
POWERLIFTING AUSTRALIA LIMITED



CONSTITUTION

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CORPORATIONS ACT
COMPANY LIMITED BY GUARANTEE
CONSTITUTION
of
POWERLIFTING AUSTRALIA LIMITED

1. NAME

The name of the company is Powerlifting Australia Limited (“**Company**”).

2. OBJECTS OF THE COMPANY

The Company is established solely to:

- (a) regulate, encourage, administer, promote, advance and manage powerlifting as a sport and means of physical improvement in Australia (“Powerlifting”);
- (b) ensure that Powerlifting in Australia is carried on in a manner which secures and enhances the safety of participants, officials, referees, spectators and the public and which allows the sport to be competitive and fair;
- (c) develop, manage and control Powerlifting in Australia in accordance with and having regard to the rules and regulations of the Company;
- (d) allot, promote and control the conduct of Powerlifting throughout Australia including, but not only, national competitions, Australian Championships, other Australian titled events, national and international records and international events;
- (e) maintain a record of the results of Australian Championships;
- (f) determine, arrange and publish an annual Australian Powerlifting calendar of events;
- (g) establish and maintain an Australian Powerlifting judicial system so as to facilitate the resolution of disputes involving any Member of the Company or any other person in any way associated with Powerlifting in Australia;
- (h) pursue through itself or other such entity commercial arrangements, including sponsorship and marketing opportunities, as are appropriate to further these Objects;
- (i) formulate or adopt and implement appropriate policies, including policies in relation to sexual harassment, equal opportunity, equity, drugs in sport, health, safety, infectious diseases and such other matters as arise from time to time as issues to be addressed in Powerlifting;
- (j) do all that is reasonably necessary to enable these Objects to be achieved and to enable the Members to receive the benefits which these Objects are intended to achieve;

- (k) co-operate or join with or support any association, organisation, society, individual whose activities or purposes are similar to those of the Company or which advance Powerlifting in Australia;
- (l) have regard to the public interest in its operations; and
- (m) undertake and or do all such things or activities as are necessary, incidental or conducive to the advancement of these Objects.

3. POWERS OF THE COMPANY

Solely for furthering its Objects, the Company has the legal capacity and powers set out under section 124 of the Act.

4. APPLICATION OF INCOME

- (a) The income and property of the Company shall be applied solely towards the promotion of the Objects.
- (b) No portion of the income or property of the Company shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member.
- (c) No remuneration or other benefit in money or money's worth shall be paid or given by the Company to any Member who holds any office of the Company.
- (d) Nothing in **Rules 4 (b) or (c)** shall prevent payment in good faith of or to any Member:
 - (i) for any services actually rendered to the Company whether as an employee or otherwise;
 - (ii) for goods supplied to the Company in the ordinary and usual course of business;
 - (iii) of interest on money borrowed from any Member;
 - (iv) of rent for premises demised or let by any Member to the Company; or
 - (v) for any out-of-pocket expenses incurred by the Member on behalf of the Company;

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.

5. ADDITION ALTERATION OR AMENDMENT

No addition, alteration or amendment shall be made to this Constitution unless it has been approved by Special Resolution.

6. LIABILITY OF MEMBERS

The liability of the Members of the Company is limited.

7. MEMBERS' CONTRIBUTIONS

Every Member undertakes to contribute to the assets of the Company if it is wound up while they a Member, or within 1 year after ceasing to be a Member for payment of the debts and liabilities of the Company contracted before the time at which they cease 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 1 dollar (\$1).

8. DISTRIBUTION OF PROPERTY ON WINDING UP

If upon winding up or dissolution of the Company 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 but shall be paid to or distributed to an organisation or organisations having objects similar to the Objects 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 the Company by **Rule 4**. Such organisation to be determined by the Members at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter.

9. INTERPRETATION

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

“**Act**” means the Corporations Act 2001 (Cth).

“**Board**” means the body consisting of the Directors under **Rule 32**.

“**Chairman**” means the chairman for the time being of the Company.

“**Chief Executive Officer**” means the person (if any) appointed under **Rule 37**.

“**Constitution**” means this Constitution of the Company.

“**Director**” means a member of the Board.

“**Financial Year**” means the year ending 30 June in each year.

“**General Meeting**” means the Annual or any Special General Meeting of the Company.

“**Individual Member**” means any Person who is accepted as a Member in accordance with this Constitution and the Regulations.

“**Intellectual Property**” means all rights subsisting in copyright, trade names, trade marks, logos, designs, equipment, images (including photographs, videos or films) or service marks (whether registered or registrable) relating to the Company, the word “Powerlifting” or any event or competition or Powerlifting equipment, product, publication or activity (including all Australian Championships and the National Powerlifting Calendar) developed, conducted, promoted or administered by the Company.

“Member” means a member for the time being of the Company under **Rule 10**.

“Objects” means the Objects of the Company in **Rule 2**.

“Regulations” means any regulations made by the Board under **Rule 67**.

“Special Resolution” means a resolution:

- (i) of which at least 21 days notice has been given in accordance with the Act; and
- (ii) that has been passed by at least 75% of the votes cast by Members entitled to vote on the resolution.

“State” means the States of Australia and includes the Australian Capital Territory.

- (b) Expressions referring 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.
- (c) In this Constitution:
 - (i) a reference to a function includes a reference to a power, authority and duty;
 - (ii) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty;
 - (iii) words importing the singular include the plural and vice versa;
 - (iv) words importing any gender include the other genders;
 - (v) references to a person include the legal personal representatives, successors and permitted assigns of that person; and
 - (vi) 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).
- (d) If any provision of this Constitution or any phrase contained in 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, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of the Constitution or affecting the validity or enforceability of that provision in any other jurisdiction.
- (e) Except where the contrary intention appears in this Constitution, an expression in a provision of this Constitution that deals with a matter dealt

with by a particular provision of the Act has the same meaning as that provision of the Act.

- (f) The Company is established solely for the Objects.
- (g) The replaceable rules referred to in the Act are displaced by this Constitution.

10. MEMBERS

- (a) Membership of the Company shall comprise:
 - (i) Individual Members;
 - (ii) Life Members; and
 - (iii) any patron of the Company if appointed.
- (b) Affiliation and/or recognition of all Member categories will be determined in Regulations established by the Board from time to time.
- (c) An application or membership of Powerlifting Australia Ltd may, at the absolute discretion of the Board, be refused. The Board may refuse membership on any one of the following grounds:
 - (i) That the potential member is not a person of good standing;
 - (ii) That the potential member's previous conduct is such that refusal of membership is reasonable in all the circumstances; and
 - (iii) That the person's previous breaches of the Anti-Doping Policy are such that it is appropriate to decline the application for membership.

11. EFFECT OF MEMBERSHIP

- (a) Members acknowledge and agree that:
 - (i) the Constitution constitutes a contract between each of them and the Company and that they are bound by the Constitution, the Regulations and the Anti-Doping Policy;
 - (ii) they shall comply with and observe the Constitution, any Regulations, the Anti-Doping Policy and any determination or resolution of the Board;
 - (iii) by submitting to the Constitution they are subject to the jurisdiction of the Company;
 - (iv) the Constitution is made in the pursuit of a common object, namely the mutual and collective benefit of the Company, the Members and Powerlifting;
 - (v) the Constitution, Regulations and Anti-Doping Policy are necessary and reasonable for promoting the Objects and particularly the advancement and protection of Powerlifting; and

- (vi) they are entitled to all benefits, advantages, privileges and services of Company membership.
- (b) Notwithstanding **Rule 14**, where a Member fails to comply with their financial or other obligations under this Constitution, any Regulations or the Anti-Doping Policy, the Board may determine that Member to be not of good standing. On determination that a Member is not of good standing, the Board may give notice to the Member of its:
 - (i) determination; and
 - (ii) the grounds for the determination; and

request that the Member show cause within such time as is determined by the Board as to why further action should not be taken against the Member in accordance with this Constitution, the Regulations or the Anti-Doping Policy. The Member's failure to respond or act to the Board's satisfaction (including assurances or compliance with its obligations) may result in the Board suspending or cancelling the Member's membership of the Company or otherwise imposing such conditions on its membership, as the Board considers fit.

12. SUBSCRIPTION AND FEES

- (a) The annual subscription (if any) and fees payable by Members to the Company, the time for and manner of payment shall be as determined by the Board from time to time.
- (b) Members whose subscriptions and/or fees have not been paid and received by the date prescribed in the Regulations or by resolution of the Board shall not be entitled to receive any of the benefits, advantages, privileges or services of Company membership unless otherwise approved in writing by the Board. Notwithstanding any lack of entitlement during any period in which a Member for the year prior to the current year has not paid their subsequent year subscriptions and/or fees, that member shall remain bound by the Constitution, Regulations and Anti-Doping policy in that period, unless their Membership has been ended in accordance with Rule 12 (c) or withdrawn in accordance with Rule 13.
- (c) Members whose subscriptions and/or fees have not been paid and received by 30th June in any year and also have failed to lodge with Powerlifting Australia a membership registration form applicable to that calendar year shall cease to be Members as of 1st July of that year.

13. DISCONTINUANCE OF MEMBERSHIP

- (a) A Member having paid all arrears of subscriptions and fees payable by them to the Company (if any), may withdraw from membership by giving notice in writing of such withdrawal to the Company. Membership will cease only as of the 1st July immediately following the date of receipt by the Company of the withdrawal.
- (b) A Member, who ceases to be a Member, shall forfeit all right in and claim upon the Company and its property including Intellectual Property.

14. DISCIPLINE OF MEMBERS

- (a) The Board in its sole discretion may refer for investigation or determination either under procedures set down in Regulations or by such other procedure or persons as the Board considers appropriate, an allegation (which in the opinion of the Board is not vexatious, trifling or frivolous) by a complainant (including but not only a Director or a Member) that a Member has:
 - (i) breached, failed, refused or neglected to comply with a provision of this Constitution, any Regulations or any other resolution or determination of Board; or
 - (ii) acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of the Company and/or Powerlifting; or
 - (iii) prejudiced the Company or Powerlifting or brought the Company or Powerlifting into disrepute.
- (b) All Members (in this clause “**defendant**”) will be subject to, and submit unreservedly to, the jurisdiction, procedures, penalties and appeal mechanisms of the Company whether under Regulations or otherwise under this Constitution.
- (c) During investigatory or disciplinary proceedings (“proceedings”) under this **Rule 14**, a defendant may continue to participate in Powerlifting, pending the determination of the proceedings (including any available appeal) unless the Board decides such continued participation is inappropriate having regard to the matter at hand.

15. ANNUAL GENERAL MEETING

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

16. 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.

17. NOTICE OF GENERAL MEETINGS

- (a) Notice of every General Meeting shall be given to Members either at the address appearing in the register kept by the Company or by such other means as may be determined by the Board from time to time. No other person shall be entitled as of right to receive notices of General Meetings.
- (b) Notice of General Meeting shall be given at least 60 days prior to the General Meeting and shall specify the venue, day and time of the General Meeting.
- (c) The agenda for the General Meeting stating the business to be transacted at the General Meeting shall be given at least 30 days prior to the General Meeting, together with any notice of motion received from any Member.

18. ENTITLEMENT TO ATTEND GENERAL MEETING

No Member shall be represented at, or take part in a General Meeting, unless all monies then due and payable to the Company are paid.

19. 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 the Company during the last preceding Financial Year) and of the 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 **Rule 19(a)**, shall be special business. "Special business" includes business of which a notice of motion has been submitted in accordance with **Rule 21**.

20. BUSINESS TO BE TRANSACTED

No business other than that stated on the notice shall be transacted at that meeting.

21. NOTICES OF MOTION

A Member may submit a notice of motion in accordance with the Act. All notices of motion for inclusion as special business at a General Meeting must be submitted in writing (in the prescribed form) to the Chief Executive Officer not less than 45 days (excluding receiving date and meeting date) prior to the General Meeting.

22. SPECIAL GENERAL MEETINGS MAY BE HELD

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

23. REQUISITION OF SPECIAL GENERAL MEETINGS

- (a) The Board shall on the requisition in writing of a majority of the Members convene a Special General Meeting.
- (b) The requisition for a Special General Meeting shall:
 - (i) state the object(s) of the meeting;
 - (ii) be signed by the Members making the requisition; and
 - (iii) be sent to the Company.

The requisition may consist of several documents in a like form, each signed by one or more of the Members making the requisition.

- (c) If the Board does not cause a Special General Meeting to be held within 3 months after the date on which the requisition is sent to the Company, the Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than 3 months after that date.

- (d) A Special General Meeting convened by Members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Board.

24. PROCEEDINGS AT GENERAL MEETINGS

- (a) No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings of the Company shall be 20 Members present in person, with such persons including residents of at least three states.
- (b) The Chairman shall, subject to this Constitution, preside as chair at every General Meeting of the Company. If the Chairman is not present, or is unwilling or unable to preside, the Directors shall choose one of their number present who shall, subject to this Constitution, preside as chair for that meeting only.
- (c) If within half an hour from the time appointed for the General Meeting a quorum is not present the meeting shall be adjourned to such other day and at such other time and place as the chair may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting will lapse.
- (d) The chair may, with the consent of any General Meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (e) When a General Meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (f) Except as provided in **Rule 24(e)** it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

25. 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 by:

- (a) the chair; or
- (b) a majority of the Members.

26. RECORDING OF DETERMINATIONS

Unless a poll is demanded under **Rule 25**, a declaration by the chair that a resolution has on a show of hands been carried or carried unanimously or carried by a particular majority or lost, together with an entry to that effect in the book containing the minutes of the proceedings of the Company, shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

27. WHERE POLL DEMANDED

If a poll is duly demanded under **Rule 25** it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chair directs. The result of the poll shall be the resolution of the meeting at which the poll was demanded.

28. RESOLUTIONS AT GENERAL MEETINGS

Except where a Special Resolution is required, all questions at General Meetings shall be determined by a majority of votes (as set out in **Rule 30**). Except as otherwise provided in this Constitution, in the case of an equality of votes on a question at a General Meeting, the chair is not entitled to a casting vote and the motion will be deemed lost.

29. MINUTES

The Chief Executive Officer shall ensure that minutes of the resolutions and proceedings of each General Meeting are kept in books provided for that purpose, together with a record of the names of persons present at all meetings.

30. VOTING AT GENERAL MEETINGS

Each Member shall, subject to this Constitution, be entitled to 1 vote at General Meetings.

31. PROXY AND POSTAL VOTING

- (a) Proxy voting shall be permitted at all General Meetings provided a proxy form in the form prescribed by the Board from time to time has been duly completed and executed and lodged with the Chief Executive Officer at or before the commencement of the meeting. Proxies shall only be exercised by Members entitled to vote. No Member entitled to vote shall exercise more than 1 proxy vote at any one time.
- (b) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A Member shall be entitled to instruct his proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may exercise the proxy vote as he thinks fit.
- (c) Should an issue arise between General Meetings which requires a decision or ratification by Members the Board may call a postal vote in such manner as it considers necessary.

32. THE BOARD

The Board will comprise up to 5 Directors as follows:

- (a) 3 Directors elected under **Rule 33**; and
- (b) 2 Directors appointed by the 3 Directors above.

The Board will appoint a Chairman and deputy-chairman from amongst their number. The Chairman and deputy-chairman will each hold office for a term of 1 year but may be re-appointed. A chairman and deputy-chairman can only serve in those positions for a maximum of 6 years.

33. ELECTION OF DIRECTORS AND TERM OF OFFICE

- (a) Nominations of candidates for election as Director shall be in such form as the Board prescribes from time to time.
- (b) Qualifications of candidates for election as Director shall be as determined by the Board from time to time.
- (c) Elections of Directors shall be conducted at the Annual General Meeting in such manner as is prescribed by the Board.
- (d) All Directors shall hold office for a 2 year term. All Directors upon the expiration of their respective terms of office are eligible for re-election.
- (e) Two Directors elected under **Rule 32(a)** and 1 Director appointed under **Rule 32(b)** shall retire in each year of even number, and the other Director elected under **rule 32(a)** and the other Director appointed under **Rule 32(b)** shall retire in each year of odd number. The timing of retirements of the initial Directors shall be determined by lot.
- (f) The Directors appointed under **Rule 32(b)** may have specific skills in commerce, finance, marketing, law or business generally or such other skills which compliment the Board composition, but need not have experience in or exposure to Powerlifting. A Director appointed under **Rule 32(b)** does not need to be a Member of the Company.

34. REMUNERATION OF DIRECTORS

Subject to this Constitution the Directors are not entitled to be paid remuneration. The Directors may be paid travelling and other expenses that they properly incur in:

- (a) attending Board meetings or any meetings of committees of the Board; and
- (b) attending any General Meetings; and
- (c) connection with the Company' business, if previously approved by the Board.

35. VACATION OF OFFICE OF DIRECTOR

- (a) The office of a Director (including the Chairman) is automatically vacated if the Director:
 - (i) becomes bankrupt; or
 - (ii) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
 - (iii) resigns office by written notice to the Company at its registered office; or
 - (iv) becomes prohibited from being a director by virtue of the Act; or
 - (v) accepts remuneration, payment or other benefits other than in accordance with this Constitution; or

- (vi) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of the interest in the manner required by this Constitution; or
 - (vii) is removed by resolution in General Meeting in accordance with the Act; or
 - (viii) dies.
- (b) In the event of the death, removal, resignation or disqualification from office of a Director, the Board will appoint, or cause the appointment, of a new Director, to fill the casual vacancy. Such new Director will hold office for the balance of the term of the Director who has vacated the Board.
- (c) In the event of a vacancy or vacancies in the office of Directors, the remaining Directors may act, but if the number of remaining Directors is not sufficient to constitute a quorum at a Board meeting, they may act only for the purpose of ensuring the number of Directors are a number sufficient to constitute a quorum. Vacancies will be filled in accordance with this Constitution.

36. MANAGEMENT OF THE COMPANY

The business of the Company is to be managed by or under direction of the Board.

37. CHIEF EXECUTIVE OFFICER

- (a) The Chief Executive Officer shall act as company secretary and shall be appointed as such by the Board in accordance with the Act, but otherwise for such term and upon such conditions as the Board thinks fit.
- (b) The Company shall be managed by the Chief Executive Officer who may exercise all powers of the Company which are not, under the Act or these Rules, required to be exercised by the Board or in General Meeting.
- (c) The Chief Executive Officer shall administer the Company and Powerlifting in Australia in accordance with this Constitution, the Regulations and all policies of the Company.
- (d) If no Chief Executive Officer is appointed the Board shall appoint one of the Directors to act as company secretary.

38. GENERAL POWERS OF THE BOARD

The Board may exercise all of the powers of the Company except any powers that the Act or this Constitution requires to be exercised in General Meeting.

39. OFFICIAL SEALS

The Board may exercise all the powers of the Company in relation to any official seal.

40. NEGOTIABLE INSTRUMENTS

Any two Directors may sign, draw, accept, endorse or otherwise execute a negotiable instrument. This provision is subject to the Board determining that a

negotiable instrument may be signed, drawn, accepted, endorsed or otherwise executed in a different way.

41. MINUTES

The Board will cause minute books to be kept in which the Company records:

- (a) proceedings and resolutions of General Meetings and other meetings of Members; and
- (b) proceedings and resolutions of Board meetings (including meetings of a committee of the Board); and
- (c) resolutions passed by Members without a meeting; and
- (d) resolutions passed by the Board without a meeting.

The Board must ensure that minutes of a meeting are signed within a reasonable time after the meeting by the chair of the meeting or the chair of the next meeting. The Board must ensure that minutes of the passing of a resolution without a meeting are signed by a Director within a reasonable time after the resolution was passed.

42. REGISTERS

The Board will cause the following company registers to be kept:

- (a) a register of Members;
- (b) where debentures are issued, a register of debenture holders.

43. HOLDING BOARD MEETINGS

The Board may meet for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A Director may at any time, and the Chief Executive Officer will on the request of a Director, call a meeting of the Board by reasonable notice individually to each Director. A Director who is for the time being out of Australia is only entitled to receive notice of a meeting of the Board if the Director has given written notice to the Company of an address for the giving of notices of meetings.

44. HOLDING OF OTHER OFFICES

A Director appointed under Rule 32 (b) may not hold any other office (whether voluntary or otherwise) or place of profit under the Company or any official position in Powerlifting in conjunction with the office of Director.

45. DIRECTORS' INTERESTS

A Director appointed under Rule 32 (b) is disqualified from office by holding any other office (whether voluntary or otherwise) or place of profit under the Company or any official position in Powerlifting.

46. DISCLOSURE OF INTERESTS

The nature of any interest of a Director must be declared by the Director at the meeting of the Board at which the contract or arrangement in which the interest may arise is first taken into consideration if the interest then exists, or in any other case at the first meeting of the Board after the acquisition of the interest. If a Director becomes interested in a contract or arrangement after it is made or entered into the declaration of the interest must be made at the first meeting of the Board held after the director becomes so interested.

47. GENERAL DISCLOSURE

A general notice that a Director is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under **Rule 46** as regards such Director and the said transactions. After such general notice it is not necessary for such director to give a special notice relating to any particular transaction with that firm or company.

48. RECORDING DISCLOSURES

It is the duty of the Company Secretary to record in the minutes any declaration made or any general notice given by a director under **Rules 46** and **47**.

49. INTERESTED DIRECTOR MAY NOT VOTE

A Director, notwithstanding the interest, may be counted in the quorum present at any meeting but can not vote in respect of any contract or arrangement in which the director is interested. If he does so vote his vote shall not be counted.

50. QUORUM

Unless the Board determines otherwise, the quorum for a Board meeting is 4 Directors. The quorum must be present at all times during the meeting.

51. CHAIR OF BOARD MEETINGS

The Chairman will chair Board meetings. If the Chairman is not available within 15 minutes after the time appointed for holding the meeting or declines to act for the meeting or part of the meeting, then the deputy-chairman will preside as chairman. If the deputy-chairman is not present or declines to act the Board must elect a Director present to chair the meeting or part of it.

52. COMMITTEES

The Board may delegate any of its powers to committees consisting of such persons as the Board thinks fit. Any such committee will conform to any Regulations (including but not only, the conduct of meetings and reporting obligations) that may be imposed on it by the Board in the exercise of the powers so delegated. Any such committee must exercise the powers delegated to it in accordance with any directions of the Board. The effect of a committee exercising a power in this way is the same as if the Board exercised the power.

53. VOTES AT BOARD MEETINGS

Each Director shall have 1 vote at Board meetings. A resolution of the Board must be passed by a majority of votes of the Directors entitled to vote on the resolution. In the case of an equality of votes the chair may exercise a casting vote.

54. VALIDITY OF DIRECTORS' ACTS

All acts done by any meeting of the Board or of a committee or by any person acting as a Director are, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

55. WRITTEN RESOLUTION

The Board may pass a resolution without a Board meeting being held if a majority of the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Separate documents may be used for signing by Directors if the wording of the resolution and statement is identical in each copy. The resolution is passed when a majority of the Directors in favour of the resolution sign the document and return their respective signed copies to the Chief Executive Officer.

56. MANNER OF HOLDING MEETINGS

A Board meeting may be called or held using any technology consented to by all the Directors. Such consent may be standing. A Director may only withdraw the Director's consent within a reasonable period before the meeting.

57. COMMON SEAL

The Company may have a common seal. If it does then:

- (a) the common seal must comply with the Act;
- (b) the Board will provide for the safe custody of the common seal;
- (c) the seal may only be used by the authority of the Board.

58. EXECUTION UNDER COMMON SEAL

If the Company does have a common seal then it may execute a document if the seal is fixed to the document and the fixing of the seal is witnessed by:

- (a) 2 Directors of the Company; or
- (b) 1 Director and the Chief Executive Officer.

59. EXECUTION WITHOUT COMMON SEAL

The Company may execute a document without using a common seal if the document is signed by:

- (a) 2 Directors of the Company; or

(b) 1 Director and the Chief Executive Officer.

60. DIRECTORS' INTERESTS

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

61. ACCOUNTING RECORDS

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

62. ACCESS TO RECORDS

The Board will from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting and other records of the Company or of any of them will be open for inspection by Members who are not Directors. No Member has any right of inspection of any accounting or other records of the Company except as conferred by the Act or authorised by the Board or by a resolution passed at a general meeting.

63. AUDITOR

A properly qualified auditor or auditors shall be appointed and the remuneration of such auditor or auditors fixed and duties regulated in accordance with the Act.

64. GIVING OF NOTICES

The Company may give notice to any Director or Member:

- (a) personally; or
- (b) by sending it by post to the address of the Director as notified to the Board or the address of the Member in the Register of Members or the alternative address (if any) nominated by the Director or Member; or
- (c) by sending it to the facsimile number or electronic address (if any) nominated by the Director or the Member; or
- (d) by posting the notice on the Company's website or in such other public forum as may be determined by the board.

Any notice sent by post is taken to have been given 3 days after it is posted. Any notice sent by facsimile or other electronic means is taken to be given on the business day after it is sent.

65. ENTITLEMENT TO NOTICES

Notice of every General Meeting will be given in any manner authorised by this Constitution to:

- (a) every Member except those who have not supplied to the Company an address for the giving of notices to them; and
- (b) the Directors; and

- (c) the auditor for the time being of the Company.

No other person is entitled to receive notices of General Meetings.

66. EXTENT OF INDEMNITY

The Company will indemnify (either directly or through one or more interposed entities) any person who is or has been a Director of the Company and, if so resolved by the Board, the auditor of the Company, out of the funds of the Company against the following:

- (a) any liability to another person (other than the Company or a related body corporate) unless the liability arises out of conduct involving a lack of good faith;
- (b) any liability for costs and expenses incurred by that person:
 - (i) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; or
 - (ii) in connection with an application, in relation to such proceedings, in which the court grants relief to the person under the Act.

67. REGULATIONS

- (a) The Board may from time to time as circumstances dictate, formulate, interpret, adopt, make, alter and amend Regulations and an Anti-Doping Policy for the proper advancement, management and administration of the Company, the advancement of the Objects and Powerlifting as it thinks necessary or desirable. Any Regulations must be consistent with this Constitution. All Regulations and Anti-Doping Policy clauses are binding on all Members and Directors.
- (b) The Chief Executive Officer shall bring to the notice of the Board and Members all Regulations and Anti-Doping Policy clauses and any formulation, interpretation, amendment, alteration and repeal of them. Notices are binding upon all Members.
- (c) All rules, by-laws, policies and regulations of the Company in force at the date of the approval of this Constitution (including existing regulations) insofar as such rules and regulations are not inconsistent with, or have been replaced by this Constitution, shall continue in force under this Constitution, as Regulations.