



## TEN4 AUSTRALIA INCORPORATED CONSTITUTION

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## 1. NAME

The name of the organisation is Ten4 Australia Incorporated, Ten4 Bouldering is a registered business name of Ten4 Australia, hereinafter referred to Ten4 Bouldering and called "T4B" unless stated otherwise.

**Game** means the playing and administration of the game of the Ten4 Bouldering in Australia.

## 2. INTERPRETATION

This document is to be interpreted using the definitions and principles of construction contained in clause 11.

## 3. OBJECTS, POWERS AND RESTRICTIONS

### 3.1 Objects

The primary objects of T4B are to:

- (a) Promote and foster engagement in the sport of the Ten4 Bouldering, with a primary focus on support for marginalized people.
- (b) Foster, develop, extend and provide adequate funding for the Game from the junior to elite levels and generally act in the best interests of the Game;
- (c) be the single controlling body and administrator of the Game;
- (d) organise and conduct the Ten4 Boulder League (T4L) competitions;
- (e) promote and encourage either directly or indirectly the physical, cultural and intellectual wellbeing of young people in the community.

Subject to any act of parliament or law, and to this Constitution, T4B may do all things necessary or convenient for carrying out its objects, and in particular, may:

- (a) acquire, hold, deal with, and dispose of any real or personal property;
- (b) open and operate bank accounts;
- (c) invest its money:
  - (i) in any security in which trust moneys may be invested; or
  - (ii) in any other manner authorised by this Constitution;
- (d) borrow money upon such terms and conditions as the T4B thinks fit;
- (e) give such security for the discharge of liabilities incurred by T4B as T4B thinks fit;

- (f) appoint agents to transact any business of T4B on its behalf;
- (g) enter into any other contract it considers necessary or desirable;
- (h) exercise any other power granted to an incorporated organisation by the Act; and
- (i) exercise any of the above powers jointly with any one or more persons.

### 3.2 Powers

T4B may act as trustee and accept and hold real and personal property upon trust, but T4B does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene the Act or this Constitution.

### 3.3 Restrictions

- (a) The property, assets, and income of T4B will be applied solely toward the promotion of the objects of T4B.
- (b) No part of the property, assets, or income of T4B may be paid, or distributed in any way, directly or indirectly, to Members unless it is done in good faith in the promotion of the objects of T4B.

## 4. MEMBERSHIP

### 4.1 General Provisions

- (a) There are various classes of membership
- (b) Membership fees for the various classes of Members shall be determined by the Committee,
- (c) A person becomes a Member when:
  - (i) the Membership fees required for the person are accepted by the Treasurer, Secretary or Committee;
  - (ii) Fees associated with the specific membership type / category are fully paid and up to date.
  - (iii) a receipt is issued in relation to the fees specified in clause 4.1(c)(i); and
- (d) Membership expires at the end of the committed membership term.
- (e) Membership is terminated by:
  - (i) Renewal payment at the end of term not taken up / payment not made;
  - (ii) the Member giving the Committee notice of resignation;
  - (iii) the Member ceasing to be a financial Member pursuant to clause 4.1(e); or
  - (iv) a resolution of the Committee given under clause 7.12.
- (f) The Committee must keep a Register of all Members in accordance with the following:
  - (i) the Register must provide the name and address of every Member, their class of Membership, and the date they first joined the organisation (information to

be taken from the Member's application form, or elsewhere at the Committee's direction);

- (ii) Members must inform the Secretary of any changes to their details that affect the Register, and the Secretary must amend the Register accordingly; and
- (iii) upon request of a Member to any Committee Member, the Committee must make the Register available for inspection to that Member, within 7 days of the first Committee meeting after the request.

- (g) No Membership rights are transferable.

#### 4.2 Full Membership

- (a) Natural Persons aged 18 years or over, with appropriate interest are eligible to become Full Members.
- (b) A Full Member is entitled to:
  - (i) speak and vote at the General Meeting;
  - (ii) a free copy of every newsletter issued during their Membership;
  - (iii) upon their first joining the organisation, be promptly given a free copy of this Constitution, however, a Member is entitled to a free copy of the Constitution only once during their life;
  - (iv) attend every Committee Meeting, after prior informing the Secretary, but are not entitled to speak at a Committee Meeting without the Chair's approval; and
  - (v) such other entitlements as the Committee determines.

#### 4.3 Life Membership

- (a) A Life Member is deemed to be a Full Member for the remainder of their life, unless terminated under clause 7.12.
- (b) A Life Member need no longer pay Membership fees, and is entitled to all the benefits of Full Membership.
- (c) The Committee may recommend a Life Membership to any natural person who has provided outstanding service to the organisation for at least 5 years. The Committee's recommendation may be ratified (and is only effective when ratified) by Ordinary Resolution of Members in a General Meeting.

#### 4.4 Associate Membership

- (a) Associate Membership may be granted to any person or organisation considered suitable by the Committee.
- (b) Associate Members are not entitled to vote at organisation meetings.
- (c) Apart from clause 4.4(b), the conditions of each Associate Membership, and rights of each Associate Member, shall be determined by the Committee, and written notice of those conditions and rights will be provided to the Associate Member and published in the next organisation newsletter.

#### 4.5 Remote Membership

- (a) Natural Persons who ordinarily reside more than 50km from the organisation and have appropriate interest are eligible to become Remote Members.
- (b) Remote Members have the same entitlements as Full Members, except that there are separate membership fees (which are determined by the Committee pursuant to clause 4.1(b)).

### 5. MEETINGS

## 5.1 Types of Meetings

- (a) There are three types of meetings of Members: General Meetings, Social Meetings, and Informal Meetings.
- (b) The organisation is not bound by any conduct or decisions made during a Social or Informal Meeting.
- (c) General Meetings are meetings convened in accordance with clauses 5.2 to 5.6.
- (d) Social Meetings are regular meetings, usually monthly, organised by the Committee for all Members to keep them informed of the organisation's activities.
- (d) Informal Meetings include any other gathering organised by the organisation. Informal Meetings include organisation-organised dinners, barbecues, trips, competitions, picnics, instructional courses and working bees.

## 5.2 Calling General Meetings

General Meetings may be called by:

- (a) the Committee; or
- (b) the Secretary, after having received a request in accordance with the following:
  - (i) At least five Members or ten percent of the current number of Full Members, whichever is the greater, may request the Secretary to call a General Meeting. The request must specify the business proposed to be addressed at the General Meeting.
  - (ii) Once the Secretary has received such a request, s/he must, within seven days, arrange for a General Meeting to be held within 21 days of receiving the request, and provide notice pursuant to clause 5.3(a).

## 5.3 Notice of General Meetings

- (a) Written notice must be given to each Member at least 14 days before each General Meeting.
- (b) A notice given under clause 5.3(a) must contain the following information:
  - (i) the date on which the General Meeting is to be held;
  - (ii) the time and location of the General Meeting; and
  - (iii) a brief summary of the business that is intended to be addressed at the General Meeting.

## 5.4 Conduct of General Meetings

- (a) General Meetings must be chaired by the President, or in the President's absence a member of the Committee that has the Committee's approval (if no formal approval has been reached, the approval of the majority of the Committee members present at the Meeting is sufficient).
- (b) If there are no Committee members present at a General Meeting, the meeting must be chaired by a Member who has been selected in the following manner:
  - (i) if only one Member wishes to chair the meeting, that Member may be the Chair of the meeting; or
  - (ii) if more than one Member wishes to chair the meeting, the Member with the

greatest support of Members present may be the Chair. In the event of a tie, the longest serving Member may be the Chair of the meeting.

- (c) All Members have speaking rights at General meetings. Non-Members have speaking rights only with the permission of the Chair.

## 5.5 Quorum for General Meetings

- (a) No item of business can be transacted at a General Meeting unless a quorum is present.
- (b) The quorum for a General Meeting is one third of the number of Full Members whose address in the Register is within 50 kilometers of the organisation.
- (c) If a quorum is not present within half an hour of the specified Meeting time, the Meeting may be adjourned and, if so, all Members must be informed of the new time, date (and location if necessary). The quorum at an adjourned General Meeting is one quarter of the number of Full Members whose address in the Register is within 50 kilometers of the organisation.

## 5.6 Annual General Meeting

- (a) At least one General Meeting is to be held every year (to be known as the Annual General Meeting).
- (b) The Annual General Meeting must be held within four months of the end of the Financial Year, unless the Act otherwise permits.
- (c) The business at the Annual General Meeting must include:
  - (i) confirmation of the Minutes to the last preceding Annual General Meeting and any General Meeting held since then;
  - (ii) receive reports from the Committee as to the activities of the organisation in the last preceding year;
  - (iii) receive a financial statement from the Treasurer and a report as to all the assets and liabilities of the organisation;
  - (iv) election of positions on the Committee for the next year, pursuant to clause 6.3; and
  - (v) appoint a person to audit the accounts of the organisation, in accordance with clause 8.7.

## 6. MANAGEMENT

### 6.1 Committee Management

- (a) The Committee; subject to any act of parliament or law, this Constitution, or any resolution of a General Meeting;
  - (i) must control and manage the affairs of the organisation;
  - (ii) may exercise all such functions of the organisation other than those functions that this Constitution requires to be exercised by a General Meeting of Members; and

(iii) has the power, subject to clause 3, to perform all acts as appear to the Committee to be desirable for the proper management of the affairs of the organisation.

(b) The Committee is bound by any resolution passed at a General Meeting.

## 6.2 Voting

Upon any motion put at a General Meeting, and in a ballot during elections, voting is conducted as follows:

- (a) no person under 18 years of age is permitted to vote;
- (b) only Full Members are permitted to vote, and each Full Member has one vote only;
- (c) proxies are permitted, but no person may hold more than five proxies. Each Full Member is entitled to appoint any other person as proxy, by written notice given to the Secretary more than 24 hours before the time of Meeting in respect of which the proxy is appointed;
- (d) if the vote is for an election, the candidate with the greatest number of votes is elected. In the event of a tie, the Chair must exercise a further (casting) vote in addition to the Chair's normal (deliberative) vote. The outcome is decided in favour of the Chair's casting vote; and
- (e) if the vote is in relation to an Ordinary Resolution, the resolution is carried if it has a greater number of votes "for" than "against". In the event of a tie, the resolution is not carried.

## 6.3 Elections

Elections for positions on the Committee may only be held during a General Meeting, and are to be conducted in accordance with this clause 6.3.

- (a) A person must be nominated, seconded and accept, before they are eligible to be elected (and are then known as a "Candidate"). The Candidate must be a Full Member. The nominator and the seconder must both be Members. A Full Member may nominate themselves.
- (b) Nominations must be made in writing and given to the Secretary at least one hour before the meeting, unless clause 6.3(c) applies.
- (c) Nominations may be taken orally at the meeting if at least half of the Members present agree.
- (d) Candidates are taken for the positions of President, Vice-President, Treasurer, Secretary, and the six ordinary Committee positions.
- (e) If there is only one Candidate for any position, that Candidate is deemed to be elected to that position.
- (f) If there are six or less Candidates for the ordinary Committee positions, the Candidates are deemed elected, and the remaining ordinary Committee positions are deemed vacant.
- (g) In all other circumstances, a ballot must be conducted in the usual and proper manner, at the direction of the outgoing Committee, but in accordance with clause 6.2.

## 6.4 Guidelines or Codes of Conduct

- (a) A General Meeting may, by Ordinary Resolution, adopt guidelines that have been



formulated in accordance with this clause 6.4.

- (b) Guidelines may be proposed by any Member, but must be related to sport relevant matters.
- (c) A written copy of any proposed guidelines must be submitted to the Committee before being put to a General Meeting.
- (d) It is desirable that the Committee:
  - (i) consider any proposed guidelines that have been submitted to it; and
  - (ii) within 60 days of receiving the proposed guidelines, call a General Meeting and put the proposed guidelines to the General Meeting for consideration, along with the Committee's recommendation.
- (e) If the Committee does not call a General Meeting within 60 days of receiving any proposed guidelines, a General Meeting can be called by Full Members under clause 5.2(b)(i).
- (f) When any guidelines have been adopted by a General Meeting in accordance with this clause 6.4, all Members must be notified of the content of the guidelines within 30 days. This may be done by publishing the guidelines in the organisation's newsletter, but if the newsletter will not be sent within 30 days of the Meeting at which the guidelines were adopted, all Members must be given written notice of the content of the guidelines within the specified time.

#### 6.5 Requirements of Notice

- (a) Where written notice is required to be given to any Member, a written document containing the relevant information must be sent to the address of the Member as shown on the Register (and any other address which the Committee specifies). Notice is effective (and is taken to be given) on the second Business Day after the document in clause 6.5(a) was posted.

#### 6.6 Publication

- (a) No Member, other than the President, may communicate with any person or organisation on behalf of the organisation (or give the impression they are acting on behalf of the organisation), unless it is with the prior approval of the Committee.
- (b) Committee members are deemed to have the Committee's prior approval to answer enquires relating to Membership, unless the Committee expressly declares otherwise.

#### 6.7 Records

- (a) Minutes of proceedings at every General Meeting must be taken, and are the responsibility of the Secretary.
- (b) The minutes for the previous 12 months, of every Committee Meeting and every General Meeting, must be available to Members at every General Meeting.
- (c) The minutes of every Meeting of each Committee (during the lifetime of that current Committee) are to be available for the free inspection of any Member, upon request of that Member.
- (d) The Secretary is responsible for all records, books and other documents relating to the organisation. The Secretary must keep these books in his/her custody or under his/her control.

#### 6.8 Seal

- (a) The seal of the organisation is kept in the custody of the Secretary.
- (b) The seal may not be affixed to a document, unless the Committee has passed a resolution to that effect.

#### 6.9 Amendments to Constitution

- (a) This Constitution may be altered only by a Special Resolution.
- (b) Notice of motion to amend this Constitution must be lodged with the Secretary at least 21 days prior to the date of the General Meeting at which the motion will be put.

#### 6.10 Dissolution

- (a) The organization may be dissolved only by a Special Resolution.
- (b) Notice of motion to dissolve the organisation must be lodged with the Secretary at least 21 days prior to the date of the General Meeting at which the motion will be put.
- (c) If, upon dissolution or winding up of the organisation, there remains any assets (after all liabilities have been satisfied), the remaining assets to be distributed according to the Act (currently section 33).

### 7. COMMITTEE

#### 7.1 Title

The Committee is formally known as the Management Committee of T4B Inc.

#### 7.2 Composition

The Committee has a maximum of 10 positions: President, Vice-President, Treasurer, Secretary, and six ordinary Committee positions.

#### 7.3 Selection

- (a) All Committee positions must be declared vacant during the Annual General Meeting, and elections are held to select a person for each position.
- (b)
  - (i) If, at any time other than elections, any Committee position (other than President) is vacant, then provided that clause 7.3(b)(ii) does not apply, the Committee may appoint a Full Member to the vacant position.
  - (ii) A Committee may only use the power of appointment in clause 7.3(b)(i) our times during its lifetime. If a Committee wishes to fill a vacant position after four appointments have already been made, the position must be filled by an election in accordance with clause 6.3.
- (c) If, at any time other than elections, the position of President is vacant:
  - (i) the Vice-President is automatically appointed Acting President, and has all the powers of President;
  - (ii) the Committee must, within 60 days, call a General Meeting to have the appointment ratified by ordinary resolution; and
  - (iii) if the appointment is not ratified, an election must be held for the position of President in accordance with clause 6.3.

#### 7.4 Committee Meetings

- (a) A meeting of the Committee must occur at least once every two months.
- (b) Oral or written notice of a Committee meeting must be given to every Committee member at least 48 hours prior to every Committee meeting. This is the responsibility of the Secretary.
- (c) Notice of the meeting given under clause 7.4 (b) must specify the proposed business of the meeting.
- (d) Meetings of the Committee may be called by:
  - (i) the President; or
  - (ii) the Secretary, after having received a written request from at least two Committee members. The written request must specify the business to be addressed at the meeting. Once the Secretary has received such a request, s/he must arrange for a Committee meeting to be held within fourteen days, and provide notice pursuant to clause 7.4(b).
- (e) Any five Members of the Committee constitute a quorum for the Committee, and no business may be transacted by the Committee unless a quorum is present.
- (f) The Chair at Committee meetings is the President; or in the President's absence, the Vice- President; or, in the absence of both, such other person as the Committee determines.
- (g) Only Committee members are entitled to speak and vote at Committee meetings, however the Chair may permit other people to speak at Committee meetings.

#### 7.5 Responsibility of Committee Members

- (a) No member of the Committee is answerable or accountable for other Committee members.
- (b) Committee members must remain financial Members of the organisation during their holding office on the Committee.

#### 7.6 Minutes

Minutes of all proceedings at every Committee Meeting must be taken, and are the responsibility of the Secretary.

#### 7.7 Remote Committee Meetings

A resolution in writing, signed by at least six Members of the Committee, shall be valid as if it had been passed at a Committee Meeting. Such resolution may consist of several documents in the same form.

#### 7.8 Committee Membership and Attendance

- (a) If a Committee member, without reasonable excuse (as determined by the Committee), fails to attend either:
  - (i) two consecutive Committee meetings; or
  - (ii) four Committee meetings during the life of that current Committee, and that Committee member has received notice of the meetings in accordance with clause 7.4(b), the member's position may be declared vacant by the Committee.

- (b) If a Committee member, without reasonable excuse (as determined by the Committee), fails to attend three consecutive Committee meetings, covering no less than a two month period, the member's position on the Committee is automatically vacated UNLESS the Committee passes a resolution otherwise.

## 7.9 Voting of Committee

Matters arising at any Committee meeting must be decided by vote as follows:

- (a) each Committee member present has one vote only and must vote either for or against every motion, unless disqualified pursuant to clause 7.10;
- (b) if the vote is in relation to a motion, the resolution is carried if it has more votes "for" than "against";
- (c) if the Committee determines that a decision is necessary (eg: a choice between two persons for a position) and the vote is a tie, the Chair must exercise a further (casting) vote in addition to the Chair's normal (deliberative) vote. The outcome is decided in favour of the Chair's casting vote; and
- (d) a written record must be kept of every resolution passed by the Committee.

## 7.10 Conflict of Interest

- (a) Any member of the committee who has a financial interest in a matter about to be considered by the Committee must announce that fact to the Committee.
- (b) A member of the Committee who has announced that s/he has a financial interest in a matter about to be considered by the Committee, must leave the meeting for the duration of the Committee's dealing with the matter, unless the Committee otherwise directs. If the Committee have permitted a member who has a financial interest in a matter to remain during the Committee's dealing with the matter:
  - (i) the member may not speak, except with permission of the Chair; and
  - (ii) is not permitted to vote on the matter.
- (c) If, for any reason, a Committee member wishes not to vote on a particular matter, that member may request they be permitted to abstain from voting on the particular matter and must give the reasons why the request is made. If a majority of the Committee approves, the member may abstain from voting on that particular matter.

## 7.11 Delegating Power

- (a) The Committee may, by written resolution, delegate to one or more Members of the organisation, the exercise of such of the functions of the Committee as are specified in the resolution, other than:
  - (i) this power of delegation; and
  - (ii) a function which is a duty imposed on the Committee by an act of parliament, any law, or this Constitution.
- (b) Notwithstanding any delegation under this rule, the Committee may continue to exercise any function delegated.
- (c) Any act done by a Member acting in exercise of a delegation under this rule has the same force and effect as it would have if it had been done by the Committee.
- (e) The Committee may, by written resolution, revoke wholly or in part any delegation under this rule.

## 7.12 Discipline of Members

Where the Committee is of the opinion that a Member has acted in a manner prejudicial to the organisation, the Committee must deal with the matter as follows:

- (a) The Member must be given written notice of the Committee's opinion, and the grounds on which the opinion was formed.
- (b) The Member must be given the opportunity to respond (in whatever manner thought fit by the Committee) to the Committee's opinion and the grounds on which the opinion was formed.
- (c) After considering the Member's responses (or, if no response is received within a reasonable time, as determined by the Committee), the Committee may, if it still considers the Member has acted in a manner prejudicial to the organisation, pass such resolution as thought fit (including ordering the expulsion of the Member from the organisation, or suspension for a designated period).
- (d) If the Committee passes a resolution under clause 7.12(c), the Member must, within five Business Days, be given written notice of the resolution and the reasons for that resolution.

## 7.13 Indemnity for Committee Members

- (a) Each member of the Committee is indemnified by the organisation, from all damages or expenses personally incurred in relation to acts done on behalf of the organisation, providing the acts were done with the approval of the Committee.
- (b) Where a Committee member has incurred damages or expenses for which s/he has an indemnity under clause 7.13(a), the amount of damages or expenses must be immediately paid to the Committee member from organisation funds.

## 8. FINANCE

### 8.1 Financial Year

The Financial Year:

- (a) begins on the date of an Annual General Meeting where a Committee is elected; and
- (b) ends on the earlier of:
  - (i) 15 months after it began; or
  - (ii) the date of the next Annual General Meeting when that Committee is dissolved, and a new Committee is elected.

### 8.2 Expenditure of organisation Funds

Members shall not incur expenditure on behalf of the organisation, or use organisation funds without the authority of the Committee.

### 8.3 Special Purpose Bank Account

- (a) The Committee may, by written resolution, deposit a specified amount of money in a Bank account to be controlled by a Member (the "Account Holder") for a specified purpose.

- (b) The Bank account specified in clause 8.3(a) must be in the name of "[Account Holder's name] as trustee for T4B".
- (c) The Committee must obtain a written undertaking from the Account Holder to the following effect:
  - (i) the Account Holder will apply the money from the account solely for the purpose specified in clause 8.3(a);
  - (ii) no portion of the money from the account will be distributed to Members by way of profit; and
  - (iii) the Account Holder holds the money from the account on trust for the organisation.
- (d) If clauses 8(a), 8(b) and 8(c) have been complied with, the Account Holder has the power to deal with the money without requiring any Committee member's prior approval.
- (e) All money received by the Account Holder in relation to the purpose specified in clause 8.3(a), must be deposited into the account.
- (f) The Account Holder must comply with any direction given by the Committee or the Treasurer in relation to the account.
- (g) The Account Holder must, whenever requested by the Treasurer or Committee, provide a full statement as to the use of any money from the account, a current account balance, or both.

#### 8.4 Receipt of Funds

All funds received must be deposited in the name of the organisation (unless clause 8.3 applies), in such Bank as the Committee may from time to time determine.

#### 8.5 Signature of Cheques

- (a) Cheques drawn on the organisation's accounts must be signed by the Treasurer, and by either the President or Vice-President, unless clauses 8.3(d) or 8.5(b) apply.
- (b) Where the Treasurer is outside of a circle of radius 100km from the Tamworth general post office, for at least seven days prior to the signature of a cheque, the President and Vice-President may jointly sign the cheque.

#### 8.6 Absence of Treasurer

- (a) If the Treasurer will be outside of a circle of radius 100km from the general post office for at least thirty consecutive days, the Committee must appoint a current member of the Committee to be Acting Treasurer.
- (b) An Acting Treasurer has all the powers of the Treasurer, and during the period of appointment of an Acting Treasurer, the original Treasurer has no powers.
- (c) On return of the Treasurer, and at any time the Committee requests, the Acting Treasurer must present the Committee with a balance sheet covering all the organisation's transactions during the Acting Treasurer's control.

#### 8.7 Auditing of Accounts

- (a) The accounts of the organisation must be presented for audit at the termination of each Financial Year, or upon the resignation of the Treasurer.
- (b) An auditor must be appointed by the Members present at the Annual General Meeting. If an auditor is not appointed at the Annual General Meeting, the task of auditing the accounts must be performed by the incoming Committee.
- (c) The auditor must not be a member of the outgoing Committee.
- (d) The auditor is not required to be an auditor by trade.
- (e) An external auditor may be appointed by the Committee if required at the end of the Financial Year.

#### 8.8 DGR Revocation (if applicable)

If the organisation holds formal DGR status and in the event that the endorsed DGRs are wound up, or if their endorsement is revoked, all remaining gifts, deductible contributions and money received in relation to such gifts and contributions must be transferred to a formally recognised gift deductible fund, authority or institution.

### 9. LIMITATION OF MEMBER' S LIABILITY

Members and Committee Members are not, by reason only of being a Member or Committee Member, liable for any liability of the organisation, or any expenses of winding up the organisation, other than any unpaid amount on the Member's own Membership fee.

### 10. ACTS UNDER PREVIOUS CONSTITUTION

- (a) The constitution adopted by the organisation, and lodged at the NSW Australian Corporate Affairs Office on 5 June 1979, ("the Original Constitution") is repealed.
- (b) Any appointment made, or motion or resolution passed, under the Original Constitution, if in force at the commencement of this Constitution, continues in force as far as practicable, as if made or passed under this Constitution.

### 11. INTERPRETATION

#### 11.1 Definitions

In this document:

"Act" means the organisations Incorporation Act 1987 (NSW), as amended from time to time; and if the Act is replaced by other legislation, the "Act" means that other legislation;

"Acting President" means a committee member appointed under clause

7.3(d); "Acting Treasurer" means a committee member appointed under

clause 8.6; "Annual General Meeting" means a General Meeting held

pursuant to clause 5.6;"Associate" means the type of Membership as set out in clause 4.4;

"Business Day" means any day which is not a Saturday, Sunday or public holiday in NSW;

"Candidate" means a person who has fulfilled the conditions in clause 6.3(a); "Chair" means the chairperson of a meeting;

"Committee" means the management committee of the organisation;

"Constitution" means this document;

"Financial Year" mean the period defined in clause 8.1;

"Full" means the type of Membership as set out in clause 4.2;

"General Meeting" means an official meeting of the organisation held in accordance with clauses 5.2 to 5.5;

"Informal Meeting" has the meaning ascribed in clause 5.1(d);

"Member" means a member of the organisation, as determined by clause 4; "Membership" means the state of being a Member;

"Ordinary Resolution" has the meaning ascribed in clause 6.2(d);

"President" means the person holding this office pursuant to clauses 6.2 and 6.3, and includes an acting President appointed under clause 7.3(d); "Register" means the list of Members described in clause 4.1(g); "Remote" means the type of Membership as set out in clause 4.7; "Secretary" means the person holding this office pursuant to clause 6.2, 6.3 or 7.3(c); "Social Meeting" has the meaning ascribed in clause 5.1(c); "Special Resolution" has the meaning ascribed by the Act (currently section 24, and as at December 1995, means a resolution passed by at least three quarters of the members of the organisation who are entitled to vote); "Treasurer" means the person holding this office pursuant to clauses 6.2, 6.3 or 7.3(c), and includes an Acting Treasurer appointed under clause 8.6;"Vice-President" means the person holding this office pursuant to clauses 6.2, 6.3

## 11.2 Construction

Unless expressed to the contrary:

- (a) words importing the singular include the plural and vice versa;
- (b) if a word or phrase is defined, cognate words and phrases have corresponding definitions;
- (c) a reference to:
  - (i) a person, includes its legal personal representatives, successors and assigns;
  - (ii) an act of parliament, includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them;
  - (iii) a right includes a benefit, remedy, discretion, authority or power;
  - (iv) an obligation includes a warranty or representation and a reference to a failure to observe or perform an obligation includes a breach of warranty or representation;
  - (v) provisions or terms of this document or another document, agreement, understanding or arrangement, include a reference to both express and implied provisions and terms;



- (vi) time is to local time in Sydney NSW, Australia;
- (vii) this or any other document includes the document as varied or replaced and notwithstanding any change in the identity of the parties;
- (viii) writing includes any mode of representing or reproducing words in tangible and permanently visible form, and includes facsimile transmissions; and
- (ix) a person, includes a body corporate.

### 11.3 Headings

Headings do not affect the interpretation of this document.