of those powers and authorities, and the performance of those duties, by the CEO are subject at all times to the control of the Board.

#### **26.4.2 Suspension and removal of CEO**

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

#### **26.4.3 Delegation by Directors to CEO**

The Directors may delegate to the CEO the power (subject to such reservations on the power as are decided by the Directors) to conduct the day-to-day management and control of the business and affairs of the Croquet Australia.

#### 26.4.4 CEO to attend meetings

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

## PART VI - MISCELLANEOUS

### 27 STRATEGIC FORUM OF ASSOCIATION

#### 27.1 Annual Strategic Forum

Croquet Australia shall hold a strategic forum at least once per year which is to meet to:

- (a) inform the Board of significant membership issues;
- (b) assist the Board to design or review the organisation's strategic direction;
- (c) discuss nationwide issues;
- (d) provide feedback to the Board on the results of its governance decisions in practice at the member level.

#### 27.2 Attendees at Strategic Forum

The following persons shall be invited to attend the annual strategic forum of Croquet Australia:

- (a) State Association Delegate or representative;
- (b) Committees' chair or representative;
- (c) Directors of Croquet Australia;

### 28 COMMITTEES

#### 28.1 Committees

- (a) The Board may delegate any of their powers to Committees consisting of those persons they think fit (including Directors, individuals and consultants), and may vary or revoke any delegation.
- (b) The Board shall establish such committees under this power of delegation as are necessary to achieve the objects of Croquet Australia;

#### 28.2 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 Board.
- (b) Powers delegated to and exercised by a Committee are taken to have been exercised by the Board.

#### 28.3 Procedure of Committee Meetings

- (a) The procedures for any Committee established shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the Directors under **clause 24**.
- (b) The quorum shall be determined by the ~~Committee, but~~ Committee but shall be no less than the majority of the total number of Committee members.
- (c) A Director or the Chief Executive Officer shall be ex-officio members of any Committee so appointed.

Within seven (7) days of any meeting of any Committee, the Committee shall send a copy of the minutes and any supporting documents to the Secretary of Croquet Australia.

## **29 POLICIES**

### **29.1 Making and amending Policies**

- (a) In addition to policies made under **clause 13**, the Board may from time to time make policies:
  - (i) that are required to be made under this Constitution; and
  - (ii) which in their opinion are necessary or desirable for the control, administration and management of Croquet Australia's affairs and may amend, repeal and replace those policies.
- (b) Croquet Australia in General Meeting may amend, repeal or replace any policy made by the Board without affecting the validity of acts or decisions made by the Board or anyone authorised to act pursuant to that policy.
- (c) The Policies referred to in **clauses 13** and **29.1** take effect twenty (28) days after the service of the Policy on the State Associations and shall be of force and effect on that date.

### **29.2 Effect of Policies**

A Policy:

- (a) is subject to this Constitution;
- (b) must be consistent with this Constitution;
- (c) when in force, is binding on all Members and has the same effect as a provision in this Constitution; and
- (d) may be overruled if a resolution to that effect is passed by the Members at a General Meeting.

### **29.3 Policies Deemed Applicable**

All by-laws, regulations and policies of Croquet Australia in force at the date of the approval of this Constitution under the Act insofar as such by-laws, regulations and policies are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be Policies under this Clause.

## **30 RECORDS AND ACCOUNTS**

### **30.1 Establish and Maintain Records**

Croquet Australia shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of Croquet Australia and the Board and shall produce these as appropriate at each Board meeting or General Meeting.

### **30.2 Records Kept in Accordance with Act**

Croquet Australia shall ensure that proper accounting and other records are kept in accordance with the Act, generally accepted accounting principles and/or any applicable code of conduct. The books of account shall be kept in the care and control of the person appointed by the Board as Treasurer.

### **30.3 Retention of Records**

Croquet Australia shall retain such records for seven (7) years after the completion of the transactions or operations to which they relate.

### **30.4 Board to Submit Accounts**

The Board shall submit to the Annual General Meeting the accounts of Croquet Australia in accordance with the Act.

## **31 ASSETS and BANKING**

### **31.1 Board to Establish and Maintain a Banking Policy**

The Board will establish and maintain a policy which:

- (a) provides the Treasurer with effective day to day banking facilities; and
- (b) effectively manages and protects the assets of Croquet Australia.

### **31.2 Policy to be Consistent**

The policy shall be consistent with the reporting requirements of this Constitution and be inclusive of such procedures, delegations, authority levels, record keeping and reporting requirements as are considered necessary by the Board and the Auditor.

## **32 AUDITOR**

A properly qualified auditor or auditors shall be appointed and the remuneration of such auditor or auditors fixed by the Board. The auditor's duties shall be regulated in accordance with the Act, or if no relevant provisions exist under the Act, in accordance with generally accepted accounting principles and/or any applicable codes of conduct.

## **33 SERVICE OF DOCUMENTS**

### **33.1 Document includes notice**

In this clause 33, document includes a notice.

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

Croquet Australia may give a document to a Member:

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

### **33.3 Methods of service on Croquet Australia**

A Member may give a document to Croquet Australia:

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

### **33.4 Post**

A document sent by post if sent to an address:

- (a) in Australia, may be sent by ordinary post; and
- (b) outside Australia, or sent from an address outside Australia, must be sent by airmail, and in either case is taken to have been received on the fifth (5<sup>th</sup>) business day after the date of its posting.

### **33.5 Facsimile or electronic transmission**

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

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

## **34 SEAL**

### **34.1 Safe Custody of Seal**

The Board shall provide for safe custody of the Seal.

### **34.2 Affixing Seal**

The Seal shall only be used by authority of the Board and every document to which the seal is affixed shall be signed by two (2) Directors or a Director and the Chief Executive Officer.

### **34.3 Director's Interest**

A Director may not sign a document to which the seal of Croquet Australia is fixed where the Director is interested in the contract or arrangement to which the document relates.

## **35 ALTERATION OF CONSTITUTION**

### **35.1 Alteration of Constitution**

This Constitution shall not be altered except by Special Resolution.

### **35.2 Consent to Alteration**

In addition, there shall be no alteration or amendment to **clause 35** or **36** without the consent of the relevant Minister or other authority under the Act.

## **36 INDEMNITY**

### **36.1 Indemnity of officers**

- (a) This **clause 36** applies to every person who is or has been:
  - (i) a Director, CEO or Secretary of Croquet Australia; and
  - (ii) to any other officers, employees, former officers or former employees of Croquet Australia as the Directors in each case determine.

Each person referred to in this paragraph (a) is referred to as an—Indemnified Officer for the purposes of the rest of **clause 36**.

- (b) Croquet Australia will indemnify each Indemnified Officer by means of an insurance policy against:
- (i) every liability (except a liability for legal costs) that the Indemnified Officer incurs as an Officer of Croquet Australia or of a related body corporate of Croquet Australia; and
  - (ii) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the Indemnified Officer becomes involved as an officer of Croquet Australia or of a related body corporate of Croquet Australia,
- unless:
- (iii) Croquet Australia is forbidden by statute to indemnify the person against the liability or legal costs; or
  - (iv) an indemnity by Croquet Australia of the person against the liability or legal costs would, if given, be made void by statute.

### **36.2 Insurance**

Croquet Australia may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring an Indemnified Officer against liability that the Indemnified Officer incurs as an officer of Croquet Australia or of a related body corporate of Croquet Australia including a liability for legal costs, unless:

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

### **36.3 Deed**

Croquet Australia may enter into a deed with any Indemnified Officer or a deed poll to give effect to the rights conferred by **clause 36.1** on the terms the Directors think fit (as long as they are consistent with **clause 36**).

## **37 WINDING UP**

### **37.1 Winding Up of Croquet Australia**

Subject to this **clause 37**, Croquet Australia may be wound up in accordance with the provisions of the Act.

### **37.2 Liability of Members**

The liability of the Members of Croquet Australia is limited.

### **37.3 Members' Contributions**

Every Member of Croquet Australia undertakes to contribute to the assets of Croquet Australia in the event of it being wound up while a Member, or within one (1) year after ceasing to be a Member for payment of the debts and liabilities of Croquet Australia contracted before the time at which he or she ceases to be a Member, and the costs, charges and expenses of winding up and for an adjustment of the rights of contributors among themselves, such amount as may be required not exceeding one dollar (\$1.00).



### **37.4 Distribution of Property on Winding Up**

If upon winding up or dissolution of Croquet Australia there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the Members of Croquet Australia but shall be given or transferred to some body or bodies having objects similar to the objects of Croquet Australia and which prohibits the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on Croquet Australia by this Constitution and which is also not carried on for profit and which is similarly exempt (or entitled to be exempt) from income tax. Such body or bodies to be determined by the Members of Croquet Australia at or before the time of dissolution, and in default thereof by such judge of the relevant Supreme Court or such other court as may have or acquire jurisdiction in the matter.

### **38 AUTHORITY TO TRADE**

Croquet Australia is authorised to trade in accordance with the Act.

### **39 SOURCE OF FUNDS**

The funds of Croquet Australia may be derived from annual membership subscriptions, fees and levies payable by Members, donations, grants, sponsorships and such other sources as the Board determines.

### **40 APPLICATION OF INCOME**

#### **40.1 Income and Property Applied to Objects**

The income and property of Croquet Australia shall be applied solely towards the promotion of the objects of Croquet Australia as set out in this Constitution.

#### **40.2 No Income to Members**

Except as prescribed in this Constitution:

- (a) no portion of the income or property of Croquet Australia shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member;
- (b) no remuneration or other benefit in money or money's worth, other than honorarium as decided by the Board, shall be paid or given by Croquet Australia to any person who holds any office of Croquet Australia; and
- (c) no honorarium shall be paid to a Director unless it has been agreed to beforehand by the Members who are eligible to vote.

#### **40.3 Payments in Good Faith**

Nothing contained in **clause 40.2** shall prevent payment in good faith of or to any Member for:

- (a) any services actually rendered to Croquet Australia whether as an employee or otherwise;
- (b) goods supplied to Croquet Australia in the ordinary and usual course of operation;
- (c) interest on money borrowed from any Member; rent for premise let by any State Association to Croquet Australia
- (d) any out-of-pocket expenses incurred by the Member on behalf of Croquet Australia; or
- (e) any other reason;

provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.