



# **ICE SKATING AUSTRALIA INCORPORATED**

## **Constitution**

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## Preliminary

### 1. Name

Under the terms of the International Skating Union in accordance with the provisions of the Associations Incorporations Act 1991, a non-profit association named **Ice Skating Australia Incorporated** hereby constituted and hereinafter called “the Association”.

### 2. Definitions

In this Constitution:

**Board** means the board of management comprising the President, Treasurer, Secretary and four other persons elected by the Members.

**Chair** means chairperson.

**clause** means a clause in this constitution

**Constitution** means this constitution.

**Delegate** means a person duly elected or appointed by a Member to represent them at general meetings of the Association.

**Financial Year** means the year ending on 31 December.

**ISU** means the International Skating Union.

**Member** means a member organisation of the Association, including Limited Member.

**secretary** means the person holding office under this Constitution as secretary of the Association or, if no such person holds that office, the public officer of the Association.

**the Act** means the Associations Incorporation Act 1991 of the A.C.T.

**the Regulation** means the Associations Incorporation Regulation 1991, of the A.C.T.

**the Legislation Act** means the Legislation Act 2001 of the A.C.T., and applies to this Constitution in the same way as it would if they were an instrument made under the Act.

**Ice Skating** means all branches of figure skating and excludes speed skating and ice hockey.

## Objects

### 3. Objects

The objects of the Association are –

- (a) the guidance, furtherance and promotion of Ice Skating;
- (b) to provide opportunities for ice skating to be practiced in accordance with the needs of its participants, without discrimination of any kind and with a spirit of friendship and fair play, and having regard to the public interest in its operations;
- (c) to provide uniform regulations for competitions, tests, and championships and uniform standards throughout Australia;
- (d) to affiliate with the ISU and to accept their Rules and Regulations;
- (e) the national body of Ice Skating in Australia;

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- (f) to conduct championships of Australia in Ice Skating in all its branches; and
  - (g) encourage the provision and development of facilities for participation in Ice Skating.

## **Membership**

### **4. *Membership qualifications***

- (1) Members of the Association and their members, the affiliated clubs of the Members, their individual members and/or all other persons claiming standing as participants in the activities of a Member or of the Association are bound by this Constitution and the regulations, by-laws, policies and are subject to decisions of the Members in general meeting and the Board concerning all matters.
- (2) An organisation is qualified to be a Member if -
  - (a) if it is an organisation responsible for the governance, control and fostering of the sport of Ice Skating in any State or Territory of Australia in which there is not already a Member; and
  - (b) the organisation -
    - (i) has been nominated for membership in accordance with clause 5(1); and
    - (ii) has been approved for membership of the Association by the Board of the Association.
- (3) An organisation is a Member if it is a Member of the Association as at 31 December 2015, as set out in Appendix A.

### **5. *Application for membership***

- (1) An application by an organisation for membership of the Association -
    - (a) must be made in writing in the form approved by the Board and include a copy of the constitution of the applicant;
    - (b) the Constitution of the applicant organisation must not be in conflict with the objects of the Association; and
    - (c) must be lodged with the secretary of the Association.
  - (2) As soon as is practicable after receiving a nomination for membership, the secretary must refer the nomination to the Board which must decide whether to approve or to reject the nomination.
  - (3) If the Board decides to approve a nomination for membership, the secretary must as soon as practicable after that decision notify the nominee of that approval and request the nominee to pay within 28 days after receipt of the notification the sum payable under this Constitution by a Member as the entrance fee and the first year's annual subscription.
  - (4) The secretary must, on payment by the nominee of the amounts mentioned in subsection (3) within the period mentioned in that subsection, enter the nominee's name in the register of Members and, on the name being so entered, the nominee becomes a Member of the Association.
  - (5) If the membership application is declined, then the applicant will be dealt with as per the appropriate provisions of clause 13.
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## **6. Limited membership**

- (1) An applicant for membership, or a Member, may apply for Limited Membership.
- (2) Limited Membership shall entitle the Limited Member -
  - (a) to pay only part of the annual membership fee as has been determined by resolution of the Board;
  - (b) to otherwise have the same rights, and be subject to the same obligations as a Member; and
  - (c) A Limited Member becomes a Member immediately upon payment of the balance of the annual subscription.
- (3) If the membership application is declined, then the applicant will be dealt with as per the appropriate provisions of clause 13.

## **7. Delegates**

- (1) Each Member may appoint three (3) persons as Delegates to represent the Member at general meetings of the Members and each Limited Member one (1) person as Delegate.
- (2) A Delegate must be a member of a Member.
- (3) The Members will promptly advise the secretary in writing of the Delegate(s) appointed, accompanied by the Delegates signed consent, and thereafter on the first day of March each year and after any changes.
- (4) The Association will record the Delegates contact details in the Members register.
- (5) A Delegate shall cease to be a Delegate :
  - (a) if that Delegate -
    - (i) dies; or
    - (ii) resigns; or
    - (iii) suffers from mental incapacity; or
    - (iv) is disqualified from office under subsection 63 of the Act; or
    - (v) is elected to the Board; or
    - (vi) fills a casual vacancy on the Board; or
    - (vii) the Member who appointed them withdraws the appointment and appoints another person as the Delegate;
  - or
  - (b) if the Member that appointed the Delegate ceases to be a Member of the Association.

## **8. Membership entitlements nottransferable**

A right, privilege or obligation that a Member has because of being a Member of the Association -

- (a) cannot be transferred or transmitted to another organization or person; and
- (b) terminates on cessation of the Member's membership.

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## **9. Cessation of membership**

A Member ceases to be a member of the Association if it -

- (a) is wound up; or
- (b) resigns from membership of the Association; or
- (c) is expelled from the Association; or
- (d) fails to renew membership of the Association.

## **10. Resignation of membership**

- (1) A Member is not entitled to resign from membership of the Association except in accordance with this section.
- (2) A Member who has paid all amounts payable by the Member to the Association may resign from membership of the Association by first giving notice (of not less than 1 month or, if the Board has determined a shorter period, that shorter period) in writing to the secretary of the Member's intention to resign and, at the end of the period of notice, the Member ceases to be a member.
- (3) If a Member ceases to be a member, the secretary must make an appropriate entry in the register of Members recording the date the Member ceased to be a member.

## **11. Fee, subscriptions etc**

- (1) The entrance fee to the Association is the amount that has been determined by resolution of the Board.
- (2) The annual membership fee of the Association is the amount that has been determined by resolution of the Board.
- (3) The annual membership fee is payable -
  - (a) before 1 March in each calendar year; and
  - (b) if a Member has not paid all moneys due to the Association by the due date in any year they shall not be entitled to exercise any of the rights of membership until the payment is made in full, whereupon all rights will be restored forthwith.
- (4) A Member who ceases to be a Member for whatever reason forfeits the balance of any membership fees paid.

## **12. Members' liabilities**

The liability of a Member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount (if any) unpaid by the Member in relation to membership of the Association as required by section 11.

## **13. Disciplining of Members**

- (1) If the Board is of the opinion that a Member -
  - (a) has persistently refused or neglected to comply with a provision of this Constitution; or

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- (b) has persistently and willfully acted in a manner prejudicial to the interests of the Association;
  - (c) the Board may, by resolution -
    - (i) expel the Member from the Association; or
    - (ii) suspend the Member from the rights and privileges of membership of the Association that the Board may decide for a specified period.
- (2) A resolution of the Board under clause 13(1) is of no effect unless the Board, at a meeting held not earlier than 14 days and not later than 28 days after service on the Member of a notice under clause 13(3), confirms the resolution in accordance with this section.
- (3) If the Board passes a resolution under clause 13(1), the secretary must, as soon as practicable, serve a written notice on the Member —
- (a) setting out the resolution of the Board and the grounds on which it is based; and
  - (b) stating that the Member may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice; and
  - (c) stating the date, place and time of that meeting; and informing the Member that the Member may do either or both of the following:
    - (i) attend and speak at that meeting;
    - (ii) submit to the Board at or before the date of that meeting written representations relating to the resolution.
- (4) Subject to the Act, section 50, at a meeting of the Board mentioned in subsection (2), the Board must—
- (a) give to the Member mentioned in clause 13(1) an opportunity to make oral representations; and
  - (b) give due consideration to any written representations submitted to the Board by that Member at or before the meeting; and
  - (c) by resolution decide whether to confirm or to revoke the resolution of the Board made under clause 13(1).
- (5) If the Board confirms a resolution under clause 13(4), the secretary must, within 7 days after that confirmation, by written notice inform the Member of that confirmation and of the Member's right of appeal under clause 14.
- (6) A resolution confirmed by the Board under clause 13(4) does not take effect -
- (a) until the end of the period within which the Member is entitled to appeal against the resolution if the Member does not exercise the right of appeal within that period; or
  - (b) if within that period the Member exercises the right of appeal - unless and until the association confirms the resolution in accordance with clause 13(4).

#### **14. *Right of appeal of disciplined Member***

- (1) A Member may appeal to the Association in general meeting against a resolution of the Board that is confirmed under clause 13(4), within 7 days after notice of the resolution is served on the Member, by lodging with the secretary a notice to that effect.

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- (2) On receipt of a notice under subsection (1), the secretary must notify the Board which must call a general meeting of the Association to be held within 21 days after the date when the secretary received the notice or as soon as possible after that date.
  - (3) Subject to the Act, section 50, at a general meeting of the Association called under subsection (2)—
    - (a) no business other than the question of the appeal may be transacted; and
    - (b) the Board and the Member must be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
    - (c) the Members present must vote by secret ballot on the question of whether the resolution made under clause 13(4) should be confirmed or revoked.
  - (4) If the meeting passes a special resolution in favour of the confirmation of the resolution made under clause 13(4), that resolution is confirmed.

## **Board**

### **15. Powers of Board**

The Board, subject to the Act, the Regulation, this Constitution, and to any resolution passed by the Association in general meeting -

- (1) controls and manages the affairs of the Association; and
- (2) may exercise all functions that may be exercised by the Association other than those functions that are required by this Constitution to be exercised by the Association in general meeting; and
- (3) has power to perform all acts and do all things that appear to the Board to be necessary or desirable for the proper management of the affairs of the Association, including but not limited to the making and adopting of by-laws, rules and regulations

### **16. Composition and membership**

- (1) The Board consists of seven (7) elected persons in total;
  - (2) Three (3) of these persons elected will be elected as the office-bearers of the Association -
    - (a) the president; and
    - (b) the treasurer; and
    - (c) the secretary.
  - (3) Each elected member of the Board holds office for two years, subject to this Constitution, until the conclusion of the second annual general meeting following the date of the member's election, but is eligible for re-election.
  - (4) Clause 16(3) is subject to the existing pattern of 2 year terms of Board members, with a specific half retiring at each subsequent annual general meeting continuing –
    - (a) regardless of interim vacancies, appointments, retirements or general meeting elections to fill such vacancies, and
    - (b) a Board member holding office under clause 16(3) would retire at the next annual general meeting when that Board position they filled was next due to retire.
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- (5) If there is a vacancy in the membership of the Board, the Board may meet and appoint a person who is a member of a Member of the Association to fill the vacancy and the person so appointed holds office, subject to this Constitution, until the conclusion of the next annual general meeting after the date of the appointment.
  - (6) Board members may not hold a particular position (president, treasurer, secretary or other board position) on the Board for more than three (3) consecutive terms unless there are no other nominations for the particular position.

## **17. Election of Board members**

- (1) Nominations of candidates for election as office-bearers of the Association or as ordinary Board members -
  - (a) a candidate must be a member of a Member;
  - (b) must be made in writing, signed by 2 members of Members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
  - (c) must be given to the secretary of the Association not less than 14 days before the date fixed for the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected and further nominations for vacant positions may be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the people nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held for the vacant positions
- (6) The ballot for the election of office-bearers and ordinary Board members must be conducted at the annual general meeting in the way the Board may direct.
- (7) A person is not eligible to simultaneously hold more than 1 position on the Board.

## **18. Secretary**

- (1) The secretary of the Association must, as soon as practicable after being appointed as secretary, notify the Association of his or her address.
- (2) The secretary must keep minutes of—
  - (a) all elections and appointments of office-bearers and ordinary Board members; and
  - (b) the names of members of the Board present at a Board meeting or a general meeting; and
  - (c) all proceedings at Board meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

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## **19. Treasurer**

The treasurer of the Association must—

- (a) collect and receive all amounts owing to the Association and make all payments authorised by the Association; and
- (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association; and
- (c) Prepare, or cause to be prepared, financial reports and statements of the Association at the end of the Financial Year for submission to the annual general meeting.

## **20. Vacancies**

For this Constitution, a vacancy in the office of a member of the Board or Chair of a Standing Committee happens if the person -

- (a) dies; or
- (b) ceases to be a member of a Member Association; or
- (c) resigns the office; or
- (d) is removed from office under clause 21 (removal of Board members); or
- (e) becomes bankrupt or personally insolvent; or
- (f) suffers from a debilitating mental or physical incapacity; or
- (g) is disqualified from office under the Act, section 63 (1); or
- (h) is subject to a disqualification order under the Act, section 63A; or
- (i) is absent without the consent of the Board from all meetings of the Board held during a period of 4 months or 3 consecutive meetings, whichever is the lesser; or
- (j) is appointed as a Delegate of a Member.

## **21. Removal of Board members**

The Association in a general meeting may by resolution, subject to the Act, section 50, remove any member of the Board from the office of member of the Board before the end of the member's term of office.

## **22. Board meetings and quorum**

- (1) The Board must meet, in person or using any other electronic means, at least 6 times in each calendar year at the place and time that the Board may decide.
- (2) Additional meetings of the Board may be called by any member of the Board.
- (3) Oral or written notice of a meeting of the Board must be given by the secretary to each member of the Board at least 48 hours (or any other period that may be unanimously agreed on by the members of the Board) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subsection (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business may be transacted at the meeting, except business that the Board members present

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at the meeting unanimously agree to treat as urgent business.

- (5) Any 5 members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- (6) No business may be transacted by the Board unless a quorum is present and, if within half an hour after the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting is dissolved.
- (8) At meetings of the Board—
  - (a) the president presides; or
  - (b) if the president is absent 1 of the remaining members of the Board may be chosen by the members present to preside.

### **23. *Conflict of Interest***

- (1) A member of the Board shall declare their interest in any:
  - (a) contractual matter;
  - (b) selection matter;
  - (c) disciplinary matter; or
  - (d) financial matter;in which a conflict of interest arises or may arise, and shall, unless otherwise determined by the Board, absent themselves from discussions of such matter and shall not be entitled to vote in respect of such matter. Should a member of the Board cast a vote where an interest is declared, then the vote will not be counted.
- (2) In the event of any uncertainty as to whether it is necessary for a member of the Board to absent themselves from discussions and refrain from voting, the issue should be immediately determined by vote of the Board, or if this is not possible, the matter shall be adjourned or deferred.
- (3) Any declaration made, any disclosure or any general notice given by a member of the Board in accordance with clause 23(1), must be recorded in the minutes of the relevant meeting as well as entered into the Conflict of Interest Register kept by the Board.

### **24. *Delegation by Board to committee***

- (1) The Board may, in writing, delegate to 1 or more committees consisting of persons who are members of Members that the Board considers appropriate to exercise some of the functions of the Board that are specified in the instrument, other than
  - (a) this power of delegation; and
  - (b) a function that is a function imposed on the Board by the Act, by any other Territory law, or by resolution of the Association in general meeting.
- (2) A function, the exercise of which has been delegated to a committee under this section may, while the delegation remains unrevoked, be exercised from time to time by the committee in accordance with the terms of the delegation.

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- (3) A delegation under this section may be made subject to any conditions or limitations about the exercise of any function, or about time or circumstances, that may be specified in the instrument of delegation.
  - (4) Despite any delegation under this section, the Board may continue to exercise any function delegated.
  - (5) Any act or thing done or suffered by a committee acting in the exercise of a delegation under this section has the same force and effect as it would have if it had been done or suffered by the Board.
  - (6) The Board may, in writing, revoke wholly or in part any delegation under this section.
  - (7) A subcommittee may meet and adjourn as it considers appropriate.

## **25. *Standing committees***

- (1) Notwithstanding clause 24 there are 6 permanent (standing) committees that are appointed to deal with specified areas of Ice Skating.
- (2) The 6 standing committees are –
  - (a) Technical Regulations Committee;
  - (b) Judging and Officials Committee;
  - (c) Synchronized Skating Committee;
  - (d) High Performance Committee;
  - (e) Athlete Development Committee; and
  - (f) Sport Development Committee.
- (3) These standing committees are also responsible for developing policies and guidelines for their area of Ice Skating.
- (4) The Chair of each standing committee is elected by the Members through their Delegates at the annual general meeting for a period of 2 years.
- (5) To be elected as Chair of a standing committee the person must be a member of a Member and have appropriate experience in the specified area of Ice Skating.
- (6) The elected Chair of each standing committee may appoint additional committee members to assist them.
- (7) The standing committees are answerable to and report to the Board.

## **26. *Voting and decisions***

- (1) Questions arising at a meeting of the Board or of any committee appointed by the Board are decided by a majority of the votes of members of the Board or committee present at the meeting.
- (2) Each member present at a meeting of the Board or of any committee appointed by the Board (including the person presiding at the meeting) is entitled to 1 vote but, if the votes on any question are equal, the voting continues until a majority is reached. If no majority is reached after three votes, the motion is deemed to have failed.

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## **General meetings**

### **27. *Annual general meetings --- holding of***

- (1) The Association must, at least once in each calendar year and within 5 months after the end of each financial year of the Association, call an annual general meeting of its Members.
- (2) Delegates attend general meetings of Members as their representatives and are entitled to vote.
- (3) Board members are entitled to attend but are not entitled to vote.
- (4) Chairs of Standing Committees are entitled to attend but are not entitled to vote.
- (5) Members of Members and their members are entitled to attend but are not entitled to vote unless they are attending in a capacity under clause 27(2).
- (6) Members of the Australian Professional Skaters' Association, and other interested parties with the approval of the president, are entitled to attend but are not entitled to vote.

### **28. *Annual general meetings --- calling of and business at***

- (1) The annual general meeting of the Association must be called on the date and at the place and time that the Board considers appropriate.
- (2) In addition to any other business that may be transacted at an annual general meeting, the business of an annual general meeting is -
  - (a) to confirm the minutes of the last annual general meeting and of any general meeting held since that meeting; and
  - (b) to receive from the Board reports on the activities of the Association during the last financial year; and
  - (c) to receive from the standing committees reports on their activities; and
  - (d) to elect members of the Board, including office-bearers, and the Chairs of the standing committees; and
  - (e) to receive and consider the statement of accounts and the reports that are required to be submitted to Members under the Act, section 73 (1).
- (3) An annual general meeting must be specified as such in the notice calling it in accordance with clause 30 (Notice).
- (4) An annual general meeting must be conducted in accordance with the provisions of this part.
- (5) Nominations for all positions under clause 28(2)(d) :
  - (a) must be received by the secretary not less than 14 days before; and
  - (b) the secretary must publish on the web site not less than 10 days before the date fixed for the annual general meeting, at which the election is to take place, the nominees for all positions for election.

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## **29. General meetings --- calling of**

- (1) The Board may, whenever it considers appropriate, call a general meeting of the Association.
- (2) The Board must, on the requisition in writing of not less than two of the total number of Members, call a general meeting of the Association.
- (3) A requisition of Member(s) for a general meeting -
  - (a) must state the purpose or purposes of the meeting; and
  - (b) must be signed by the Members making the requisition; and
  - (c) must be lodged with the secretary; and
  - (d) may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.
- (4) If the Board fails to call a general meeting within 1 month after the date when a requisition of Members for the meeting is lodged with the secretary, any 1 or more of the Members who made the requisition may call a general meeting to be held not later than 3 months after that date.
- (5) A general meeting called by a Member or Members mentioned in subsection (4) must be called as nearly as is practicable in the same way as general meetings are called by the Board and any Member who thereby incurs expense is entitled to be reimbursed by the Association for any reasonable expense so incurred.

## **30. Notice**

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must, at least 28 days before the date fixed for the holding of the general meeting, send by email or post to each Member and each Delegate at the Member's and Delegates email address appearing in the register of Members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must, at least 28 days before the date fixed for the holding of the general meeting, send notice to each Member in the way provided in clause 30(1) specifying, in addition to the matter required under that subsection, the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice calling a general meeting may be transacted at the meeting except, for annual general meeting, business that may be transacted under clause 28(2).
- (4) A Member desiring to bring any business before a general meeting may give written notice of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the Member.

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### **31. *General meetings --- procedure and quorum***

- (1) No item of business may be transacted at a general meeting unless a quorum of Delegates entitled under this Constitution to vote is present during the time the meeting is considering that item.
- (2) Half the number of Delegates eligible to attend plus one who are present in person (who are entitled under this Constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within 30 minutes after the appointed time for the start of a general meeting a quorum is not present, the meeting if called on the requisition of Members is dissolved and in any other case stands adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the start of the meeting, the Delegates present (being not less than 5) constitute a quorum.
- (5) The Delegates to a General Meeting must meet, in person or by using any other electronic means approved by the Board which provides for all delegates to participate fully in the meeting. However, whenever possible, General Meetings should be conducted in person.

### **32. *Presiding member***

- (1) The president presides at each general meeting of the Association.
- (2) If the president is absent from a general meeting, the Delegates present must elect one of their number or a Board member to preside at the meeting.

### **33. *Adjournment***

- (1) The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written notice of the adjourned meeting to each Member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subsections (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

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### **34. Making of decisions**

- (1) A question arising at a general meeting of the Association is to be decided on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) general meeting of the Association, a poll may be demanded by the person presiding or by not less than one Delegate present in person, or by the proxy of a Delegate, present at the meeting.
- (3) If the poll is demanded at a general meeting, the poll must be taken -
  - (a) immediately if the poll relates to the election of the person to preside at the meeting or to the question of an adjournment; or
  - (b) in any other case - in the way and at the time before the close of the meeting that the person presiding directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.
- (4) This Constitution may be amended or repealed at a general meeting by resolution of at least three-quarters of the Delegates in attendance representing the Members.

### **35. Voting**

- (1) Subject to subsection (3), on any question arising at a general meeting of the Association a Member has 3 votes only except in the case of a Limited Member who has only 1 vote.
- (2) A Delegate may exercise one vote only and cannot hold a proxy for another Delegate.
- (3) All votes must be given personally or by proxy but no person attending as a proxy for a Delegate may hold more than 1 proxy.
- (4) If the votes on a question at a general meeting are equal, those Delegates, or their proxy, present in person, will vote again and recurring until the question is decided in the majority.
- (5) A Member, represented by their Delegates, or their proxy present in person, is not entitled to vote at any general meeting of the Association unless all money due and payable by the Member to the Association has been paid, notwithstanding clause 35(1).

### **36. Appointment of proxies**

- (1) Each Delegate is entitled to appoint another member of a Member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting for which the proxy is appointed.
- (2) The notice appointing the proxy must be in the form approved by the Board.
- (3) Should a Delegate become unable to attend or continue at a meeting due to circumstances beyond their control then the affected Member or their Delegate may appoint a member of a Member as proxy.

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## **Miscellaneous**

### **37. Auditor**

There shall be an auditor of the Association who shall not be a Delegate, a Board member, a Chair or the Public Officer of the Association, and who shall be a qualified accountant appointed by the Members at the annual general meeting. The auditor shall audit the books of account and financial affairs of the Association, and the balance sheet setting out the assets and liabilities of the Association at the end of the financial year for submission at the annual general meeting, and certify the correctness thereof.

### **38. Indemnity of officers**

- (1) The Association hereby declares that any person who serves either by election, appointment or at its request as an member of the Board, a Delegate, a Chair or on a committee, or like body, adviser, employee, agent or other official in any capacity shall be deemed its representative for the purposes of this section, and shall be indemnified by or on behalf of the Association against expenses, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person who was or is a party to any pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of such services, provided such person acted in good faith and in a manner reasonably believed to be, in and not opposed to the best interests of the Association.
- (2) The indemnification provided herein shall continue as to a person who has ceased to serve in the capacity designated, and shall inure to the benefit of his heirs, executors and administrators.

### **39. Complaint**

- (a) In the event of a complaint, the complainant(s) should in the first instance endeavour to resolve the problem at the local level with the person(s) involved.
- (b) Should the problem not be resolved the complainant(s) should refer the matter to the Board who shall take action in accordance with the Association's member protection policy.

### **40. Funds --- source**

- (1) The funds of the Association shall be derived from annual subscriptions of Members, donations, grants, and, subject to any resolution passed by the Association in general meeting and subject to the Act, section 114, any other sources that the Board decides. The Association will only accept funds from sources approved by the Board.
- (2) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- (3) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt

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#### **41. Funds – management**

- (1) Subject to any resolution passed by the Association in general meeting, the funds of the Association must be used for the objects of the Association in the way that the Board decides.
- (2) All payments on behalf of the Association shall be made out of the Association bank accounts by order of the Board and the Board shall arrange that such payments shall be authorised by any two of the Honorary Treasurer, the President, the Honorary Secretary or such other Board members agreed by the Board as authorised to operate the Association’s bank accounts. Persons authorised to operate the Association’s bank accounts shall not be from the same family.

#### **42. Alteration of objects and Constitution**

Neither the objects of the Association mentioned in the Act, section 29 nor this Constitution may be altered except in accordance with the Act.

#### **43. Common seal**

- (1) The common seal of the Association must be kept in the custody of the secretary.
- (2) The common seal must not be attached to any instrument except by the authority of the Board and the attaching of the common seal must be attested by the signatures of either the President or Secretary and/or another member of the Board.

#### **44. Custody of books**

Subject to the Act, the Regulation and this Constitution, the secretary must keep in his or her custody or under his or her control all records, books, and other documents relating to the Association.

#### **45. Inspection of books**

- (1) The records, books and other documents of the Association must be open to inspection by any Delegate or other representative of a Member duly appointed in writing by the Member to make inspection on its behalf.
- (2) Location to be at a place or places within Australia, free of charge, at any reasonable hour upon one weeks written notice having been given to the secretary.
- (3) The Association may fulfill its obligation herein by forwarding an email with a copy of the documents requested by the Member to the Member.

#### **46. Service of notice**

For this Constitution, the Association may serve a notice on a Member by sending it by post or email to the Member at the Member’s address shown in the register of Members and also to all the email addresses of the Delegates representing the Member.

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## **47. Surplus property**

- (1) At the first general meeting of the Association, the Association must pass a special resolution nominating -
  - (a) another association for the Act, section 92 (1) (a); or
  - (b) a fund, authority or institution for the Act, section 92 (1) (b);  
in which it is to vest its surplus property in the event of the dissolution or winding up of the association.
- (2) An association nominated under clause 47(1)(a) must fulfill the requirements specified in the Act, section 92(2)

Adopted: 1985

Amended: February, 1993  
August, 1997  
April, 2002  
April, 2004  
April, 2006  
April, 2008  
March, 2016  
June, 2020

## **APPENDIX A**

The following are Members of the Association as at 31 December 2015:

- A.C.T. Ice Skating Association Incorporated;
- Ice Skating Queensland Inc.;
- New South Wales Ice Skating Association Incorporated;
- South Australian Ice Skating Association Incorporated;
- Ice Skating Victoria Incorporated;
- The Western Australian Ice Skating Association Incorporated; and
- Figure Skating Association of Tasmania Incorporated.