



SKATE
AUSTRALIA

**Constitution of
Skate Australia Ltd**

ACN 086 568 498

TABLE OF CONTENTS

1.	DEFINITIONS AND INTERPRETATIONS	6
1.1	Definitions	6
1.2	Interpretation	8
1.3	Corporations Act	9
2.	OBJECTS	9
3.	POWERS	10
4.	INCOME AND PROPERTY OF COMPANY	10
4.1	Sole Purpose	10
4.2	Payments to Members	10
5.	MEMBERSHIP	11
5.1	Categories of Members	11
5.2	Admission of Members	11
5.3	First Member States	12
5.4	Life Members	12
5.5	Affiliate Members	13
5.6	Clubs and Individual Members	14
5.7	Creation of New Categories	14
5.8	Discretion to Accept or Reject a Member Application	14
5.9	Limited Liability	14
6.	CESSATION OF MEMBERSHIP	15
6.1	Cessation	15
6.2	Resignation	15
6.3	Forfeiture of Rights	16
7.	GRIEVANCES AND DISCIPLINE OF MEMBERS	16
7.1	Jurisdiction	16
7.2	Policies	16
8.	TERMINATION OF MEMBERSHIP OF MEMBER STATE	17
8.1	Sanctions for Discipline of Member States	17
8.2	Termination of Membership of Member States	17
9.	FEEES AND SUBSCRIPTIONS	17
9.1	Fees	17
9.2	Non-Payment of Fees	18
9.3	Deferral or Reduction of Subscriptions	18
10.	GENERAL MEETINGS	18
10.1	Annual General Meeting	18
10.2	Power to Convene General Meeting	18
10.3	Notice of a General Meeting	18
10.4	No Other Business	19
10.5	Cancellation or Postponement of General Meeting	19
10.6	Written Notice of Cancellation or Postponement of General Meeting	19
10.7	Contents of Notice Postponing General Meeting	20
10.8	Number of Clear Days for Postponement of General Meeting	20
10.9	Business at Postponed General Meeting	20
10.10	Representative, Proxy or Attorney at Postponed General Meeting	20
10.11	Non-receipt of Notice	20
10.12	Right to Appoint a Representative	21
10.13	Right to Appoint a Proxy	21
10.14	Form of Proxy	21

10.15	Attorney of Member	21
10.16	Lodgement of Proxy or Attorney Documents	21
10.17	Authority Given by Appointment.....	22
11.	PROCEEDINGS AT GENERAL MEETING	23
11.1	Number for a Quorum	23
11.2	Requirement for a Quorum	23
11.3	Quorum and Time	23
11.4	Adjourned Meeting.....	23
11.5	Chairperson to Preside Over General Meetings	23
11.6	Conduct of General Meetings	24
11.7	Adjournment of General Meeting	24
11.8	Notice of Adjourned Meeting.....	24
11.9	Questions Decided by Majority	24
11.10	Equality of Votes.....	24
11.11	Declaration of Results.....	25
11.12	Poll.....	25
11.13	Objection to Voting Qualification	25
11.14	Chair to Determine any Poll Dispute	25
11.15	Electronic Voting.....	26
12.	VOTES OF MEMBERS	26
12.1	Members Composition	26
12.2	Appointment of Voting Members.....	26
12.3	Appointment of Voting Members – by Appointing Agency	26
12.4	Supervision of Voting Member	27
12.5	Resignation, Replacement of Representatives	27
12.6	Votes of Members.....	27
12.7	Powers and Duties.....	27
12.8	Election of the Board.....	27
12.9	Resolutions not in General Meeting	28
13.	BOARD MEMBERS.....	28
13.1	Number of Board Members.....	28
13.2	Transitional Provisions.....	28
13.3	Eligibility	29
13.4	Nominations Committee.....	29
13.5	Nomination for Election.....	30
13.6	Term of Office of the Board Generally	30
13.7	Office Held Until End of Meeting	30
13.8	Board Member Elected at a General Meeting	30
13.9	Maximum Consecutive Years in Office for The Board	31
13.10	Casual Vacancy in Ranks of Elected Board.....	31
13.11	Appointed Board	31
13.12	Remuneration of the Board.....	32
13.13	Honorarium	32
13.14	Removal of a Board Member	32
13.15	Vacation of Office.....	32
13.16	Alternate Board Members	33
14.	POWERS AND DUTIES OF THE BOARD	33
14.1	The Board to Manage the Company	33
14.2	Specific Powers of the Board	33
14.3	Time, etc.....	33
14.4	Appointment of Attorney	33
14.5	Provisions in Power of Attorney	33
14.6	Delegation of Powers.....	34
14.7	Code of Conduct and Board Charter.....	34

14.8	Strategic Plan.....	34
15.	PROCEEDINGS OF THE BOARD	34
15.1	Board Meetings.....	34
15.2	Questions Decided by Majority	34
15.3	Chair's Casting Vote	35
15.4	Quorum.....	35
15.5	Effect of Vacancy.....	35
15.6	Convening Meetings	35
15.7	Election of Chairperson.....	35
15.8	Circulating Resolutions	36
15.9	Validity of Acts of the Board.....	36
15.10	Board Interests.....	36
15.11	Minutes	37
16.	VIRTUAL MEETINGS OF THE COMPANY.....	37
16.1	Virtual Meeting.....	37
16.2	Conduct of Virtual Meeting.....	37
17.	CHIEF EXECUTIVE OFFICER.....	38
17.1	Appointment of CEO.....	38
17.2	Powers, Duties and Authorities of CEO	38
17.3	Suspension and Removal of CEO	38
17.4	Delegation by the Board to CEO.....	38
17.5	CEO to Attend Meetings	39
18.	COMPANY SECRETARY.....	39
18.1	Appointment of Company Secretary	39
18.2	Suspension and Removal of Company Secretary.....	39
18.3	Powers, Duties and Authorities of Company Secretary	39
19.	COMMITTEES.....	39
19.1	Committees.....	39
19.2	Powers Delegated to Committees.....	39
19.3	Committee Meetings	39
19.4	Finance, Audit and Risk Committee (FAR)	40
19.5	Technical Committee	40
20.	POLICIES	40
20.1	Making and Amending Policies.....	40
20.2	Effect of Policies	40
21.	INSPECTION OF RECORDS.....	41
22.	ACCOUNTS.....	41
22.1	Accounting Records.....	41
22.2	Auditor	41
23.	SERVICE OF DOCUMENTS.....	41
23.1	Document Includes Notice	41
23.2	Methods of Service on a Member	41
23.3	Methods of Service on the Company	41
23.4	Post.....	42
23.5	Electronic Transmission.....	42
24.	INDEMNITY	42
24.1	Indemnity of Officers	42
24.2	Insurance	43
24.3	Deed	43
25.	WINDING UP.....	43
25.1	Contributions of Members on winding up.....	43

25.2 Excess Property on Winding Up 44

Constitution

Skate Australia Limited

1. DEFINITIONS AND INTERPRETATIONS

1.1 Definitions

In this Constitution, unless the context requires otherwise:

Appointing Agency means recognised Member State or active National Technical Committee

Affiliated Member means a club or association registered with a Member State or directly admitted to the Company under **clause 5.5** and the Policies.

AGM or **Annual General Meeting** means the Company must hold the Company's Annual General Meeting in each calendar year under the Corporations Act.

Appointed Board Member means a director appointed under **clause 13.11**.

CEO means a person appointed by the Board and who may from time to time carry out the duties of this position but with a different title

Chairperson or **Chair** means the person elected as the Company Chair under **clause 15.7(a)**.

Committee means a committee established by the Board under **clause 19**.

Company means Skate Australia Limited (ACN TBC)

Company Secretary means a person appointed as a company secretary by the Board under **clause 18**.

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 modified and amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the Company.

Director means a director of the Company and includes Elected Board and Appointed Board Members.

Board means as the case requires, all or some of the Board Members acting together as a board in accordance with their powers and authority under this Constitution.

Elected Board Member means a director elected under **clause 12.8**.

FAR Committee means the Finance, Audit and Risk Committee established by the Board under **clause 19.4**.

First Appointed Board means the persons referred to in **Schedule 3**.

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

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.

World Skate means the International Federation in which the Company is a member.

Life Member means a person admitted to the Company as a life member under **clause 5.4**.

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

Member State means a legal entity recognised by the Company under **clause 5.3** as representing a State.

Nominations Committee means the Nomination Committee established by the Board under **clause 13.4**

Objects mean the objects of the Company in **clause 2**.

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

- (i) holds a position, whether elected or appointed, as President, Vice President, Secretary, Treasurer, Board Member or equivalent of that body corporate or organisation; or
- (ii) has, directly or indirectly, material ownership or financial interest in that body corporate or organisation.

Policy means a policy made under **clauses 7.2** and **20.1(a)**.

Registration means registration or affiliation of an Individual Member, Club or an Affiliated Member with a Member State, 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 as required by **clause 5.1**. **Registered** has a corresponding meaning.

Representative means a person (other than a proxy) appointed in accordance with the Corporations Act to represent a Member State at a General Meeting of the Company.

Skate Sports means the six principal skating disciplines: Artistic, Inline Hockey, Speed, Rink Hockey, Roller Derby and Skateboarding. Other disciplines as recognised and regulated by World Skate may be included from time to time.

Sporting Power means that power delegated to the Company by World Skate for the exclusive control and management of the Sports in Australia.

Special Resolution has the same meaning as that given to it in the Corporations Act.

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

Statutes and Regulations mean the statutes and regulations of World Skate in force from time to time.

Subscriptions mean a fee paid in advance to Skate Australia for a service or membership

Virtual Meeting means a meeting held by telephone, video, any other technology (or any combination of these technologies), which permits each Board Member at a meeting of the Board 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 12**.

1.2 Interpretation

In this Constitution, unless the context requires otherwise:

- (a) **(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;
- (b) **(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;
- (c) **(gender)** words importing any gender include all other genders;
- (d) **(person)** the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body, association or an authority;
- (e) **(successors)** a reference to an organisation includes a reference to its successors;
- (f) **(singular includes plural)** the singular includes the plural and vice versa;
- (g) **(instruments)** a reference to a law includes regulations and instruments made under it;

- (h) **(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;
- (i) **(include)** the words include, includes, including and for example are not to be interpreted as words of limitation;
- (j) **(signed)** where, by a provision of this Constitution, a document including a notice is required to be signed. That requirement may be satisfied by 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 Board;
- (k) **(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 electronic communication or form or otherwise; and
- (l) **(headings)** headings are inserted for convenience and do not affect the interpretation of this Constitution.

1.3 Corporations Act

- (a) In this Constitution, unless the context requires otherwise, 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.
- (b) The provisions of the Corporations Act that apply as replaceable rules are displaced by this Constitution and accordingly do not apply to the Company.

2. OBJECTS

World Skate is the sole international sporting authority entitled to make and enforce regulations for Skate Sports. So that the above authority may be exercised in a fair and equitable manner, World Skate has drawn up the Statutes and Regulations governing Skate Sports.

The Company is recognised by World Skate as the sole sporting power to enforce the present Statutes and Regulations and control of Skate Sports in Australia.

The Objects of the Company shall be to:

- (a) Adopt and exercise the Sporting Power as the national federation for Skate Sports in Australia and to act as the sole Australian affiliated Member of World Skate in accordance with the World Skate Statutes and Regulations;

- (b) Conduct, encourage, promote, advance, control and manage all levels of Skate Sports in Australia interdependently with Members and others;
- (c) Adopt, formulate, issue, interpret and amend Policies for the management and conduct of Skate Sports in Australia;
- (d) Encourage the provision and development of appropriate facilities for participation in Skate Sports;
- (e) Maintain and enhance standards, quality and reputation of Skate Sports for the collective and mutual benefit and interests of members and Sports;
- (f) Promote the sport of Skate Sports for commercial, government and public recognition and benefits;
- (g) Be the only body entitled to prepare and enter Australian teams in international Skate Sports competitions;
- (h) Promote, control, manage and conduct Skate Sports events, competitions and championships;
 - (i) encourage and promote widespread participation in Skate Sports and physical activity;
 - (ii) use and promote the Intellectual Property;
- (i) Have regard to the public interest in its operations; and
- (j) Undertake other actions or activities necessary, incidental or conducive to advance these Objects.

3. POWERS

Solely for furthering the Objects under **clause 2**, the Company, in addition to the Sporting Power and any other powers it has under the Corporations Act, has the legal capacity and powers of a company limited by guarantee as set out under section 124 of the Corporations Act.

4. INCOME AND PROPERTY OF COMPANY

4.1 Sole Purpose

The income and property of the Company will only be applied towards the promotion of the Objects of the Company.

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:

- (a) In return for any services rendered or goods supplied in the ordinary and usual course of business to the Company; or
- (b) Of interest at a rate not exceeding current bank overdraft rates of interest for money lent; or reasonable rent for premises let to the Company.

5. MEMBERSHIP

5.1 Categories of Members

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

- (a) Member States
- (b) Life Members
- (c) Affiliate Members
- (d) Clubs and Individual Members
- (e) Such new categories of Members, created in accordance with **clause 5.5** below.

5.2 Admission of Members

A person will become a Member, and the Board will direct the Company Secretary to record their name, street address, email address, and date on which they became a Member in the Register of Members kept by the Company. Registration will only occur 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 Board, in which the Member undertakes to:

- (a) Be bound by this Constitution, the Statutes and Regulations and the Policies (including Policies specific to the relevant category of membership);
- (b) Pay the fees and subscriptions determined to apply to the Member under **clause 9**; and
- (c) Support the Company in the encouragement and promotion of its Objects.
- (d) The Company will recognise only one entity in each State as the controlling body responsible for ensuring the efficient administration of Skate Sports in the whole of that State in accordance with the Objects. The Member States must be legal entities.
- (e) Unless otherwise determined by the Company and subject to **clause 5.1**, at the time of adoption of this Constitution, the first Member States of the Company will be those entities which the Company currently recognises as the recognised controlling body for the Skate Sports in their respective State.

5.3 First Member States

- (a) The first Member States are:
 - (i) Skate NSW Inc. Y0017512
 - (ii) Skate Queensland Inc. IA13320
 - (iii) Skate South Australia Inc. A6927
 - (iv) Skate Western Australia Inc.1002320
- (b) In States and Territory jurisdictions with no recognised Member States, the Company reserves the right to work directly with Affiliate Members to recognise newly formed Member States subject to compliance with this Constitution.
- (c) Each Member State will:
 - (i) have objects that align with those of the Company as stated in **clause 2** and do all that is reasonably necessary to enable the Objects to be achieved, having regard to any legislation applicable to that Member State;
 - (ii) work with the Company to actively incorporate and manage all Skate Sports within their recognised jurisdiction
 - (iii) provide the Company with copies of its audited accounts, annual report and associated documents immediately following its Annual General Meeting;
 - (iv) maintain a database of all clubs, officials and members Registered with it in accordance with the Policies and provide a copy to the Company upon request from time to time by the Board in such means as may be required;
 - (v) advise the Company as soon as practicable of any serious administrative, operational or financial difficulties, assist the Company in investigating those issues and cooperate with the Company in addressing those issues in whatever manner the Company considers appropriate.

5.4 Life Members

- (a) Life Membership is the highest honour bestowed by the Company for longstanding and valued service to Skate Sports in Australia.
- (b) Any Member may forward a proposed nomination to the Board for its consideration.

- (c) On the Board's nomination, any individual may be elected as a Life Member at any AGM by Special Resolution, subject to that individual completing an application in accordance with **clause 5.2**.
- (d) Nominations for Life Membership shall include a written report outlining the history of services of any nominee, together with comments on the suitability of the honour.
- (e) The Policies will set out:
 - (i) the categories of Life Membership which exist;
 - (ii) the criteria to be met by each category of Life Member, and
 - (iii) the privileges and benefits of each category of Life Member in addition to those set out in this Constitution.
- (f) A person may be posthumously recognised as a Life Member.
- (g) Subject to **clause 5.2**, when adopting this Constitution, the first Life Members of the Company shall be the persons listed in **Schedule 1** to this Constitution.

5.5 Affiliate Members

- (a) To become an Affiliate Member, a legal entity must submit an application accompanied by an up-to-date copy of that legal entity's constituent documents.
- (b) The Board may grant Affiliate Membership based on an application made under **clause 5.2 Admission of Members 5.5(a)** on such terms and conditions as the Board may see fit.
- (c) Affiliate Membership may be suspended or cancelled by the Board provided that the Board comply with the procedures set out in the relevant Policy.
- (d) The Policies will set out:
 - (i) the categories of Affiliate Membership that exist;
 - (ii) the criteria to be met by each category of Affiliate Member;
 - (iii) the privileges and benefits of each category of Affiliate Member in addition to those set out in this Constitution; and
 - (iv) the procedure for suspending or cancelling Affiliate Membership.
- (e) Subject to **clause 5.3(b)**, when adopting this Constitution, the first Affiliate Members of the Company shall be recorded in **schedule 2** of this Constitution and the relevant meeting minutes.

5.6 Clubs and Individual Members

- (a) No individual or Club shall be registered with the Company as an Individual Member or Club respectively except in accordance with this **clause 5.6**. The Company may at its discretion refuse to accept a person as an Individual Member or Club.
- (b) Subject to **clause 5.6(a)**, an:
 - (i) individual may apply to become an Individual Member of the Company; and
 - (ii) an incorporated entity may apply to become a Club Member of the Company, and is subject to the provisions of this Constitution.
- (c) In addition to the effect of membership set out in **clause 5.2**, an Individual Member and a Club must comply with this Constitution and the Policies and support the Company and the Objects.
- (d) An Individual Member or Club is entitled to any benefits of membership prescribed to apply to Individual Members or Clubs respectively in the Policies.

5.7 Creation of New Categories

- (a) The Board has the right and power from time to time to create new categories of membership with such rights, privileges and obligations as are determined applicable. New categories of membership shall not be granted any voting rights or any other rights, privileges, or obligations that affect the voting rights of current membership categories.

5.8 Discretion to Accept or Reject a Member Application

- (a) The Company may accept or reject an application whether the applicant has complied with the requirements in **clause 5.1** or not.
- (b) Where the Company accepts an application, the applicant will become a Member to which these Rules and the Regulations apply.
- (c) Membership of the Company will commence upon acceptance of the application by the Company.
- (d) If the Company rejects an application, the Company will refund any fees forwarded with the application, and the application will be deemed rejected by the Company.

5.9 Limited Liability

Members have no liability in that capacity except as set out in **clause 25**.

General

- (a) The Company must keep a register of all Members in accordance with the Corporations Act.
- (b) No Member whose membership ceases has any claim against the Company or the Board for damages or otherwise arising from cessation or termination of membership.
- (c) Membership is personal to each Member. No Member shall, or purport to, assign the rights comprising or associated with membership to any other person, and any attempt to do so shall be void.
- (d) A Member must treat all staff, contractors and representatives of the Company with respect and courtesy at all times.
- (e) A Member must not act in a manner unbecoming of a Member or prejudicial to the Objects and interests of the Company or the Skate Sports, or both.

6. CESSATION OF MEMBERSHIP

6.1 Cessation

A person ceases to be a Member on:

- (a) Resignation;
- (b) Death;
- (c) The termination of their membership according to this Constitution or the Policies;
- (d) A body corporate being dissolved or otherwise ceasing to exist; and
- (e) Without limiting the preceding:
 - (i) in the case of Members who are not the Member States, that Member no longer meeting the requirements for membership according to **clause 5**; and
 - (ii) in the case of Members who are the Member States, that Member is ceasing to be a Member in accordance with **clause 8**.

6.2 Resignation

For **clause 6.1(a)**, a Member may resign as a member of the Company by giving 14 days written notice to the Board. Where a Member State seeks to resign as a member of the Company, the written notice must be accompanied by a copy of the special resolution passed by the Member State's members resolving that the Member State resign from the Company.

6.3 Forfeiture of Rights

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

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 this Constitution.

7.2 Policies

- (a) The Board may make a Policy or Policies for the hearing and determination of:
- (i) grievances by any Member who feels aggrieved by a decision or action of the Company (or a Member State or Affiliated Member); and
 - (ii) disputes between Members relating to the conduct or administration of Skate Sports;
 - (iii) for the discipline of Members;
 - (iv) for the formation and administration of an appeals tribunal which must be independent of any party before it on the matter which is the subject of the appeal in question; and
 - (v) for the termination of Members (except in respect of Member States).
- (b) The Board in their sole discretion may refer an allegation (which in the opinion of the Board is not vexatious, trifling or frivolous) by a complainant (including a Board Member or a Member) that a Member has:
- (i) 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
 - (ii) acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of the Company or Skate Sports, or both; or
 - (iii) prejudiced the Company or Skate Sports or brought the Company or Skate Sports or themselves into disrepute,

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

- (c) During investigatory or disciplinary proceedings under **clause 7**, a respondent may not participate in Skate Sports, pending the determination of such

proceedings (including any available appeal) unless the Board decides continued participation is appropriate regarding the matter at hand.

- (d) The Board may include in any Policy or Policies a final right of appeal to an independent body outside the control of the Skate Sports.
- (e) Upon an adverse finding of the final right of appeal, the Board has the power to expel individual members under **clause 5.5(c)**. This includes the right to enforce a life ban.

8. TERMINATION OF MEMBERSHIP OF MEMBER STATE

8.1 Sanctions for Discipline of Member States

Without limiting matters that may be referred to in the Policies, any Member State that the Board determines to have acted in a manner set out in **clause 7.2(b)** 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 of Member States

- (a) The Board can make no recommendation under **clause 8** unless all avenues of appeal available to the relevant Member State under the Policies have been exhausted.
- (b) Subject to compliance with **clause 8.2(a)** (and the Policies), the Board may recommend a General Meeting to terminate the membership of a Member State.
- (c) Upon recommendation from the Board under **clause 8.2(b)**, a General Meeting may, by Special Resolution, terminate the membership of a Member State.
- (d) Where the membership of a Member State is terminated according to **clause 8.2**, the Board may admit another body, which meets the requirements in **clause 5.2(d)**, as the Member State to represent the relevant State.

9. FEES AND SUBSCRIPTIONS

9.1 Fees

- (a) The Board must determine from time to time:
 - (i) the amount (if any) payable by an applicant for membership;
 - (ii) the amount of the annual subscription fee payable by each Member, or any category of Members;
 - (iii) any other amount to be paid by each Member, or any category of Members, whether of a recurrent or any other nature; and

- (iv) the payment method and the due date for payment.
- (b) Each Member must pay the Company the amounts determined under this **clause 9** according to **clause 9.1(a)(iv)**.

9.2 Non-Payment of Fees

Subject to **clause 5.2(d)**, the right of a Member to attend and vote at a General Meeting is suspended while the payment of any subscription or other amount determined under **clause 9** is in arrears greater than 90 days.

9.3 Deferral or Reduction of Subscriptions

- (a) The Board 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 Board is satisfied that:
 - (i) there are reasonable grounds for doing so;
 - (ii) the Company will not be materially disadvantaged as a result; and
 - (iii) the Member agrees to pay the deferred or (if greater than zero) the reduced subscription or other amount within a time fixed by the Board.
- (b) If the Board defers or reduces 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.

10. GENERAL MEETINGS

10.1 Annual General Meeting

Annual General Meetings of the Company are to be held:

- (a) According to the Corporations Act; and
- (b) At a date and venue determined by the Board.

10.2 Power to Convene General Meeting

- (a) The Board may convene a General Meeting when they think fit and must do so if required by the Corporations Act.
- (b) The Voting Members may convene a General Meeting in accordance with the Corporations Act.

10.3 Notice of a General Meeting

- (a) Notice of a General Meeting of Members must be given:

- (i) to all Members entitled to attend the General Meeting, the Board, and the auditor of the Company; and
 - (ii) in accordance with **clause 25** and the Corporations Act.
- (b) At least 45 days before the proposed date of the AGM, the CEO will request from Voting Members notices of motions, which must be received no less than 28 days before the AGM.
- (c) At least 21 days' notice of the time and place of a General Meeting must be given, together with:
 - (i) all information required to be included in accordance with the Corporations Act;
 - (ii) in the case of a proposed Special Resolution, the intention to propose the Special Resolution and the terms of the proposed Special Resolution;
 - (iii) where applicable, any notice of motion received from any Voting Member or Board Member in accordance with the Corporations Act; and
 - (iv) where applicable, a list of all nominations received for positions to be elected at the relevant General Meeting.

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 the Board convenes a General Meeting (including an AGM), 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:

- (a) Members according to the Corporations Act;
- (b) The Board at the request of Members; or
- (c) 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:

- (a) Each Member entitled to attend the General Meeting; and
- (b) Each other person entitled to notice of a General Meeting under the Corporations Act.

10.7 Contents of Notice Postponing General Meeting

A notice postponing a General Meeting must specify:

- (a) The new date and time for the meeting;
- (b) The place where the meeting is to be held, which may be either the same as or different to the location specified in the notice originally convening the meeting; and
- (c) If the meeting is to be held in two or more places, that technology will be used to hold the meeting.

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 11.8** 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:

- (a) By the terms of an instrument appointing a Representative, proxy or attorney, that designated person is authorised to attend and vote at a General Meeting on behalf of the appointing Member to be held on a specified date or at a General Meeting or General Meetings to be held on or before a specified date; and
- (b) 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, or the accidental omission to give notice of that kind to, a person entitled to receive it does not invalidate any resolution passed at the General Meeting or a postponed meeting or the cancellation or postponement of the meeting.

10.12 Right to Appoint a Representative

- (a) In accordance with the Corporations Act, each Voting Member is entitled to 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.
- (b) A Voting Member may appoint more than one representative, but only one representative may exercise the Voting Member's powers at any one time.
- (c) 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

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

10.14 Form of Proxy

The instrument appointing a proxy may be in a form determined by the Board from time to time, provided it complies with the requirements under the Corporations Act.

10.15 Attorney of Member

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

10.16 Lodgement of Proxy or Attorney Documents

- (a) A proxy or attorney may vote at a General Meeting or an adjourned or postponed meeting (as the case may be) 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:
 - (i) at the office, the email or other electronic address specified for that purpose in the notice of meeting; and
 - (ii) 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.

- (b) An undated proxy is taken to be dated on the day that the Company receives it.

10.17 Authority Given by Appointment

- (a) Unless the terms of the appointment specify to the contrary, an appointment by a Voting Member confers authority on a proxy, attorney or representative:
 - (i) to agree to a General Meeting being convened by shorter notice than is required by the Corporations Act or by this Constitution;
 - (ii) to speak to any proposed resolution; and
 - (iii) to demand or join in demanding a poll on any resolution.
- (b) 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:
 - (i) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;
 - (ii) to vote on any procedural motion; and
 - (iii) to act generally at the meeting.
- (c) 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:
 - (i) at the postponed or adjourned meeting; or
 - (ii) at the new venue.
- (d) 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.
- (e) The instrument appointing a proxy may allow the Chairperson to act as proxy in the absence of any other appointment or if the person or persons nominated fail to attend the meeting.
- (f) The instrument appointing a proxy may direct how the proxy is to vote regarding a particular resolution.
- (g) 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 differently. In that case, 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 50% + 1.

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:

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

11.4 Adjourned Meeting

If a quorum (determined in accordance with **clause 11.1**) is not present within 30 minutes after the time appointed for the adjourned meeting, the meeting will be dissolved.

11.5 Chairperson to Preside Over General Meetings

- (a) The Chairperson is entitled to preside as Chair at General Meetings.
- (b) If a General Meeting is convened and 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, then the following may preside as Chair (in order of entitlement):
 - (i) a Board Member (or another person) chosen by a majority of the Board present;
 - (ii) the only Board Member present; or
 - (iii) a Representative of a Voting Member who is entitled to vote and is selected by a majority of the Voting Members present.

11.6 Conduct of General Meetings

- (a) The Chair:
 - (i) has charge of the general conduct of the meeting and the procedures to be adopted;
 - (ii) 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
 - (iii) may, having regard where necessary to the Corporations Act, terminate discussion or debate on any matter whenever they consider it necessary or desirable for the proper conduct of the meeting.
- (b) A decision by the Chair under **clause 11.6** is final.

11.7 Adjournment of General Meeting

- (a) With the consent of any General Meeting at which a quorum is present, the Chair may, and must if so directed by the meeting, adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting.
- (b) The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and place agreed by a members vote.
- (c) Only unfinished business is to be transacted at a meeting resumed after an adjournment.

11.8 Notice of Adjourned Meeting

- (a) It is unnecessary to provide notice of an adjournment or the business transacted at any adjourned meeting unless a meeting is adjourned for 30 days or more.
- (b) In that case, at least the same period of notice as was initially required for the meeting must be given for the adjourned meeting.

11.9 Questions Decided by Majority

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.

11.10 Equality of Votes

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

11.11 Declaration of Results

- (a) 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.
- (b) 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 Company's meetings is conclusive evidence of the fact.
- (c) 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

- (a) If a poll is properly demanded in accordance with the Corporations Act or by the Chair of the meeting. In that case, 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.
- (b) A poll demanded on the election of a chair, or a question of adjournment must be taken immediately.
- (c) A demand for a poll may be withdrawn.
- (d) A demand for a poll does not prevent the General Meeting from continuing for any business transaction other than the question on which the poll was demanded.

11.13 Objection to Voting Qualification

- (a) An objection to the right of a person to attend or vote at a General Meeting (including an adjourned meeting):
 - (i) may not be raised except at that meeting; and
 - (ii) must be referred to the Chair, whose decision is final.
- (b) 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 Board may determine and shall be held in accordance with procedures prescribed by the Board.

12. VOTES OF MEMBERS

12.1 Members Composition

- (a) Subject to **clause 5.2** the Voting Members shall consist of people from the following Appointing Agency
 - (i) such persons appointed by an eligible Member state in accordance with **clause 5.2;**
 - (ii) such persons appointed by an eligible National Technical Committee (his/her delegate) of each of the following Skate Sports including Artistic, Inline Hockey, Speed, Rink Hockey, Roller Derby and Skateboarding. Other disciplines as recognised and regulated by World Skate may be included from time to time.

12.2 Appointment of Voting Members

- (a) All Voting members must be at least eighteen (18) years of age at the time of their appointment.

12.3 Appointment of Voting Members – by Appointing Agency

- (a) In relation to **clause 12.1(a)**, each Appointing Agency may appoint a Voting Member:
 - (i) one (1) person from each Member state and active National Technical Committee and
 - (ii) one (1) person to represent the Appointing Agency which may be the President of the Appointing Agency or such other person as determined by the Appointing Agency
- (b) Each Appointing Agency shall advise the CEO of each appointed representative's name, address, and phone number within (14) days of the appointment.
- (c) Each Appointing Agency shall advise the CEO of any change in its appointed representative (including name, address, and phone number within fourteen (14) days of the change.
- (d) The CEO shall record any change in the representatives of the Appointing Agency in the Register.

12.4 Supervision of Voting Member

- (a) A Voting Member shall be suspended from or cease to hold office as a Voting Member in circumstances where his/her membership lapses or is suspended.

12.5 Resignation, Replacement of Representatives

- (a) Where any Voting member resigns or ceases to hold office, the Appointing Agency will be required to appoint a replacement within fourteen (14) days.

12.6 Votes of Members

- (a) At a General Meeting, on a show of hands and a poll, each of the Voting Members shall have the votes set out in this **clause 12.1**.
- (b) Each Member State will receive one vote.
- (c) Each National Technical Committee will receive one vote (this is applicable for the six primary disciplines of) Artistic, Inline Hockey, Speed, Rink Hockey, Roller Derby and Skateboarding.

12.7 Powers and Duties

The Voting members shall have the following powers and duties:

- (a) Elect the members of the Board in accordance with **clause 12.8**
- (b) Approve the annual accounts prepared by the Board;
- (c) Approve forthcoming year's budget prepared by the Board;
- (d) Approve strategic plan prepared by the Board;
- (e) Vote on and approve any amendments to the Rules and Statement of Purposes;
- (f) Appoint an auditor; and
- (g) Ratify Life Members appointed by the Board.

12.8 Election of the Board

- (a) Elections for Elected Board Members shall be by ballot in accordance with this **clause 12.6** at the relevant General Meeting on papers prepared by the CEO.
- (b) The ballot for an election to fill one or more Elected Board Member positions will be conducted in accordance with the following procedure:
 - (i) if at the close of nominations for an election to fill one or more Elected Board Member 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 serve one or more of the Elected Board Member positions; and

- (ii) if at the close of nominations for an election to fill one or more Elected Board Member 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 Board Member positions. If two or more nominees get the same number of votes and at the relevant time there is only one Elected Board Member position to be filled, then the CEO is to draw one of those nominees by lot. That nominee is to be elected as an Elected Board Member.

12.9 Resolutions not in General Meeting

- (a) 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 when the document was signed by the last Member entitled to vote.
- (b) For **clause 12.9(a)**, 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.
- (c) Email or other electronic communication under a Member's name is deemed a document in writing signed by that Member for this clause.

13. BOARD MEMBERS

13.1 Number of Board Members

- (a) There must be not less than six Board Members and not more than nine Board Members.
- (b) Subject to **clause 13.1(a)**, not more than 6 Board Members are to be elected by the Members (Elected Board), and not more than 3 Board Members are to be appointed under **clause 13.11**.

13.2 Transitional Provisions

- (a) The Directors in office at the date of adoption of this version of the Constitution will serve for the remainder of their existing term.
- (b) At the AGM held in 2023, four Elected Board Member positions will become vacant, and an election held to elect four Elected Board Members. Those retiring Elected Board Members will, subject to the requirements of this

Constitution, be eligible for re-election. Notwithstanding **clause 13.6**, of the four Elected Board Members elected at this AGM:

- (i) the two Elected Board Members first and second elected will hold office for a full three year term; and
 - (ii) the two Elected Board Members third and fourth elected will hold office for a term of one year, expiring at the conclusion of the AGM in 2024.
- (c) At the AGM held in 2024, the two Elected Board Members referred to in **clause 13.2(b)(ii)** will retire from office and an election will be held to elect two Elected Board Members. Those retiring Elected Board Members will, subject to the requirements of this Constitution, be eligible for re-election.
- (d) At the AGM held in 2025, two Elected Board Members will retire from office and an election will be held to elect two Elected Board Members. Those retiring Elected Board Members will, subject to the requirements of this Constitution, be eligible for re-election.
- (e) At the AGM held in 2026, the two Elected Board Members referred to in **clause 13.2(b)(i)** will retire from office and an election will be held to elect two Elected Board Members. Those retiring Elected Board Members will, subject to the requirements of this Constitution, be eligible for re-election

13.3 Eligibility

- (a) For the period from the date of this Constitution, a person who:
- (i) Is an employee of the Company, a Member State or an Affiliated Member; or
 - (ii) Holds an Official Position with a Member State or an Affiliated Member; or
 - (iii) Was a Board Member of the Company and **clause 13.9** applies; or
 - (iv) Was CEO of the Company at any time within the period beginning three years before the date of their proposed appointment or election as a Board Member,
- (each a disqualifying position) may not hold office as a Board Member.
- (b) A Board Member who accepts a disqualifying position must notify the other Board members of that fact immediately and is deemed to have vacated office as a Board Member.

- (c) A person elected or appointed as a Board Member when holding a disqualifying position must resign from that disqualifying position within 30 days.
- (d) No person shall be eligible to stand for an Elected Board Member position if, during the proposed term of office, they would be in breach of **clause 13.9**.
- (e) The Board may determine position or role descriptions or necessary qualifications for Board Member Positions.
- (f) The Board and Nominations Committee must use reasonable endeavours to ensure no one gender constitutes more than 60% of the total number of Board.

13.4 Nominations Committee

- (a) A Nominations Committee shall be formed, the role of which shall include the task of identifying candidates to fill Board Member Vacancies (including casual vacancies) and assess all nominees for Board Member vacancies. The Nominations Committee has the power to determine that a nomination is unsuitable for further consideration by the Company, the Board or the Members (as applicable) but only if this decision is unanimous.
- (b) The Nominations Committee shall comprise three persons, all appointed by the Board, including an independent chair, a Member representative and a Board Member or Board Member Representative. The complete and specific duties, functions and rules of the Nominations Committee are defined in the Nominations Committee terms of reference.
- (c) The Nominations Committee must utilise a skills matrix as part of its assessment of nominees for Board Member vacancies.
- (d) When assessing nominees for Board Member vacancies, the Nominations Committee must comply with **clause 13.3(f)**.

13.5 Nomination for Election

- (a) At least 60 days before the proposed date of the Annual General Meeting at which a resolution or resolutions will be proposed to fill a vacancy in an Elected Board Member position, the CEO will request nominations (which comply with this **clause 13.4**) for elections to positions falling vacant. The nominations must be received no less than 28 days before the AGM.
- (b) Any Member, Board Member or Committee may nominate a person to fill a vacancy in an Elected Board Member position that is to be the subject of an election at the next AGM.
- (c) A nomination must:
 - (i) be in the form required by the Board; and

- (ii) signed by the nominator and nominee.

13.6 Term of Office of the Board Generally

Subject to **clauses 13.2, 13.8, 13.9** and **13.10**, an Elected Board Member will hold office for a term of three years.

13.7 Office Held Until End of Meeting

A retiring Elected Board Member holds office until the end of the meeting at which that Elected Board Member retires but, subject to the requirement of this Constitution, including **clause 13.9**, is eligible for re-election.

13.8 Board Member Elected at a General Meeting

- (a) At a General Meeting:

- (i) at which an Elected Board Member retires; or
- (ii) at the commencement of which there is a vacancy in the office of an Elected Board Member,

There will be a vote of the Members conducted under **clause 12.8** to fill the vacancy by electing someone to that office.

- (b) Subject to **clauses 13.8(c), 13.9** and **13.14**, an Elected Board Member elected under this **clause 13.8** takes office at the end of the meeting at which they are elected for three years.
- (c) An Elected Board Member elected under **clause 13.8(a)(ii)** is elected for the remainder of the term of office for the position that they are filling.

13.9 Maximum Consecutive Years in Office for The Board

- (a) Subject to **clause 13.9(b)**, a Board Member must not serve more than twelve consecutive years as a Board Member, including where one or more of the years is as an Appointed Board Member.
- (b) For **clause 13.9(a)**, where service:
 - (i) by a person, as a Board Member 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 13.9(a)**, rounded up to the nearest whole year.
 - (ii) A Board Member who has served the maximum number of years under **clause 13.9(a)** shall not be eligible to be a Board Member for three years following the completion of their full term.

13.10 Casual Vacancy in Ranks of Elected Board

- (a) The Board may at any time appoint a person to fill a casual vacancy (as defined in **clause 13.15**) in the rank of the Elected Board.
- (b) A person appointed under **clause 13.10(a)** holds office for the remainder of the vacating Board Member's term, and, subject to this Constitution, they may offer themselves for re-election.

13.11 Appointed Board

- (a) In addition to the Elected Board, the Board may appoint up to three persons to be a Board member because of their unique business acumen or technical skills. These persons will be known as the "Appointed Board member".
- (b) Subject to **clauses 13.3** and **13.9(b)(i)**, an Appointed Board Member holds office for a term determined by the Board not to exceed three years, and the appointment will be on such other terms as the Board determine.
- (c) A person may only serve six consecutive years as an Appointed Board Member but, subject to the other requirements of this Constitution, in particular, **clause 13.9(b)(i)**, are otherwise eligible to be elected to an Elected Board Member position.
- (d) Subject to this Constitution, the Board may at any time appoint a person to fill a casual vacancy (as defined in **clause 13.15**) in the rank of the Appointed Board on whatever terms the Board decide.

13.12 Remuneration of the Board

Subject to **clause 13.13**, a Board Member must not be paid for services as a Board Member but, with the approval of the Board and subject to the Corporations Act, may be:

- (a) Paid by the Company for services rendered to it other than as a Board Member; and
- (b) Reimbursed by the Company for their reasonable travelling, accommodation and other out of pocket expenses when:
 - (i) travelling to or from meetings of the Board, a Committee or the Company; or
 - (ii) otherwise engaged in the affairs of the Company.

13.13 Honorarium

In General Meetings by ordinary resolution, the Company may pay a Board Member an ex-gratia payment.

13.14 Removal of a Board Member

- (a) The Members may remove a Board Member under the Corporations Act.
- (b) Unless otherwise resolved at a General Meeting, a Board Member removed under **clause 13.14(a)** cannot be re-appointed as a Board Member within three years of their removal.

13.15 Vacation of Office

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

- (a) Dies;
- (b) Is removed under **clause 13.14**;
- (c) Becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- (d) Resigns from office by notice in writing to the Company;
- (e) Accepts appointment to, or becomes the holder of, a disqualifying position as set out in **clause 13.3** and does not resign from that position within 30 days;
- (f) Is not present at three consecutive Board meetings without leave of absence from the Board; or
- (g) 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.

13.16 Alternate Board Members

A Board Member cannot appoint an alternate Board Member.

14. POWERS AND DUTIES OF THE BOARD

14.1 The Board to Manage the Company

The Board Members 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.

14.2 Specific Powers of the Board

Without limiting **clause 14.1**, the Board may exercise all the Company's powers to borrow or raise money, charge any property or business or give any other security for a debt, liability or obligation of the Company or any other person.

14.3 Time, etc

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

14.4 Appointment of Attorney

The Board 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.

14.5 Provisions in Power of Attorney

A power of attorney granted under **clause 14.4** may contain any provisions for the protection and convenience of persons dealing with the attorney that the Board think fit. It may also authorise the attorney to delegate (including by appointment of a substitute attorney) all or any of the attorney's powers, authorities, and discretions.

14.6 Delegation of Powers

- (a) Any delegation by the Board of their powers:
 - (i) 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;
 - (ii) may be either general or limited in any way provided in terms of the delegation;
 - (iii) 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; and
 - (iv) may include the power to delegate.
- (b) 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.
- (c) Any power exercised by a delegate is as effective as if the Board had exercised it.

14.7 Code of Conduct and Board Charter

The Board must:

- (a) Adopt a code of conduct for the Board and a Board charter; and
- (b) Periodically review the code of conduct and Board charter in light of the general principles of good corporate governance.

14.8 Strategic Plan

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

15. PROCEEDINGS OF THE BOARD

15.1 Board Meetings

- (a) Subject to **clause 15.1(b)**, the Board may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.
- (b) The Board must meet at least six times in each calendar year.

15.2 Questions Decided by Majority

A question arising at a Board meeting is to be decided by a majority of the Board's votes present in person and entitled to vote. Each Board Member present has one vote on a matter arising for decision by the Board.

15.3 Chair's Casting Vote

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

15.4 Quorum

50% + 1 constitutes a quorum of the Board.

15.5 Effect of Vacancy

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

15.6 Convening Meetings

- (a) The Board may, and the CEO, on the Board's request, must convene a Board meeting.
- (b) Notice of a Board meeting must be given individually to each Board Member (except a Board Member on leave of absence approved by the Board). Notice of a meeting may be provided in person, post, telephone or electronic means.
- (c) A Board Member may waive notice of a Board meeting by giving notice to that effect to the Company in person or by post or by telephone or electronic means.

- (d) A person who attends a Board meeting waives any objection that person may have concerning a failure to give notice of the meeting.
- (e) The non-receipt of a notice of a Board meeting 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 Board meeting.

15.7 Election of Chairperson

- (a) At the first Board meeting after the AGM, board members must annually elect one of their number to be the Chairperson by a majority vote.
- (b) The Board Member elected to be Chairperson under **clause 15.7(a)** will, subject to remaining a Board Member, remain Chairperson for one year from the date of their election until the first Board meeting after the following AGM and shall chair any meeting of Board.
- (c) Despite **clause 15.7(b)**, if:
 - (i) there is no person elected as Chairperson; or
 - (ii) the Chairperson is not present within 15 minutes after the time appointed for the holding of the meeting; or
 - (iii) the Chairperson is unwilling to act,

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

- (d) A Board Member elected as Chairperson may be re-elected as Chairperson in following years, so long as he or she remains a Board Member.

15.8 Circulating Resolutions

- (a) The Board may pass a resolution without a Board meeting being held if notice in writing of the resolution is given to all Board and a majority of the Board entitled to vote on the resolution (not being less than the number required for a quorum at a meeting of the Board) sign a document containing a statement that they are in favour of the resolution set out in the document.
- (b) Separate copies of the document may be used for signing by the Board if the wording of the resolution and statement is identical in each copy. An email or other document produced by electronic means under the name of a Board Member with the Board Member's authority is taken to be a document signed by the Board Member for **clause 15.8(a)** and is assumed to be signed when received by the Company in legible form.
- (c) The resolution is passed when the last Board Member signs.

15.9 Validity of Acts of the Board

All activities, decisions and actions undertaken at a Board meeting, Committee meeting, or by a person acting as a Board Member 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.

15.10 Board Interests

- (a) A Board Member shall declare to the Board any material, personal interest or related party transaction, as defined by the Corporations Act, as soon as practicable after that Board Member becomes aware of their interest in the matter.
- (b) The Board must complete an annual statement of interest which must be updated from time to time to satisfy the requirements in **clause 15.10(a)**.
- (c) Where a Board Member declares a material personal interest or related party transaction that Board Member is ineligible to receive the Board meeting papers related to the matter and must absent themselves from discussion and is not entitled to vote in respect of the matter unless otherwise determined by the Board.
- (d) In the event of any uncertainty in this regard, the issue shall immediately be determined by a Board's vote or, if this is not possible, the matter shall be adjourned or deferred to the next meeting.
- (e) The CEO shall maintain a register of declared interests.

15.11 Minutes

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

16. VIRTUAL MEETINGS OF THE COMPANY

16.1 Virtual Meeting

- (a) A General Meeting or a Board Meeting may be held through a Virtual Meeting, provided that:
 - (i) the number of Members or the Board (as applicable) participating is not less than a quorum required for a General Meeting or Board Meeting (as appropriate); and
 - (ii) the meeting is convened and held in accordance with the Corporations Act.
- (b) 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 16.**

16.2 Conduct of Virtual Meeting

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

- (a) All persons participating in the meeting must be linked by telephone, audio-visual or other instantaneous means for the meeting;
- (b) 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 this Constitution to be present at the meeting;
- (c) At the beginning of the meeting, each person must be distinguishable to the Chair;
- (d) A person may 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;
- (e) 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
- (f) A minute of Virtual Meeting proceedings is sufficient evidence of the proceedings and the observance of all necessary formalities if the minute is certified to be a correct minute by the Chair.

17. CHIEF EXECUTIVE OFFICER

17.1 Appointment of CEO

The Board will appoint a CEO and review their performance following a CEO performance review process adopted by the Board.

17.2 Powers, Duties and Authorities of CEO

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

17.3 Suspension and Removal of CEO

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

17.4 Delegation by the Board to CEO

The Board may delegate to the CEO the power (subject to such reservations on the power as are decided by the Board) 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:

- (a) Develop business plans, budgets, strategies, policies, processes and codes of conduct for consideration by the Board and to implement them to the extent approved by the Board;
- (b) Manage the financial and other reporting mechanisms of the Company;
- (c) Approve and incur expenditure subject to specified expenditure limits;
- (d) Sub-delegate his or her powers and responsibilities to employees or internal management committees of the Company; and
- (e) Any other powers and responsibilities which the Board consider appropriate to delegate to the CEO.

17.5 CEO to Attend Meetings

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

18. COMPANY SECRETARY

18.1 Appointment of Company Secretary

There must be at least one Company Secretary who is to be appointed by the Board.

18.2 Suspension and Removal of Company Secretary

The Board may suspend or remove a Company Secretary from that office.

18.3 Powers, Duties and Authorities of Company Secretary

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 Board.

19. COMMITTEES

19.1 Committees

The Board may delegate any of their powers to Committees consisting of those persons they think fit (including Board, individuals and consultants) and may vary or revoke any delegation.

19.2 Powers Delegated to Committees

- (a) A Committee must exercise the powers delegated to it according to the terms of the delegation and any Board directions.
- (b) Powers delegated to and exercised by a Committee are taken to have been exercised by the Board.

19.3 Committee Meetings

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

19.4 Finance, Audit and Risk Committee (FAR)

- (a) The Board must establish a FAR Committee.
- (b) The composition, duties and functions of the FAR Committee shall be defined in the FAR Committee terms of reference.

19.5 Technical Committee

- (a) Each Skate Sport will be administered by Skate Australia Limited with assistance and advice from a National Technical Committee.
- (b) National Technical Committee will be elected following the relevant Skate Sport policies and ratified by the Board.
- (c) Each National Technical Committee will operate under a specific Terms of Reference (ToR). The ToR will provide for its functions, appointments, memberships and operations.

20. POLICIES

20.1 Making and Amending Policies

- (a) In addition to policies made under **clause 7.2**, the Board may, from time to time, make policies:
 - (i) that are required to be made under this Constitution; and
 - (ii) which in their opinion are necessary or desirable for the control, administration and management of the Company's affairs and may amend, repeal and replace those policies.
- (b) The Policies referred to in **clauses 7.2** and **20.1(a)** take effect 7 days after the service of the Policy on the Member and shall be of force and effect on that date.

20.2 Effect of Policies

A Policy:

- (a) Is subject to this Constitution;
- (b) Must be consistent with this Constitution;
- (c) When in force, it is binding on all Members and has the same effect as a provision in this Constitution; and
- (d) It may be overruled if the Members pass a resolution to that effect at a General Meeting.

21. INSPECTION OF RECORDS

A Member does not have the right to inspect any Company document, including registers kept by the Company, except as required by law.

22. ACCOUNTS

22.1 Accounting Records

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

22.2 Auditor

The Board shall appoint a properly qualified auditor or auditors, and the remuneration of such auditor or auditors fixed and duties regulated in accordance with the Corporations Act.

23. SERVICE OF DOCUMENTS

23.1 Document Includes Notice

In this **clause 23**, the document includes a notice.

23.2 Methods of Service on a Member

The Company may give a document to a Member:

- (a) Personally;
- (b) By sending it by post to the address for the Member in the Register or an alternative address nominated by the Member; or
- (c) By sending it to an email or other electronic address nominated by the Member.

23.3 Methods of Service on the Company

A Member may give a document to the Company:

- (a) By delivering it to the Registered Office;
- (b) By sending it by post to the Registered Office; or
- (c) By sending it to an email or other electronic address nominated by the Company.

23.4 Post

A document sent by post if sent to an address:

- (a) In Australia, it may be sent by ordinary post; and
- (b) Outside Australia, or sent from an address outside Australia, must be sent by airmail,

and in either case, it is taken to have been received on the fourth business day after the date of its posting.

23.5 Electronic Transmission

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

- (a) Be effected by properly addressing and transmitting the email or other electronic transmission; and
- (b) Have been delivered on the business day following its transmission.

24. INDEMNITY

24.1 Indemnity of Officers

- (a) This **clause 24** applies to every person who is or has been:
 - (i) a Board Member, CEO or Company Secretary of the Company; and
 - (ii) to any other officers, employees, former officers or former employees of the Company or its related bodies corporate as the Board in each case determine.

Each person referred to in this paragraph (a) is referred to as an "Indemnified Officer" for the rest of **clause 24**.

- (b) The Company will indemnify each Indemnified Officer out of the property of the Company against:

- (i) every liability (except liability for legal costs) that the Indemnified Officer incurs as an Officer of the Company or related body corporate of the Company; and
- (ii) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the Indemnified Officer becomes involved as an officer of the Company or related body corporate of the Company,

Unless:

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

24.2 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 liability for legal costs, unless:

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

24.3 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 24.1** on the terms the Board think fit (as long as they are consistent with **clause 24**).

25. WINDING UP

25.1 Contributions of Members on winding up

- (a) Each Voting Member must contribute to the Company's property if the Company is wound up while they are a Member or within one year after their membership ceases.
- (b) The contribution is for:
 - (i) payment of the Company's debts and liabilities contracted before their membership ceased;
 - (ii) the costs of winding up; and

(iii) adjustment of the rights of the contributories among themselves,
and the amount is not to exceed \$1.00.

(c) No other Member must contribute to the Company's property if the Company is wound up.

25.2 Excess Property on Winding Up

(a) 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:

(i) having objects similar to those of the Company; and

(ii) whose Constitution prohibits (or each of whose constitutions prohibits) the distribution of its or their income and property among its or their members to an extent at least as great as is imposed under this Constitution.

(b) 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.