



Constitution

PAINTBALL SPORTS FEDERATION AUSTRALIA LIMITED

APPROVED ON 27 MAY 2026 BY THE BOARD, AS THE CONSTITUTION OF THE COMPANY THAT SHALL APPLY FROM THE TIME OF REGISTRATION OF THE COMPANY AS A PUBLIC COMPANY LIMITED BY GUARANTEE.

TABLE OF CONTENTS

1.	DEFINITIONS AND INTERPRETATIONS	5
1.1	Definitions	5
1.2	Interpretation	7
1.3	Corporations Act	8
1.4	Severance	8
2.	OBJECTIVES	8
2.1	Objectives	8
3.	POWERS.....	9
3.1	PAINTBALL SPORTS FEDERATION AUSTRALIA PTY LTD	9
4.	INCOME AND PROPERTY OF THE COMPANY.....	10
4.1	Sole Purpose	10
4.2	Payments to Members	10
5.	MEMBERSHIP	10
5.1	Categories of Members	10
5.2	Admission of Members.....	10
5.3	Affiliate Members	11
5.4	Individual Members	11
5.5	Life Member	12
5.6	General	12
5.7	Limited Liability.....	13
6.	CESSATION OF MEMBERSHIP	13
6.1	Cessation	13
6.2	Resignation	13
6.3	Forfeiture of Rights.....	14
7.	GRIEVANCES AND DISCIPLINE OF MEMBERS	14
7.1	Jurisdiction	14
7.2	Policies	14
7.3	Make or adopt a Policy and/or Policies:.....	14
8.	TERMINATION OF MEMBERSHIP	15
8.1	Sanctions for Discipline of Member	15
8.2	Termination of Membership.....	15
9.	FEES AND SUBSCRIPTIONS.....	16
9.1	Membership Fee	16
9.2	Non-Payment of Fees	16
9.3	Deferral or reduction of subscriptions	16
10.	GENERAL MEETINGS	17
10.1	Annual General Meeting (AGM)	17
10.2	Power to convene General Meeting	17
10.3	Notice of a General Meeting.....	17
10.4	No other business	18
10.5	Cancellation or postponement of General Meeting.....	18
10.6	Written notice of cancellation or postponement of General Meeting	18
10.7	Contents of a notice postponing a General Meeting	18
10.8	Number of clear days for postponement of General Meeting.....	19
10.9	Business at postponed General Meeting	19
10.10	Representative, proxy or attorney at postponed General Meeting	19
10.11	Non-receipt of notice	19
10.12	Right to appoint a representative.....	19
10.13	Right to appoint a proxy	20
10.14	Form of proxy	20
10.15	Attorney of Member.....	20

10.16	Lodgement of proxy or attorney documents	20
10.17	Authority given by appointment.	21
11.	PROCEEDINGS AT GENERAL MEETING	22
11.1	Number for a quorum	22
11.2	Requirement for a quorum	22
11.3	Quorum and time	22
11.4	Adjourned meeting	22
11.5	Chairperson to preside over General Meetings	22
11.6	Conduct of General Meetings	22
11.7	Adjournment of General Meeting	23
11.8	Notice of adjourned meeting	23
11.9	Questions decided by majority	23
11.10	Equality of votes	23
11.11	Declaration of results	23
11.12	Poll	24
11.13	Objection to voting qualification	24
11.14	Chair to determine any poll dispute	24
11.15	Electronic voting	24
12.	VOTES OF MEMBERS	24
12.1	Votes of Members	24
12.2	Election of Directors	25
12.3	Resolutions not in General Meeting	25
13.	STAKEHOLDER FORUM	25
13.1	Power to convene Stakeholder Forums	25
13.2	Notice of Stakeholder Forums	26
13.3	Conduct of a Stakeholder Forum	26
14.	STATE COUNCIL	26
14.1	State Council	26
15.	DIRECTORS	27
15.1	Number of Directors	27
15.2	Transitional provisions	27
15.3	Eligibility	28
15.4	Nominations Committee	29
15.5	Nomination for election	29
15.6	Term of office of Directors generally	30
15.7	Office held until end of meeting	30
15.8	Elected Director elected at General Meeting	30
15.9	Maximum consecutive years in office for Directors	30
15.10	Casual vacancy in ranks of Elected Directors	31
15.11	Appointed Directors	31
15.12	Diversity	31
15.13	Remuneration of Directors	31
15.14	Honorarium	32
15.15	Resignation of Directors	32
15.16	Removal of Directors	32
15.17	Vacation of office	32
16.	POWERS AND DUTIES OF DIRECTORS	33
16.1	Directors to manage the Company	33
16.2	Specific powers of Directors	33
16.3	Time	33
16.4	Appointment of an attorney	33
16.5	Provisions in a power of attorney	33
16.6	Delegation of powers	33
16.7	Code of Conduct and Board Charter	34

16.8	Strategic Plan.....	34
17.	PROCEEDINGS OF DIRECTORS.....	34
17.1	Directors' meetings	34
17.2	Questions decided by majority	34
17.3	Casting vote	35
17.4	Quorum	35
17.5	Effect of vacancy	35
17.6	Convening meetings	35
17.7	Election of Chair.....	36
17.8	A Deputy Chairperson.....	36
17.9	Circulating resolutions.....	37
17.10	Validity of acts of Directors	37
17.11	Directors' Interests	37
17.12	Minutes	38
18.	VIRTUAL MEETINGS OF THE COMPANY	38
18.1	Virtual Meeting	38
18.2	Conduct of Virtual Meeting	38
19.	CEO.....	39
19.1	Appointment of a CEO	39
19.2	Powers, duties and authorities of a CEO	39
19.3	Suspension and removal of a CEO.	39
19.4	Delegation by Directors to a CEO	39
19.5	CEO to attend meetings.....	39
20.	COMPANY SECRETARY	40
20.1	Appointment of a Company Secretary.....	40
20.2	Suspension and removal of a Company Secretary.....	40
20.3	Powers, duties and authorities of a Company Secretary	40
21.	COMMITTEES.....	40
21.1	Committees.....	40
21.2	Powers delegated to Committees.....	40
21.3	Committee meetings	40
21.4	Committee membership	40
21.5	Finance, Audit and Risk (FAR) Committee	41
21.6	Executive Committee	41
22.	POLICIES	41
22.1	Making and amending Policies.....	41
22.2	Effect of Policies.....	41
23.	INSPECTION OF RECORDS	42
	A Member does not have the right to inspect any document of the Company (including registers kept by the Company) except as required by law or as allowed by the Board by way of a resolution.....	42
24.	ACCOUNTS	42
24.1	Accounting Records	42
24.2	Auditor	42
25.	SERVICE OF DOCUMENTS	42
25.1	Document includes notice	42
25.2	Methods of service on a Member	42
25.3	Methods of service on the Company	42
25.4	Post.....	42
25.5	Electronic transmission	43
26.	INDEMNITY	43
26.1	Indemnity of officers	43

26.2	Insurance	44
26.3	Deed	44
27.	WINDING UP	44
27.1	Contributions of Members on winding up.....	44
27.2	Excess property on winding up.....	44

Constitution

PAINTBALL SPORTS FEDERATION AUSTRALIA LIMITED

1. DEFINITIONS AND INTERPRETATIONS

1.1 Definitions

In this Constitution unless the context requires otherwise:

Affiliate Member means an individual or entity admitted to the Company under **clause 5.3**.

AGM or **Annual General Meeting** means the Annual General Meeting of the Company required to be held by the Company in each calendar year under the Corporations Act.

Appointed Director means a director appointed under **clause 15.11**.

Board means the board of Directors of the Company.

CEO means a person appointed as Chief Executive Officer of the Company by the Directors under **clause 19.1**.

Chairperson or **Chair** means the person elected as the Chair of the Company under **clause 17.7**.

Committee means a committee established by the Directors under **clause 21**.

Company means Paintball Sports Federation Australia.

Company Secretary means a person appointed as a Company Secretary of the Company by the Directors under **clause 20**.

Constitution means this constitution as amended from time to time, and a reference to a particular clause is a reference to a clause of this constitution.

Corporations Act means the *Corporations Act 2001* (Cth) as amended from time to time and includes any regulations made under the Act and any exemption or modification to the Act that applies to the Company.

Deputy Chair means the Director elected or appointed in accordance with this Constitution to assist the Chairperson in carrying out their duties and to act in the place of the Chairperson whenever the Chairperson is unavailable, unwilling, or unable to act.

Disqualifying Position means any office, role, or status of the kind described in **clause 15.3(1)** which, if held by a person, renders that person ineligible to be appointed or to continue to serve as a director.

Elected Director means a Director elected under **clause 15**.

Executive Committee means the Executive Committee established by the Directors under **clause 21.6**.

FAR Committee means the Finance, Audit and Risk Committee established by the Directors under **clause 21.5**.

First Appointed Directors mean the persons referred to in **clause 15.2(2)**.

First Elected Directors mean the persons referred to in **clause 15.2(1)**.

General Meeting means a general meeting of Members and includes the AGM.

Geographical Region means each geographical area corresponding to an Australian state or territory,

Individual Member means a person admitted to the Company as an individual member under **clause 5.1(1)**.

Intellectual Property means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the Company or any activity of or conducted, promoted or administered by the Company.

International Sports Federation means the United Paintball Federation.

Life Member means a person admitted to the Company as a Life Member under **clause 5.6**.

Member means a member of the Company under **clause 5**.

Nominations Committee means the Nominations Committee established by the Directors under **clause 15.4**.

Objectives mean the objectives of the Company in **clause 2**.

Official Position means, in connection with a body corporate or organisation, a person who:

- (1) holds a position, whether elected or appointed, as CEO, secretary, treasurer, Director or equivalent of that body corporate or organisation; or
- (2) has, directly or indirectly, a material ownership or financial interest in that body corporate or organisation.

Policy means a policy made under **clauses 7.2 and 22.1(1)**

Registration means registration or affiliation of an Individual Member, or an Affiliate Member, such registration being in the form of a signed application form, whether in hard copy or by electronic means of acceptance and, in the case of Individual Members, their consent to membership of the Company. **Registered** has a corresponding meaning.

Paintball means the sport of paintball in all its forms, disciplines and variations.

Stakeholder means members, entities and other individuals who have interest or concern in the company.

Stakeholder Forum means a forum convened by the Directors under **clause 13**.

State means the States of Australia, which shall be deemed to include each of the Northern Territory and the Australian Capital Territory.

State Council means a means a body established by the Board and to which certain powers and functions of the Company may be delegated under **clause 14**.

Statutes and Regulations mean the body of governing rules, instruments, and requirements that apply to the entity and any policies, procedures, regulatory requirements, or operational rules adopted or enforced by the entity or imposed on it by law or its governing framework.

Virtual Meeting means a meeting held by telephone, video or any other technology (or any combination of these technologies), that permits each Director at a meeting of Directors or each Voting Member at a meeting of members to communicate with any other participant.

Voting Member means, in relation to a General Meeting, those Members present and entitled to vote in accordance with **clause 5.1**.

1.2 Interpretation

In this Constitution, unless the context requires otherwise:

- (1) **(presence of a member)** a reference to a member present at a General Meeting means the Member present in person or by proxy or Representative.
- (2) **(document)** a reference to a document or instrument includes any amendments made to it from time to time and, unless the contrary intention appears, includes a replacement;
- (3) **(gender)** words importing any gender including all genders and gender identities however described;
- (4) **(person)** the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
- (5) **(successors)** a reference to an organisation includes a reference to its successors;
- (6) **(singular includes plural)** the singular includes the plural and vice versa;
- (7) **(instruments)** a reference to a law includes regulations and instruments made under it.
- (8) **(amendments to legislation)** a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by a State or the Commonwealth or otherwise;

- (9) **(include)** the words include, includes, including and for example are not to be interpreted as words of limitation;
- (10) **(signed)** where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be signed in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions or in any other manner approved by the Directors.
- (11) **(writing)** writing and written includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise; and
- (12) **(headings)** headings are inserted for convenience and do not affect the interpretation of this Constitution.

1.3 Corporations Act

- (1) In this Constitution, unless the context requires otherwise, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Corporations Act, the same meaning as in that provision of the Corporations Act.
- (2) The provisions of the Corporations Act that apply as replaceable rules are displaced by this Constitution and accordingly do not apply to the Company.

1.4 Severance

- (1) If any provision of this Constitution is held to be invalid, unlawful, or unenforceable for any reason, that provision shall be severed from this Constitution.
- (2) The remaining provisions shall continue in full force and effect as if the severed provision had never been included.
- (3) The Members affirm that they would have adopted the remaining provisions of this Constitution without the severed provision, to the maximum extent permitted by law.

2. OBJECTIVES

2.1 Objectives

The Objectives of the Company shall be to:

- (1) Conduct, encourage, promote, advance, and manage all levels of Paintball in Australia interdependently with Members and others.
- (2) Adopt, formulate, issue, interpret and amend Policies for the regulation of Paintball within Australia.
- (3) Support and encourage integrity, ethics and values that promote community confidence in Paintball within Australia.

- (4) Prevent and address threats to the integrity of Paintball in Australia and support and encourage a national approach to matters relating to the integrity of Paintball in Australia.
- (5) Encourage the provision and development of appropriate facilities for participation in Paintball.
- (6) Maintain and enhance standards, quality, and reputation of Paintball for the collective and mutual benefit and interests of Members.
- (7) Promote the sport of Paintball for international, local, commercial, governmental, and public recognition and benefits.
- (8) be entitled to prepare and enter Australian teams in international sport competitions.
- (9) Promote, manage and conduct Paintball events, competitions, and championships.
- (10) Encourage and promote widespread participation in Paintball and physical activity.
- (11) Ensure that Paintball in Australia is continued in a manner that secures and enhances the safety of participants, officials, spectators, and the public.
- (12) Have regard to the public interest in its operations. Undertake other actions or activities necessary, incidental, or conducive to advance these Objectives.

3. POWERS

3.1 PAINTBALL SPORTS FEDERATION AUSTRALIA LIMITED

- (1) Adopt and exercise the Sporting Power as the national federation for the Sport in Australia and act as the sole Australian affiliated member of the International Sports Federation in accordance with its Statutes and Regulations.
- (2) All powers are to be exercised in the best interest of Paintball Sports Federation Australia, in accordance with the International Federation, Paintball Sports Federation Australia, Code of Conduct and within the rules, and regulations governed by the Australian law and section 124 of the Corporations Act.
- (3) Establish and delegate powers to an Executive Committee, as determined by the Board, to manage the day-to-day operations of the Company, subject always to the oversight and direction of the Board.
- (4) Establish a State Council to manage, oversee and coordinate matters relating to each Australian state and territory at a state and territory level, subject always to the oversight and direction of the Board.

4. INCOME AND PROPERTY OF THE COMPANY

4.1 Sole Purpose

- (1) The income and property of the Company will only be applied towards the promotion and exercise of the Objectives, of the Company.
- (2) The application of income and property pursuant to **clause 4.1** is to be conducted within the Laws of Australia.

4.2 Payments to Members

No income or property will be paid or transferred directly or indirectly to any Member except for payments to a member:

- (1) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Company; or
- (2) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent; or
- (3) of reasonable rent for premises let to the Company by them.

5. MEMBERSHIP

5.1 Categories of Members

Members of the Company shall fall into one of the following categories:

- (1) Individual Members, subject to this Constitution are entitled to receive notice of, attend, and have the right to vote at General Meetings;
- (2) Affiliate Members, that, subject to this Constitution are not entitled to receive notice of, attend or vote at General Meetings;
- (3) Life Members, that, subject to this Constitution, shall have the right to receive notice of and attend, but have the right to vote, at General Meetings; and
- (4) such other category of Member as must be recommended by the Directors and approved by a majority at a General Meeting. Any category of Member created under this **clause 5.1(4)** must not be granted voting rights.

5.2 Admission of Members

An individual or entity will become a member, and the Directors will direct the Company Secretary to ensure their name, street address, email address (where available), club with which they are associated (if any) and the date on which they became a member is recorded in the appropriate register of Members kept by the Company.

An individual or entity will only become a Member upon meeting the criteria applicable to the relevant category of membership set out in this Constitution and

provided the Member has submitted an application, which is accepted by the Directors, in which the individual or entity undertakes to:

- (1) be bound by this Constitution and the Policies of the Company (including Policies specific to the relevant category of Membership);
- (2) pay the relevant fees and subscriptions determined to apply to the Member under **clause 9**; and
- (3) support the Company in the encouragement and promotion of its Objective, Goals and Values.
- (4) The Company may at its discretion refuse to accept a Member and shall not be required or compelled to provide any reason for such rejection.
- (5) If an individual or entity ceases to be a member, their details will be removed from the register of Members on which their name was initially recorded as kept by the Company.

5.3 Affiliate Members

- (1) Individuals or entities who support the aims and Objectives of the Company in a business/commercial capacity may be registered with, and may become Affiliate Members of, the Company in accordance with this **clause 5.3**. The Board may at its discretion refuse to accept an application for Affiliate Membership and shall not be required or compelled to provide any reason for such rejection.
- (2) Affiliate Members may include:
 - (a) manufacturers.
 - (b) distributors.
 - (c) retailers.
 - (d) sporting bodies; and
 - (e) government agencies.
- (3) An Affiliate Member must comply with this Constitution and the Policies, including through supporting the Company and its Objectives, Goals and Values.

5.4 Individual Members

- (1) Natural persons may be registered with, and may become Individual Members of, the Company in accordance with this **clause 5.4**. The Board at its discretion may refuse to accept a person as an Individual Member and shall not be required or compelled to provide any reason for such rejection.
- (2) Subject to **clause 5.4(1)**, an individual may apply to become an Individual Member of the Company and is subject to the provisions of this Constitution.

- (3) In addition to the effect of membership set out in **clause 5.2**, an Individual Member must comply with this Constitution and the Policies and support the Company and the Objects.

5.5 Life Member

- (1) Individuals who have:
 - (a) made significant, longstanding and/or valued contributions to the Company; and
 - (b) been a member for a minimum term of 10 consecutive yearsmay be nominated to be Life Members of the Company pursuant to this **clause 5.5**.
- (2) Life Membership can only be conferred upon a natural person.
- (3) Nominations to the Company of an individual for Life Membership must be made by a Member in writing and addresses the nomination criteria. Nominations for Life Membership must be reviewed and approved by the Board, or any Committee this responsibility is delegated to, prior to submission of the nomination to the Company.
- (4) The Board may at its discretion refuse to accept an application for Life Membership and shall not be required or compelled to provide any reason for such rejection.
- (5) The nomination must be received by the CEO no later than 30 days before the end of financial year to be voted on at the following Annual General Meeting to be convened following the end of that same financial year.
- (6) A nomination for Life Membership must detail the history of service of the nominee and comments on their suitability for the honour.
- (7) Life Membership may only be granted by way of a Special Resolution at an Annual General Meeting, and upon Life Membership being conferred the Life Member's details shall be entered in the Register of Members.
- (8) Life Membership is effective seven days from conferral.
- (9) A person may be posthumously recognised as a Life Member.

5.6 General

- (1) The Company must keep a Register of all Members in accordance with the Corporations Act.
- (2) All Members are to:
 - (a) act in accordance with the Company's Code of Conduct;
 - (b) act in respect of their category membership; and

- (c) uphold the Constitution.
- (3) No Member whose membership ceases has any claim against the Company or the Directors for damages or otherwise arising from cessation or termination of membership.
- (4) Membership is individual to each Member. No Member shall, or purport to, assign the rights comprising or associated with Membership to any other person, unless this Constitution allows, and any attempt to do so shall be void.

5.7 Limited Liability

Members have no liability in that capacity except as set out in **clause 27**.

6. CESSATION OF MEMBERSHIP

6.1 Cessation

A person ceases to be a member on:

- (1) resignation, subject to **clause 6.2**;
- (2) death;
- (3) the termination of their membership according to this Constitution or the Policies;
- (4) a body corporate being dissolved or otherwise ceasing to exist; and
- (5) the Member no longer meeting the requirements for membership according to **clause 5**.
- (6) Where a Member ceases to be a Member in accordance with this Constitution or the Corporations Act, the Clubs and Individual Members may continue to be recognised by the Company to the extent (if any) and for such time (if any) as is determined in the sole discretion of the Directors.

6.2 Resignation

- (1) Subject to **clause 6.2(2)**, for the purposes of **clause 6.1(1)**, a Member may resign as a member of the Company by giving 14 days written notice to the Directors.
- (2) A Member must not resign, and notice given under **clause 6.2(1)** is invalid, where the Member is at the time of notice being given, subject to disciplinary proceedings under **clause 7.2**, including proceedings under a Policy. For the purposes of this clause, "*subject to disciplinary proceedings*" includes where a complaint or allegations have been made against, but not yet conveyed to, a Member.
- (3) Where a Member of the Company is incorporated, the written notice must be accompanied by a copy of the special resolution passed by the Member's members resolving that the Member resign from the Company.

6.3 Forfeiture of Rights

A person or entity who ceases to be a Member shall forfeit all right in and claim upon the Company or the Directors for damages or otherwise or claim upon its property including the Intellectual Property.

7. GRIEVANCES AND DISCIPLINE OF MEMBERS

7.1 Jurisdiction

All Members will be subject to, and submit unreservedly to, the jurisdiction, procedures, penalties, and appeal mechanisms of the Company whether under the Policies or under this Constitution.

7.2 Policies

- (1) Pursuant to the powers conferred by **clause 22** of this Constitution, the Board has adopted the following Policies in respect of grievances and discipline of Members:
 - (a) Complaints & Grievance Policy;
 - (b) Harassment and Bullying Policy;
 - (c) Child safety Policy;
 - (d) Anti-doping Policy;
 - (e) Discrimination Policy;
 - (f) Abuse Policy; and
 - (g) Members Protection Policy.
- (2) In addition to the Policies listed at **clause 7.2(1)**, the Board may make or adopt any additional Policy or Policies in respect of grievances and disputes that the Board sees fit, and at their sole discretion.
- (3) The Board, or any Committee or representative the responsibility is delegated to, will determine which policy is to be reviewed on a case-by-case basis.
- (4) If the complaint or grievance involves a criminal matter the complainant will be advised to refer their matter to the appropriate authorities.

7.3 Make or adopt a Policy and/or Policies:

- (1) The Board may, in making or adopting a Policy under **clause 7.2(2)**, incorporate provisions within the Policy to exclusively govern its subject matter, to the exclusion of **clause 7.3(2)** and/or other Policies.
- (2) The Board in their sole discretion may refer an allegation (which in the opinion of the Directors is not vexatious, trifling or frivolous) by a complainant (including a Director or a Member) that a Member has:

- (a) breached, failed, refused, or neglected to comply with a provision of this Constitution, the Policies or any other resolution or determination of the Board or any duly authorised Committee; or
- (b) acted in a manner unbecoming of a Member or prejudicial to the Objectives and interests of the Company or Paintball, or both; or
- (c) prejudiced the Company or Paintball or brought the Company or Paintball or themselves into disrepute.

for investigation or determination either under the procedures set down in the Policies or by such other procedure and/or persons as the Directors consider appropriate.

- (3) Unless suspension is dealt with under a Policy, in which case the provisions regarding suspension in the applicable Policy apply, during investigatory or disciplinary proceedings under this **clause 7**, a respondent may not participate in Paintball as administered by the Company pending the determination of such proceedings (including any available appeal) unless the Board decide continued participation is appropriate having regard to the matter at hand.

8. TERMINATION OF MEMBERSHIP

8.1 Sanctions for Discipline of Member

Without limiting matters that may be referred to in the Policies, that is determined by the Directors to have acted in a manner set out in **clause 7.3(1)** shall be liable for the sanctions set out in that Policy, including termination of Membership (which shall only take place in accordance with the procedure set out in this **clause 8**).

8.2 Termination of Membership

- (1) No recommendation can be made by the Directors under this **clause 8** unless all avenues of appeal available to the relevant Member under the Policies have been exhausted.
- (2) Subject to compliance with **clause 8.2(1)** (and the Policies), the Directors may recommend to a General Meeting to terminate the membership of a member.
- (3) Upon recommendation from the Directors under **clause 8.2(2)**, a General Meeting may, by Special Resolution, terminate the membership of a Member.
- (4) Where the membership of an individual appointed to a State Council is terminated in accordance with this **clause 8.2**:
 - (a) the Directors may recommend to the General Meeting that the Company admit another individual, who meets the requirements in **clause 5.4**, as a member of a State Council to represent the relevant Geographical Region; and

- (b) the General Meeting may, by Special Resolution, appoint the recommended individual to the State Council to represent the relevant State, subject to **clause 5.4**.

9. FEES AND SUBSCRIPTIONS

9.1 Membership Fee

- (1) The Board may determine from time to time:
 - (a) the amount (if any) payable by an applicant for membership.
 - (b) the amount of the annual subscription fee payable by each Member, or any category of Members, including fees payable to the Company by Individual Members.
 - (c) any other amount to be paid by each Member, or any category of Members, whether of a recurrent or any other nature; and
 - (d) the payment method and the due date for payment.
- (2) Each Member must pay to the Company the amounts determined under this **clause 9** in accordance with **clause 9.1(1)(d)**.

9.2 Non-Payment of Fees

- (1) Subject to **clause 5.2**, the right of a Member to attend and vote at a General Meeting is suspended automatically whilst the payment of any subscription or other amount determined under **clause 9.1** is in arrears for longer than 45 days from the expiry of the time prescribed for payment of that amount.
- (2) Any suspension of a Member's attendance and voting rights will be in force until such a time that their rights are reinstated by the Board.
- (3) Such reinstatement must be affected by the Board, and the Member must be notified of the same, within three days of the whole of the relevant payment being received by the Company in cleared funds.

9.3 Deferral or reduction of subscriptions

- (1) The Directors may defer the obligations of a Member to pay a subscription or other amount, or reduce (including to zero) the subscription or other amount payable by a Member, if the Directors are satisfied that:
 - (a) there are reasonable grounds for doing so;
 - (b) the Company will not be materially disadvantaged as a result; and
 - (c) the Member agrees to pay the deferred or (if greater than zero) the reduced subscription or other amount within a time fixed by the Directors.

- (2) If the Directors defer or reduce a subscription or other amount payable by a member under this **clause 9.3**, that Member will retain their rights to attend and vote at a General Meeting, unless otherwise specified by the Directors.

10. GENERAL MEETINGS

10.1 Annual General Meeting (AGM)

AGMs of the Company are to be held:

- (1) according to the Corporations Act;
- (2) at a date and venue determined by the Directors; and
- (3) a Chairperson must be appointed prior to the meeting and notified a full calendar month prior to the date of the meeting.

10.2 Power to convene General Meeting

- (1) The Directors may convene a General Meeting as they think fit and must do so if required by the Corporations Act.
- (2) The Members that have the right to vote at a General Meeting in accordance with **clause 5.1** may convene a General Meeting in accordance with the Corporations Act.

10.3 Notice of a General Meeting

- (1) Notice of a General Meeting of Members must be given:
 - (a) to all Members entitled to attend the General Meeting, the Directors, and the auditor of the Company; and
- (2) in accordance with **clause 25** and the Corporations Act.
- (3) at least 45 days prior to the proposed date of the AGM, the Company will request from Voting Members notices of motions, which must be received no less than a full calendar month prior to the date of the meeting.
- (4) As per section 249H of the Corporations Act, at least 21 days' notice of the time and place of a General Meeting must be given, together with:
 - (a) all information required to be included in accordance with the Corporations Act.
 - (b) in the case of a proposed Special Resolution, the intention to propose the Special Resolution and the terms of the proposed Special Resolution.
 - (c) where applicable, any notice of motion received from any Voting Member or Director in accordance with the Corporations Act; and
 - (d) where applicable, a list of all nominations received for positions to be elected at the relevant General Meeting.

- (5) All notices will be:
 - (a) received in writing;
 - (b) set out the wording of the proposed notice and resolution; and
 - (c) Signed by the members proposing notice and/or resolution.

10.4 No other business

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

10.5 Cancellation or postponement of General Meeting

Where a General Meeting (including an AGM) is convened by the Directors they may, if they think fit, cancel the meeting, or postpone the meeting to a date and time they determine. This clause does not apply to a General Meeting convened by:

- (1) Members according to the Corporations Act;
- (2) the Directors at the request of Members; or
- (3) a court.

10.6 Written notice of cancellation or postponement of General Meeting

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

- (1) each Member entitled to attend the General Meeting; and
- (2) each other person entitled to notice of a General Meeting under the Corporations Act.
- (3) A company may give the notice of meeting to a member:
 - (a) personally; or
 - (b) by sending it by post to the address for the member in the register of members or the alternative address (if any) nominated by the member; or
 - (c) by sending it to the fax number or electronic address (if any) nominated by the member; or
 - (d) by any other means that the company's Constitution (if any) permits.

10.7 Contents of a notice postponing a General Meeting

A notice postponing a General Meeting must specify:

- (1) the new date and time for the meeting;

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

10.8 Number of clear days for postponement of General Meeting

The number of clear days from the giving of a notice postponing a General Meeting to the date specified in that notice for the postponed meeting must not be less than the number of clear days' notice of that General Meeting required to be given by **clause 10.3** or the Corporations Act.

10.9 Business at postponed General Meeting

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

10.10 Representative, proxy or attorney at postponed General Meeting

Where:

- (1) by the terms of an instrument appointing a Representative, proxy or attorney that appointed person is authorised to attend and/or vote, depending on the entitlement of a Membership, at a General Meeting on behalf of the appointing Member to be held on a specified date or at a General Meeting(s) to be held on or before a specified date; and
- (2) the date for the meeting is postponed to a date later than the date specified in the instrument,

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

10.11 Non-receipt of notice

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

10.12 Right to appoint a representative

- (1) In accordance with the Corporations Act, each Member that is entitled to vote in accordance with **clause 5.1** may appoint an individual as their Representative to attend General Meetings provided that the Voting Member has not appointed a proxy under **clause 10.13**, and to exercise the powers of the Voting Member in relation to resolutions to be passed without meetings.
- (2) A Voting Member may appoint more than one Representative but only one Representative may exercise the Voting Member's powers at any one time.

- (3) In addition to each Voting Member's appointed Representative, each Voting Member shall be entitled to appoint one further representative to attend meetings on their behalf but not vote.

10.13 Right to appoint a proxy

- (1) A Voting Member entitled to attend a General Meeting of the Company is entitled to appoint a person as their proxy to attend the meeting in their place in accordance with the Corporations Act.
- (2) A proxy may be revoked by the appointing Member at any time by notice in writing to the Company.

10.14 Form of proxy

- (1) The instrument appointing a proxy may be in form determined by the Directors from time to time provided that it complies with the requirements under the Corporations Act.
- (2) An appointment of a proxy is valid if it is signed by the Member of the Company making the appointment and contains the following information:
 - (a) the Member's name and address;
 - (b) the Company's name;
 - (c) the proxy's name or the name of the office held by the proxy;
 - (d) the meetings at which the appointment may be used;
 - (e) An appointment may be a standing one.

10.15 Attorney of Member

A Member may appoint an attorney to act on the Member's behalf at all or any meetings of the Company.

10.16 Lodgement of proxy or attorney documents

- (1) A proxy or attorney may vote at a General Meeting or an adjourned or postponed meeting only if the instrument appointing the proxy or attorney, and the original or a certified copy of the power of attorney or other authority (if any) under which the instrument is signed, are received by the Company:
 - (a) at the office, the email or other electronic address specified for that purpose in the notice of meeting; and
 - (b) at least 48 hours before the scheduled commencement time for the meeting or adjourned or postponed meeting (as the case may be) at which the person named in the instrument proposes to vote. The scheduled commencement time is as specified in the notice of meeting.
- (2) An undated proxy is taken to be dated on the day that it is received by the Company.

10.17 Authority given by appointment.

- (1) Unless the terms of the appointment specify to the contrary, an appointment by a Voting Member confers authority on a proxy, attorney or Representative:
 - (a) to agree to a General Meeting being convened by shorter notice than is required by the Corporations Act or by this Constitution;
 - (b) to speak to any proposed resolution; and
 - (c) to demand or join in demanding a poll on any resolution.
- (2) Unless the terms of the appointment specify to the contrary, even if the instrument of appointment refers to specific resolutions and directs the proxy, attorney, or Representative on how to vote on those resolutions, the appointment is taken to confer authority:
 - (a) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions are not put or any similar motion;
 - (b) to vote on any procedural motion; and
 - (c) to act generally at the meeting.
- (3) Unless the terms of the appointment specify to the contrary, if the instrument of appointment refers to a specific meeting to be held at a specified time or venue and the meeting is postponed or adjourned or changed to another venue, then the appointment confers authority to attend and vote:
 - (a) at the postponed or adjourned meeting; or
 - (b) at the new venue.
- (4) An appointment of a proxy may be a standing proxy - that is, the appointment under the proxy remains valid until it is revoked by the Voting Member that made the appointment.
- (5) The instrument appointing a proxy may provide for the Chairperson to act as the proxy in the absence of any other appointment or if the person or persons nominated fails or fail to attend the meeting.
- (6) The instrument appointing a proxy may direct the manner in which the proxy is to vote in respect of a particular resolution.
- (7) If a proxy is appointed to vote on a particular resolution by more than one Voting Member and the instruments appointing the proxy direct the proxy to vote on the resolution in different ways, then the proxy must not vote on a show of hands taken on the resolution.

11. PROCEEDINGS AT GENERAL MEETING

11.1 Number for a quorum

The number of Voting Members who must be present and eligible to vote for a quorum to exist at a General Meeting is 5 or more Voting Members.

11.2 Requirement for a quorum

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

11.3 Quorum and time

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

- (1) if convened by, or on requisition of, Members, is dissolved; and
- (2) in any other case stands adjourned to such other day, time and place as the Chair determines.

11.4 Adjourned meeting

If a quorum is not present within 30 minutes after the time appointed for the adjourned meeting, those Voting Members then present shall constitute a quorum.

11.5 Chairperson to preside over General Meetings

- (1) The Chairperson is entitled to preside as Chair at General Meetings.
- (2) If a General Meeting is convened and there is no Chairperson, or the Chairperson is not present within 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):
 - (a) a Director (or other person) chosen by a majority of the Directors present;
 - (b) the only Director present; or
 - (c) a Representative of a Voting Member that is entitled to vote and is chosen by a majority of the Voting Members present.

11.6 Conduct of General Meetings

- (1) The Chair:
 - (a) has charge of the general conduct of the meeting and of the procedures to be adopted;
 - (b) may require the adoption of any procedure which in his or her opinion is necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes; and

- (c) may, having regard where necessary to the Corporations Act, terminate discussion or debate on any matter whenever he or she considers it necessary or desirable for the proper conduct of the meeting.

- (2) A decision by the Chair under this **clause 11.6** is final.

11.7 Adjournment of General Meeting

- (1) The Chair may, with the consent of any General 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.
- (2) 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 members present.
- (3) Only unfinished business is to be transacted at a meeting resumed after an adjournment.

11.8 Notice of adjourned meeting

- (1) 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 30 days or more.
- (2) In that case, at least the same period of notice as was originally required for the meeting must be given for the adjourned meeting.

11.9 Questions decided by majority

- (1) Subject to the requirements of the Corporations Act and except in the case of a Special Resolution, a resolution is carried if a simple majority of the votes cast on the resolution are in favour of it.

11.10 Equality of votes

- (1) Where an equal number of votes are cast in favour of or against a resolution resulting in equal votes:
 - (a) If the CEO is present at the meeting, the CEO may cast the deciding vote; or
 - (b) If the CEO is not present at the meeting, the resolution is not carried.

11.11 Declaration of results

- (1) At any General Meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is properly demanded, and the demand is not withdrawn.
- (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 meetings of the Company, is conclusive evidence of the fact.

- (3) Neither the Chair nor the minutes need state, and it is not necessary to prove, the number or proportion of the votes recorded for or against the resolution.

11.12 Poll

- (1) If a poll is properly demanded in accordance with the Corporations Act or by the Chair of the meeting, it must be taken in the manner and at the date and time directed by the Chair, and the result of the poll is the resolution of the meeting at which the poll was demanded.
- (2) A poll demanded on the election of a Chair or on a question of adjournment must be taken immediately.
- (3) A demand for a poll may be withdrawn.
- (4) A demand for a poll does not prevent the General Meeting continuing for the transaction of any business other than the question on which the poll was demanded.

11.13 Objection to voting qualification

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

11.14 Chair to determine any poll dispute

If there is a dispute about the admission or rejection of a vote, the Chair must decide it, and the Chair's decision is final.

11.15 Electronic voting

Voting by electronic communication at General Meetings may be permitted from time to time in such instances as the Directors may determine and shall be held in accordance with procedures prescribed by the Directors.

12. VOTES OF MEMBERS

12.1 Votes of Members

- (1) At a General Meeting, on a show of hands and/or on a poll, each of the Voting Members shall have the votes set out in this **clause 12.1**.
- (2) Each Voting Member that is entitled to vote in accordance with **clause 5.1** is entitled to one vote.

- (3) No Member other than Voting Members shall be entitled to vote at General Meetings.

12.2 Election of Directors

- (1) Elections for Elected Directors shall be by ballot in accordance with this **clause 12.2** at the relevant General Meeting on papers prepared by the CEO or Company Secretary.
- (2) The ballot for an election to fill one or more Elected Director positions will be conducted in accordance with the following procedure:
 - (a) if at the close of nominations for an election to fill one or more Elected Director positions the number of eligible nominees is equal to or less than the number of positions to be filled, then no election is to take place, and those eligible nominees will be taken to be elected to fill one or more of the Elected Director positions; and
 - (b) if at the close of nominations for an election to fill one or more Elected Director positions there are more eligible nominees than the number of positions to be filled, a ballot will be conducted as a poll and the eligible nominee/s who receives the highest number of votes will be elected to fill the Elected Director positions. If two or more nominees get the same number of votes and at the relevant time, there is only one Elected Director position to be filled then the CEO is to draw the name of one of those nominees by random. That nominee is to be elected as an Elected Director.

12.3 Resolutions not in General Meeting

- (1) If all Members entitled to vote sign a document containing a statement that they are in favour of a resolution in terms set out in the document, a resolution in those terms is deemed to have been passed at a General Meeting of the Company held at the time on which the document was signed by the last Member entitled to vote.
- (2) For the purposes of **clause 12.3(1)**, two or more separate documents containing statements in identical terms, each of which is signed by one or more Members entitled to vote, are deemed together to constitute one document containing a statement in those terms signed by those Members on the respective days on which they signed the separate documents.
- (3) Email or other form of visible or other electronic communication under the name of a Member is deemed to be a document in writing signed by that Member for the purpose of this clause.

13. STAKEHOLDER FORUM

13.1 Power to convene Stakeholder Forums

The Directors may from time to time convene a Stakeholder Forum to proactively engage and collaborate with Members.

13.2 Notice of Stakeholder Forums

- (1) The Directors may determine the notice, if any, provided to Members (or categories of Members) for a proposed Stakeholder Forum, including the period and method of notice.
- (2) The notice may include the purpose and intent of a particular Stakeholder Forum, including any proposed items for discussion, in addition to the purposes outlined in **clause 13.1**.

13.3 Conduct of a Stakeholder Forum

- (1) The format of proceedings at a Stakeholder Forum shall be at the discretion of the Directors.
- (2) The Directors shall determine who shall Chair the Stakeholder Forum, including who shall lead or facilitate particular discussion items.
- (3) There is no quorum requirement for a Stakeholder Forum.
- (4) Items for discussion which were not included in the notice issued under **clause 13.2** (if any) may, with the permission of the Chair, be raised for discussion.
- (5) Directors are not bound by any resolution passed at the Stakeholder Forum.

14. STATE COUNCIL

14.1 State Council

- (1) The Board will recognise between one (1) and Three (3) natural persons from each Australian State or territory to act on a State Council.
- (2) The Board delegates to that State Council the responsibility to assist with the efficient administration and development of the sport in that Council's area strictly in accordance with the Objectives. Such delegation will not be deemed to derogate or diminish or lessen in any way the absolute authority of the Company in respect of the sport in Australia, which absolute authority will be subject only to the Board. Such delegation may be revoked or varied at any time by written notice from the Board.
- (3) Notwithstanding **clause 14.1(1)** and **clause 14.1(2)** the Board has the discretion as to whether they form a State Council for each Australian State or territory.
- (4) The composition, operation, duties and functions of Councils will be in accordance with this Constitution and as determined by the Board of the Company from time to time in consultation with Councils and prescribed in Standing Orders.
- (5) A natural person acting on a State Council does not preclude them from acting in another capacity within the Company.

- (6) Notwithstanding **clause 14.1(3)**, a person acting on State Council must not also be appointed to the Board.
- (7) a natural person can only act on a State Council for one (1) Geographical Region at a time.
- (8) Each State Council will:
 - (a) be bound by this Constitution and the Policies;
 - (b) act in accordance with the Objectives of the Company as stated in **clause 2** and do all that is reasonably necessary to enable the Objectives to be achieved, having regard to any legislation applicable;
 - (c) adopt, enforce and apply consistently the Constitution and Policies of the Company;
 - (d) at all times, act for and on behalf of the interests of the Company, the Members and Paintball;
 - (e) be responsible and accountable to the Company for fulfilling their obligations to the Company.
 - (f) act in good faith and loyalty to maintain and enhance the Company and Paintball, its standards, quality and reputation for the collective and mutual benefit of the Members and Paintball.
 - (g) at all times operate with and promote mutual trust and confidence between the Company and the Members in pursuit of the Objectives; and
 - (h) not do anything which might adversely affect or go against the standards, quality and reputation of the Company or Paintball.
- (9) The Board may remove a member within the State Council by majority vote.

15. DIRECTORS

15.1 Number of Directors

- (1) There must be not less than five Directors and not more than nine Directors.
- (2) Subject to **clause 15.1(1)**, not more than five Directors are to be elected by the Members (Elected Directors), and not more than four Directors are to be appointed under **clause 15.11**.

15.2 Transitional provisions

- (1) The First Elected Directors, subject to **clause 15.4** and **clause 15.5**, are:
 - Grace Jeffery
 - Philip Worthing

- Jorge Newbury
- (2) The First Appointed Directors, subject to **clause 15.4** and **clause 15.5**, are:
- Katrina Kelton
 - Isabell Unger
 - Christopher Sheehan

15.3 Eligibility

- (1) For the period from the date of this Constitution a person that:
- (a) is an individual who has not held a paid membership for 18 months or more;
 - (b) were a Director of the Company and **clause 15.9** applies;
 - (c) was CEO of the Company at any time within the period beginning three years prior to the date of their proposed appointment or election as a Director;
 - (d) has an actual, potential or perceived conflict of interest in relation to the Company which, in the reasonable opinion of the Board, cannot be appropriately disclosed and managed in accordance with this Constitution (and any conflict of interest policy of the Company);
 - (e) has engaged in conduct that, in the reasonable opinion of the Board, is a serious breach of, or is otherwise materially inconsistent with, the Company's code of conduct, goals or values;
 - (f) is an immediate family relation of a Senior Executive of the Company, including but not limited to a spouse or de facto partner and any parent, child, stepchild, sibling, or other close family member who ordinarily resides with, or is financially dependent on, that person;
 - (g) is disqualified from managing corporations under the *Corporations Act 2001 (Cth)*, or any other legislation, or is otherwise disqualified or banned by ASIC or a court from holding the office of Director (or similar office) of a corporation;
 - (h) if there is a decision of the Board or the Members, made in accordance with this Constitution, that the person is ineligible to hold office, and that decision remains in force and has not been revoked or overturned;

(each a **disqualifying position**) may not hold office as a Director.

- (2) A Director that accepts a disqualifying position must notify the other Directors of this fact immediately and is deemed to have vacated office as a Director.

- (3) A person elected or appointed as a Director at the time of holding a disqualifying position must resign from that disqualifying position within 30 days.
- (4) No person shall be eligible to stand for an Elected Director position if, during the proposed term of office, they would be in breach of **clause 15.9**.
- (5) The Directors may determine position or role descriptions or necessary qualifications for Director positions.
- (6) No person shall be eligible to stand for an Elected Director position unless they have been an Individual Member of the Company for a period of not less than 12 months consecutively, prior to the date of their election.

15.4 Nominations Committee

- (1) A Nominations Committee shall be formed, the role of which shall include the task of identifying candidates to fill Director vacancies (including casual vacancies) and assess all nominees for Director vacancies. The Nominations Committee has the power to determine that a nomination is unsuitable for further consideration by the Company, the Directors or the Members (as applicable) but only if this decision is unanimous.
- (2) The Nominations Committee shall comprise three persons, all appointed by the Directors including an independent Chair, a Member representative and a Director or Director representative. The complete and specific duties, functions and rules of the Nominations Committee are defined in the Nominations Committee terms of reference.
- (3) The Nominations Committee must utilise a skills matrix as part of its assessment of nominees for Director vacancies.
- (4) When assessing nominees for Director vacancies, the Nominations Committee must comply with **clause 15**.

15.5 Nomination for election

- (1) At least 45 days prior to the proposed date of the Annual General Meeting, at which a resolution or resolutions will be proposed to fill a vacancy in an Elected Director position, the CEO will request from Members nominations (that comply with this **clause 15.5**) for elections to positions falling vacant, that must be received no later than 28 days prior to the AGM.
- (2) Any Member, Director or Committee may nominate a person to fill a vacancy in an Elected Director position that is to be the subject of an election at the next AGM.
- (3) A nomination must:
 - (a) be in the form required by the Directors; and
 - (b) signed by the nominator and nominee.

15.6 Term of office of Directors generally

Subject to **clauses 15.3, 15.8, 15.9** and **15.10**, an Elected Director will hold office for a term of three years.

15.7 Office held until end of meeting

A retiring Elected Director holds office until the end of the meeting at which that Elected Director retires but, subject to the requirement of this Constitution, including **clause 15.9**, is eligible for re-election.

15.8 Elected Director elected at General Meeting

- (1) At a General Meeting:
 - (a) at which an Elected Director retires; or
 - (b) at the commencement of which there is a vacancy in the office of an Elected Director,

there will be a vote of the Members conducted in accordance with **clause 12.2** to fill the vacancy by electing someone to that office.

- (2) Subject to **clauses 15.8(3), 15.9** and **15.15**, an Elected Director elected under this **clause 15.8** takes office at the end of the meeting at which they are elected for a period of up to three years as determined by the Directors before the election.
- (3) An Elected Director elected under **clause 15.8(1)(b)** is elected for the remainder of the term of office for the position that they are filling.

15.9 Maximum consecutive years in office for Directors

- (1) Subject to **clause 15.9(3)** a Director must not serve more than ten consecutive years as a Director, including where one or more of the years is as an Appointed Director.
- (2) For the purpose of **clause 15.9(1)**, where service:
 - (a) by a person as a Director under this Constitution is for a period less than three years:
 - (a) if the service is less than one year, it will be treated as one full year;
 - (b) if the service is between one year and two years, it will be treated as two full years;
 - (c) if the service is between two years and three years, it will be treated as three full years; and
 - (b) by a person as a Director takes place immediately before the adoption of this Constitution, the number of consecutive years of service by that person before the adoption of this Constitution will be

treated as service towards **clause 15.9(1)**, rounded up to the nearest full year.

- (3) A Director who has served the maximum number of years in accordance with **clause 15.9(1)** shall not be eligible to be a Director for three years following the completion of their maximum term.

15.10 Casual vacancy in ranks of Elected Directors

- (1) The Directors may at any time appoint a person to fill a casual vacancy (as defined in **clause 15.17** in the rank of the Elected Directors.
- (2) A person appointed under **clause 15.10(1)** holds office for the remainder of the vacating Director's term and, subject to this Constitution, they may subsequently offer themselves for election.

15.11 Appointed Directors

- (1) In addition to the Elected Directors, the Directors may themselves appoint up to four (4) persons to be Directors because of their special business acumen and/or technical skills. These persons will be known as the "Appointed Directors". The First Appointed Directors are set out in **clause 15.2(2)**.
- (2) Subject to **clauses 15.9** and **15.15**, an Appointed Director holds office for a term determined by the Directors not to exceed three years and the appointment will be on such other terms as the Directors determine.
- (3) A person may only serve six consecutive years as an Appointed Director but, subject to the other requirements of this Constitution, in particular **clause 15.9**, are otherwise eligible to be elected to an Elected Director position.
- (4) Subject to this Constitution, the Directors may at any time appoint a person to fill a casual vacancy (as defined in **clause 15.17**) in the rank of the Appointed Directors on whatever terms the Directors decide.

15.12 Diversity

The Directors and Nominations Committee must use reasonable endeavours to ensure no one gender constitutes more than 60% of the total number of Directors.

15.13 Remuneration of Directors

Subject to **clause 15.14**, a Director must not be paid for services as a Director but, with the approval of the Directors and subject to the Corporations Act, may be:

- (1) paid by the Company for services rendered to it other than as a Director;
and
- (2) reimbursed by the Company for their reasonable travelling, accommodation, and other expenses which includes but is not limited to:

- (a) travelling to or from meetings of the Directors, a Committee or the Company; or
- (b) otherwise engaged in the affairs of the Company.

15.14 Honorarium

The Company may in General Meeting by ordinary resolution determine to pay a Director an ex-gratia payment.

15.15 Resignation of Directors

- (1) A Director may resign from their position by giving written notice to the Company at its registered office, 14 days prior to ceasing their position.
- (2) ASIC must be notified of the resignation of the Director within 28 days of the person ceasing to be a Director.
- (3) Resignation of a Director takes effect on the day the person stopped being a Director of the Company.
- (4) If **Clause 15.15(2)** is not adhered to, the resignation of the Director will take effect on the day that written notice is lodged with ASIC stating that the person has stopped being a Director of the Company.

15.16 Removal of Directors

- (1) A Director may be removed by the Members by:
 - (a) Special Resolution of the Board to remove a Director from office; and
 - (b) Special Resolution of the Board to appoint another person as Director instead.
- (2) Unless otherwise resolved at a General Meeting, a Director removed in accordance with **clause 15.16(1)** cannot be re-appointed as a Director within three years of their removal.

15.17 Vacation of office

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

- (1) dies;
- (2) is removed in accordance with **clause 15.16**;
- (3) becomes of unsound of mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- (4) resigns from office by notice in writing to the Company;

- (5) accepts appointment to, or becomes the holder of, a disqualifying position as set out in **clause 15.3** and does not resign from that position within 30 days;
- (6) is absent at three consecutive Directors' meetings without leave of absence from the Directors; or
- (7) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of the interest as required by the Act.

16. POWERS AND DUTIES OF DIRECTORS

16.1 Directors to manage the Company

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

16.2 Specific powers of Directors

Without limiting **clause 16.1**, the Directors may exercise all the Company's powers to borrow or raise money, to charge any property or business or give any other security for a debt, liability or obligation of the Company or of any other person.

16.3 Time

Subject to the Corporations Act, where this Constitution requires that something be done by a particular time, or within a particular period, or that an event is to occur or a circumstance is to change on or by a particular date, the Directors may at their absolute discretion extend that time, period or date as they think fit.

16.4 Appointment of an attorney

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

- (1) A Resolution of the Board is required to appoint an attorney.

16.5 Provisions in a power of attorney

A power of attorney granted under **clause 16.4** may contain any provisions for the protection and convenience of persons dealing with the attorney that the Directors think fit and may also authorise the attorney to delegate (including by way of appointment of a substitute attorney) all or any of the powers, authorities and discretions of the attorney.

16.6 Delegation of powers

- (1) Without limiting **clause 19.4** the Directors may, by resolution or by power of attorney or writing under seal, delegate any of their powers to a Committee, any employee of the Company or any other person as they think fit.

- (2) Any delegation by the Directors of their powers:
 - (a) must specify the powers delegated, any restrictions on, and conditions attaching to, the exercise of those powers and the period during which that delegation is to be in force;
 - (b) may be either general or limited in any way provided in the terms of the delegation;
 - (c) need not be to a specified person but may be to any person holding, occupying, or performing the duties of a specified office or position;
 - (d) may include the power to delegate; and
 - (e) be recorded in the minute book of the Company.
- (3) If exercising a power depends on a person's opinion, belief, or state of mind, then that power may be exercised by the delegate on the delegate's opinion, belief or state of mind about that matter.
- (4) Any power exercised by a delegate is as effective as if it had been exercised by the Directors.

16.7 Code of Conduct and Board Charter

The Directors must:

- (1) adopt a Code of Conduct for Directors and a Board charter; and
- (2) periodically review the Code of Conduct and Board charter considering the general principles of good corporate governance.

16.8 Strategic Plan

The Directors must develop and adopt a strategic plan as revised from time to time.

17. PROCEEDINGS OF DIRECTORS

17.1 Directors' meetings

- (1) Subject to **clause 17.1(2)** the Directors may meet for conducting business, adjourn and otherwise regulate their meetings as they think fit.
- (2) The Directors must meet at least four (4) times in each calendar year.

17.2 Questions decided by majority

- (1) A question arising at a Directors' 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 vote on a matter arising for decision by Directors.
- (2) Directors who are not present relinquish voting right unless a written vote is signed, submitted, with a clear (YES or NO) statement is received prior to the conclusion of the poll relating to that agenda item.

- (3) Where equal number of votes are cast, in favour or against, a decision made by the Board in accordance with **clause 17**
 - (a) If the CEO is present at the meeting the CEO may cast the deciding vote; or
 - (b) If the CEO is not present at the meeting the decision is not carried.

17.3 Casting vote

- (1) The Chair of the meeting will not ordinarily have a casting vote.
- (2) Where an equal number of votes are cast in favour or against a question to be decided in accordance with **clause 17.2** the Chair of the meeting may cast the deciding vote.

17.4 Quorum

Fifty percent (50%) of active Directors present in person and or via technology as determined by the Directors constitutes a quorum.

17.5 Effect of vacancy

- (1) The continuing Directors may act despite a vacancy in their number.
- (2) 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.

17.6 Convening meetings

- (1) A Director may, and the CEO on the request of a Director must, convene a directors' meeting.
- (2) Notice of a meeting of Directors must be given individually to each Director (except a Director on leave of absence approved by the Directors). Notice of a meeting of Directors may be given in person, or by post or by telephone or electronic means.
- (3) A Director may waive notice of a meeting of Directors by giving notice to that effect to the Company in person or by post or by telephone or electronic means.
- (4) A person who attends a meeting of Directors waives any objection that person may have in relation to a failure to give notice of the meeting.
- (5) The non-receipt of a notice of a meeting of the Directors 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 Directors.

17.7 Election of Chair

- (1) The Directors must, at the first Directors' meeting after the AGM, annually elect one of their number, or the Company Secretary, to be the Chair by a majority vote.
- (2) The Director or Company Secretary elected to be Chairperson under **clause 17.7(1)** will, subject to remaining a Director or Company Secretary, remain Chairperson for one year from the date of their election until the first Directors' meeting after the following AGM and shall Chair any meeting of Directors.
- (3) Despite **clause 17.7(2)**, if:
 - (a) there is no person elected as Chairperson; or
 - (b) the Chairperson is not present within 15 minutes after the time appointed for the holding of the meeting; or
 - (c) the Chairperson is unwilling to act,the Directors present may elect one of their number to be Chair of the meeting.
- (4) A Director elected as Chairperson may be re-elected as Chairperson in following years, so long as he or she remains a Director.

17.8 A Deputy Chairperson

- (1) The Directors may, at the same meeting at which the Chairperson is elected or at any subsequent meeting, elect one of their number to act as the Deputy Chairperson of the Company.
- (2) The Deputy Chair shall:
 - (a) Support and advise the Chairperson in the execution of their responsibilities;
 - (b) Preside over meetings of the Company, the Board, or any Committee when the Chairperson is absent or unable to perform their duties;
 - (c) Undertake any other functions or responsibilities delegated to them by the Chairperson or the Board;
 - (d) Automatically assume the powers and responsibilities of the Chairperson during any temporary absence, resignation, incapacity, or removal of the Chairperson until such time as the Chairperson resumes office or a new Chairperson is elected;
- (3) Authority in Absence of Chairperson
 - (a) When acting in the capacity of Chairperson, the Deputy Chairperson shall have all the powers, duties, and authorities of the Chairperson as set out in this Constitution.

- (4) Term of Office
 - (a) The Deputy Chairperson holds office until the conclusion of the first Directors' meeting after the next Annual General Meeting, or until they cease to be a Director, whichever occurs first.
- (5) Vacancy
 - (a) In the event the Deputy Chairperson position becomes vacant, the Directors must elect a replacement at the next Directors' meeting.

17.9 Circulating resolutions

- (1) The Directors may pass a resolution without a Directors' meeting being held if notice in writing of the resolution is given to all Directors and a majority of the Directors entitled to vote on the resolution (not being less than the number required for a quorum at a meeting of Directors) sign a document containing a statement that they are in favour of the resolution set out in the document.
- (2) Separate copies of the document may be used for signing by the Directors if the wording of the resolution and statement is identical in each copy. An email or document produced by electronic means under the name of a Director with the Director's authority is taken to be a document signed by the Director for the purposes of **clause 17.9(1)** and is taken to be signed when received by the Company in legible form.
- (3) The resolution is passed when the last Director signs.

17.10 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.

17.11 Directors' Interests

- (1) A Director shall declare to the Directors any material personal interest or related party transaction, as defined by the Corporations Act, as soon as practicable after that Director becomes aware of their interest in the matter.
- (2) Directors must complete an annual statement of interest which must be updated from time to time to satisfy the requirements in **clause 17.11(1)**.
- (3) Where a Director declares a material personal interest or in the event of a related party transaction, that Director is ineligible to receive the Directors' meeting papers related to the matter and must absent themselves from discussion of such matter and shall not be entitled to vote in respect of such matter unless otherwise determined by the Directors or the CEO.
- (4) In the event of any uncertainty in this regard, the issue shall immediately be determined by a vote of the Directors or, if this is not possible, the matter shall be adjourned or deferred to the next meeting.

- (5) The Company shall maintain a register of declared interests.

17.12 Minutes

- (1) The Directors must cause minutes of meetings to be made and kept in accordance with the Corporations Act.
- (2) Minutes are to be taken conducted by the Chairperson and/or the secretary and/or in accordance with **clause 17.12**.

18. VIRTUAL MEETINGS OF THE COMPANY

18.1 Virtual Meeting

- (1) A General Meeting or a Directors' Meeting may be held by means of a Virtual Meeting, provided that:
 - (a) the number of Members or Directors (as applicable) participating is not less than a quorum required for a General Meeting or Directors' Meeting (as applicable); and
 - (b) the meeting is convened and held in accordance with the Corporations Act.
- (2) All provisions of this Constitution relating to a meeting apply to a Virtual Meeting in so far as they are not inconsistent with the provisions of this **clause 18**.

18.2 Conduct of Virtual Meeting

The following provisions apply to a Virtual Meeting of the Company:

- (1) all persons participating in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the meeting;
- (2) each of the persons taking part in the meeting must be able to hear and be heard by each of the other persons taking part at the commencement of the meeting and each person so taking part is deemed for the purposes of this Constitution to be present at the meeting;
- (3) at the commencement of the meeting each person must be distinguishable to the Chair.
- (4) a person must not leave a Virtual Meeting by disconnecting his or her telephone, audio-visual or other communication equipment unless that person has previously notified the Chair;
- (5) a person may conclusively be presumed to have been present and to have formed part of a quorum at all times during a Virtual Meeting unless that person has previously notified the Chair of leaving the meeting; and
- (6) each person must take all reasonable steps to ensure the meeting cannot be overheard by third parties during commercially sensitive or confidential discussions; and

- (7) a minute of proceedings of a Virtual Meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the Chair.

19. CEO

19.1 Appointment of a CEO

The Directors shall appoint a CEO and review their performance in accordance with a CEO performance review process adopted by the Board.

19.2 Powers, duties and authorities of a CEO

- (1) 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 Directors.
- (2) 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 Directors.

19.3 Suspension and removal of a CEO.

- (1) Subject to the terms and conditions of the appointment, the Directors may call a majority vote to suspend or remove the CEO from that office.

19.4 Delegation by Directors to a 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 Company. The delegation will include the power and responsibility to:

- (1) develop business plans, budgets, strategies, policies, processes and codes of conduct for consideration by the Directors and to implement them to the extent approved by the Directors;
- (2) manage the financial and other reporting mechanisms of the Company;
- (3) approve and incur expenditure subject to specified expenditure limits;
- (4) sub-delegate their powers and responsibilities to employees or internal management Committees of the Company; and
- (5) any other powers and responsibilities which the Directors consider appropriate to delegate to the CEO.

19.5 CEO to attend meetings.

- (1) The CEO is entitled to attend all meetings of the Company, all meeting of the Directors and any Committees and may speak on any matter but does not have a vote, unless otherwise provided by this Constitution.

20. COMPANY SECRETARY

20.1 Appointment of a Company Secretary

There must be at least one (1) Company Secretary who is to be appointed by the Directors.

- (1) The Directors must, at the first Directors' meeting after the AGM, annually elect a Company Secretary.

20.2 Suspension and removal of a Company Secretary

- (1) The Directors may call a majority vote to suspend or remove a Company Secretary from office.

20.3 Powers, duties and authorities of a Company Secretary

- (1) A Company Secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, delegated to them by the Directors.
- (2) The appointment and delegation of power to the Company Secretary must be recorded in the minute book of the Company.

21. COMMITTEES

21.1 Committees

The Directors may delegate any of their powers to Committees (including other Directors, individuals, and consultants) with best endeavours to ensure gender equity on each Committee and may vary or revoke any delegation.

21.2 Powers delegated to Committees.

- (1) A Committee must exercise the powers delegated to it according to the terms of the delegation and any directions of the Directors.
- (2) Powers delegated to and exercised by a Committee are taken to have been exercised by the Directors.
- (3) All delegated powers must be exercised in accordance with the Company's, Code of Conduct, this Constitution, and relevant Australian laws.

21.3 Committee meetings

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

21.4 Committee membership

Without limiting **clause 21.4(a)**, unless otherwise determined by the Directors, members of Committees can act on multiple Committees.

21.5 Finance, Audit and Risk (FAR) Committee

- (1) A FAR Committee may be established by the Directors.
- (2) The composition, duties and functions of the FAR Committee shall be defined in the FAR Committee terms of reference which must include at least one external and independent Certified Practising Accountant or Chartered Accountant and an independent Chair that is not a Director must be appointed by the Board.

21.6 Executive Committee

- (1) An Executive Committee may be established by the Directors.
- (2) The Executive Committee shall be responsible for managing and overseeing the day-to-day operations of the Company.
- (3) The composition, duties, functions and delegated authority of the Executive Committee shall be defined in the Executive Committee terms of reference, as approved by the Board.
- (4) The Board may delegate such powers and functions to the Executive Committee as the Board considers appropriate, provided that any such delegation does not limit the Board's ultimate responsibility for the governance, management and strategic direction of the Company.

22. POLICIES

22.1 Making and amending Policies

- (1) In addition to policies made under **clause 7.2**, the Directors may from time to time make policies:
 - (a) that are required to be made under this Constitution; and
 - (b) that, in their opinion, are necessary or desirable for the control, administration and management of the Company's affairs and may amend, repeal, and replace those policies.
- (2) The Policies referred to in **clauses 7.2** and **22.1(1)** will take effect 7 days after the service of the Policy on the Member and shall be in force and effect on that date.

22.2 Effect of Policies

A Policy:

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

- (4) may be overruled if a resolution to that effect is passed by the Members at a General Meeting.

23. INSPECTION OF RECORDS

A Member does not have the right to inspect any document of the Company (including registers kept by the Company) except as required by law or as allowed by the Board by way of a resolution.

24. ACCOUNTS

24.1 Accounting Records

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

24.2 Auditor

A properly qualified auditor(s) shall be appointed by the Directors and the remuneration of such auditor(s) fixed and duties regulated in accordance with the Corporations Act.

25. SERVICE OF DOCUMENTS

25.1 Document includes notice

In this **clause 25**, document includes a notice.

25.2 Methods of service on a Member

The Company may give a document to a Member:

- (1) personally;
- (2) by sending it by post to the address for the Member in the Register or an alternative address nominated by the Member; or
- (3) by sending it to an email other electronic address nominated by the Member.

25.3 Methods of service on the Company

A Member may give a document to the Company:

- (1) by delivering it to the Registered Office;
- (2) by sending it by post to the Registered Office; or
- (3) by sending it to an email other electronic address nominated by the Company.

25.4 Post

A document sent by post if sent to an address:

- (1) in Australia, may be sent by registered post; and
- (2) outside Australia, or sent from an address outside Australia, must be sent by airmail,

and in either case is taken to have been received five (5) business days after the date of its posting.

25.5 Electronic transmission

If a document is sent by email other electronic transmission, delivery of the document is taken to:

- (1) be affected by properly addressing and transmitting the email other electronic transmission; and
- (2) have been delivered on the business day following its transmission.

26. INDEMNITY

26.1 Indemnity of officers

- (1) This **clause 26** applies to every person who is or has been:
 - (a) a Director, CEO or Secretary and Treasurer of the Company.
 - (b) to any other Committee Officers, employees, former officers or former employees of the Company or of its related bodies corporate as the Directors in each case determine.

Each person referred to in this paragraph (1) is referred to as an "Indemnified Officer" for the purposes of the rest of **clause 26**.

- (2) The Company will indemnify each Indemnified Officer out of the property of the Company against:
 - (a) every liability (except a liability for legal costs) that the Indemnified Officer incurs as an Officer of the Company or of a related body corporate of the Company; and
 - (b) 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 the Company or of a related body corporate of the Company,

unless:

- (c) the Company is forbidden by statute to indemnify the person against the liability or legal costs; or
- (d) an indemnity by the Company of the person against the liability or legal costs would, if given, be made void by statute.

26.2 Insurance

The Company 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 the Company or of a related body corporate of the Company including a liability for legal costs, unless:

- (1) the Company is forbidden by statute to pay or agree to pay the premium; or
- (2) the contract would, if the Company paid the premium, be made void by statute.

26.3 Deed

The Company may enter into a deed with any Indemnified Officer or a deed poll to give effect to the rights conferred by **clause 26.1** on the terms the Directors think fit (as long as they are consistent with **clause 26**).

27. WINDING UP

27.1 Contributions of Members on winding up

- (1) Each Voting Member maybe be required to contribute to the Company's property if the Company is wound up whilst they are a Member or within one year after their membership ceases.
- (2) The contribution is for:
 - (a) payment of the Company's debts and liabilities contracted before their membership ceased;
 - (b) the costs of winding up; and
 - (c) adjustment of the rights of the contributories among themselves,and the amount is not to exceed \$1.00.
- (3) No other Member shall be required to contribute to the Company's property if the Company is wound up.

27.2 Excess property on winding up

- (1) If on the winding up or dissolution of the Company, and after satisfaction of all its debts and liabilities, any property remains, that property must be given or transferred to another body or bodies:
 - (a) having objectives similar to those of the Company; and
 - (b) whose constitution prohibits (or each of whose constitutions prohibit) the distribution of its or their income and property among its or their members to an extent at least as great as is imposed under this Constitution.

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