



# **Wrestling Australia Inc.**

## **CONSTITUTION**

**As adopted: 14<sup>th</sup> October 2017**

**Approved WRESTLING AUSTRALIA Board: 14<sup>th</sup> October 2017**

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**Associations Incorporation Act 1981 (Victoria)  
Registration No. A0013442Z**

## Table of Contents

### **PART 1- PRELIMINARY**

1.	NAME .....	4
2.	DEFINITIONS .....	4
3.	HEADQUARTERS.....	6
4.	THE OBJECTS OF WAI.....	6
5.	POWERS AND RESPONSIBILITIES .....	7
6.	MANAGEMENT OF WAI .....	7
7.	ALTERATION OF CONSTITUTION .....	8

### **PART 2 - MEMBERSHIP**

8.	A. MEMBERSHIP QUALIFICATIONS.....	8
9.	APPLICATION FOR AN ORGANISATION'S MEMBERSHIP WITH WAI .....	9
10.	RECOGNITION OF MEMBERSHIP .....	10
11.	CESSATION OF MEMBERSHIP .....	11
12.	MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE.....	11
13.	REGISTER OF MEMBERS.....	11
14.	FEES AND SUBSCRIPTIONS.....	12
15.	RESOLUTION OF INTERNAL DISPUTES.....	12
16.	DISCIPLINING MEMBERS.....	13

### **PART 3 -THE BOARD**

17.	POWERS OF THE BOARD.....	16
18.	CONSTITUTION AND MEMBERSHIP OF THE BOARD.....	17
19.	ELECTION OF MEMBERS TO THE BOARD.....	19
20.	SECRETARY .....	21
21.	TREASURER.....	22
22.	THE PUBLIC OFFICER .....	22
23.	THE CHIEF EXECUTIVE OFFICER.....	23
24.	VACANCIES ON THE BOARD .....	24
25.	BOARD MEETINGS AND QUORUMS .....	25
26.	BY-LAWS AND COMPETITION RULES.....	25
27.	DELEGATION BY BOARD TO SUBCOMMITTEES .....	26

### **PART 4 - THE COUNCIL**

28.	THE COUNCIL .....	28
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**PART 5 - MEETINGS**

29.	ANNUAL GENERAL MEETINGS .....	29
30.	SPECIAL GENERAL MEETINGS .....	30
31.	SPECIAL BUSINESS.....	30
32.	NOTICE OF MEETINGS.....	31
33.	QUORUM AT COUNCIL MEETINGS .....	31
34.	PRESIDING AT MEETINGS .....	32
35.	ADJOURNMENT OF MEETINGS.....	32
36.	ATTENDANCE AND VOTING AT MEETINGS.....	32
37.	BALLOTS.....	33
38.	APPOINTMENT OF PROXIES .....	35

**PART 6 - MISCELLANEOUS**

39.	INDEMNITY .....	35
40.	FUNDS .....	35
41.	AUDIT.....	35
42.	COMMON SEAL.....	36
43.	CUSTODY AND INSPECTION OF BOOKS.....	36
44.	WINDING UP .....	36
	APPENDIX 1 .....	38
	APPENDIX 2 .....	42

# WRESTLING AUSTRALIA INCORPORATED

## CONSTITUTION

### *Part 1 - Preliminary*

#### 1. Name

- 1.1 The name of the incorporated association is the “Wrestling Australia Incorporated”, in this Constitution called “**WAI**”.

#### 2. Definitions

- 2.1 In this Constitution, unless the contrary intention appears:

**"Act"** means Associations Incorporation Act 1981 (Vic);

**"Associate Member"** means a member that is approved for Associate Membership as provided under Rule 8B;

**"Associate Membership"** means the membership status granted individuals or organizations as provided under Rule 8B;

**"General Director"** means an individual who is elected to the Board at each third National Championships for a period of three (3) years

**"Board"** means the board of directors of WAI constituted under this Constitution;

**"CEO"** means the Chief Executive Officer (if any) appointed by the Board under Rule 23;

**"Council"** means the group of Member Representatives meeting at a general meeting;

**"Council Meeting"** means a Council Meeting convened by the Council under Rule 30;

**"Constitution"** means these Rules;

**"Delegations Manual"** means the record maintained by the Secretary setting out details of all delegations by the Board;

**"Director"** means an office bearer of WAI under Rule 18;

**"Financial year"** means the year ending on 30 June;

**"General meeting"** means a general meeting of Members convened in accordance with Rule 30;

**"Governance Manual"** refers to a document outlining the roles, responsibilities, policies and procedures that apply to the conduct of the business of the WRESTLING AUSTRALIA;

**"Member"** means a Member that is approved for membership as provided in these Rules;

**"Member Constitution"** means a Member Organisation's constituent documents;

**"Organisation"** means an incorporated registrable body, an unincorporated registrable body or a body corporate registered under the Corporations Act 2001 as amended;

**"Public Officer"** means the Public Officer of the WRESTLING AUSTRALIA registered with the Victorian Justice Department in accordance with the Act;

**"Regulations"** means regulations under the Act;

**"Representative"** means a delegate of a Member;

**"relevant documents"** has the same meaning as in the Act;

**"Rule"** means a rule in this Constitution, and Sub-Rule has a corresponding meaning;

**"Special Resolution"** means a resolution in respect of Membership cancellation or amendments to this Constitution and passed:

- (a) at a Special General Meeting of WAI of which twenty-one (21) days' notice stating the date place and time of the Special General Meeting and the nature of the business to be conducted at the Special General Meeting has been given to Members and their currently appointed Representatives in accordance with the Constitution; and
- (b) by at least three quarters of those representatives entitled to vote.

**"Strategic plan"** refers to the plan outlining the strategic direction of WAI

2.2 In this Constitution, a reference to the Secretary of an Association is a reference:

- (a) if a person holds office under this Constitution as Secretary of WAI, to that person; or
- (b) in any other case, to the public officer of WAI.

2.3 In this Constitution a reference to:

- (a) one gender includes all genders; and
- (b) unless the context otherwise permits and requires, the singular includes the plural.

### **3. Headquarters**

3.1 The headquarters of WAI shall be:

- (a) until the Members determine a place at an annual general meeting, at such place as the Board may from time to time determine; and
- (b) subsequently at such a place as the Council may from time to time determine at an annual general meeting of WAI.

3.2 If current headquarters of WAI cease to be available to WAI, the Board shall promptly select a place to be the headquarters of WAI pending the next annual general meeting of WAI. At that annual general meeting the Council shall determine the place which is to be the headquarters.

### **4. The Objects of WAI**

4.1 The objects of WAI shall be:

- (a) to develop the sport of wrestling;
- (b) to promote recognition of wrestling as a competitive sport;
- (c) to integrate and foster participation of both sexes at all levels of wrestling in Australia;
- (d) to promote safety in the wrestling environment
- (e) to establish sound and effective governance of wrestling;
- (f) to maintain neutrality and not admit any form of discrimination; and
- (g) to provide for the representation of Competitors at the Olympic Games, Commonwealth Games, World Championships, Oceania Championships and any other competitions that it may decide.

4.2 The assets and income of the association shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the association except as bona fide compensation for services rendered or expenses incurred on behalf of the association

## **5. Powers and Responsibilities**

5.1 WAI shall be empowered to act in accordance with this Constitution and shall be empowered to be, and shall seek to be, the sole competent authority of wrestling in Australia. As such it shall seek to be recognised by:

- (a) UWW (United World Wrestling);
- (b) Australian Olympic Committee;
- (c) Australian Sports Commission;
- (d) Australian Commonwealth Games Association;
- (e) Commonwealth Amateur Wrestling Association;
- (f) Australian Sports Drug Agency; and
- (g) and other bodies as appropriate.

## **6. Management of WAI**

6.1 The affairs of WAI shall be conducted by:

- (a) The “Board” which subject to the powers of the “Council” set out in the following subclause shall be the governing body of WAI and which may, subject to this Constitution and the By-Laws, exercise all the power of WAI; and
- (b) a body called the “Council” consisting of Representatives appointed under this Constitution which shall have the power to:
  - (i) elect or dismiss the Board of Directors and the CEO (if any) in the manner prescribed in this Constitution;
  - (ii) amend the Constitution and make, amend or repeal By-laws;
  - (iii) admit, expel or suspend Member(s);
  - (iv) appoint a returning officer;
  - (v) appoint the auditor;
  - (vi) make recommendations to the Board;
  - (vii) receive and consider the financial statements of WAI; and

- (viii) ratify the strategic plan and budget for implementation by the Board.

**7. Alteration of Constitution**

- 7.1 This Constitution and the Statement of Purposes of WAI must not be altered except in accordance with the Act.

***Part 2 - Membership***

**8. A. Membership qualifications**

- 8.1 Membership in the WRESTLING AUSTRALIA may be as:

- (a) a Member; or
- (b) an Associate Member.

- 8.2
- (a) An Organisation may apply for membership of WAI in accordance with these Rules.
  - (b) Only one Organisation from each State or Territory will be admitted as a Member.
  - (c) The applicant must demonstrate their ability to represent the broader wrestling community in their State or Territory.
  - (d) After such Organisation receives approval for membership of WAI and WAI receives payment of the entrance fee and the first year's annual subscription payable under these Rules such Organisation becomes a Member.

- 8.3 An Organisation must not be admitted to membership of WAI unless:

- (a) it applies for membership of WAI in accordance with Rule 9;
- (b) admission as a Member is approved by the Council; and
- (c) it adopts, complies with and where appropriate enforces WRESTLING AUSTRALIA's Anti-Doping Policy as amended from time to time.

**B. Associate Membership**

- 8.4 The Council may also make available Associate Membership status to an Organisation or an individual which has:

- (a) aims which are compatible with those of WAI ;

- (b) a content of wrestling or other closely related athletic activity in their programs; and
  - (c) conducts no activities which are contrary to the interests of WAI.
- 8.5 Associate Membership status for an organisation, may be granted by the Council on such terms and conditions as it may see fit following receipt of formal application for such status, accompanied by the certified copy of the current constitution, rules or other constituent documents of the applicant.
- 8.6 Associate Membership for an individual may be granted by the Council on such terms and conditions as it may see fit following receipt of formal application for such status.
- 8.7 Associate Membership shall not entitle the associate member or its representatives to speak or vote at general meetings of WAI or to nominate persons for election to the Board of WAI.
- 8.8 The appropriate fee for Associate Membership shall be determined at the Annual General Meeting.
- 8.9 Associate Membership may be suspended by the Board. Suspension will result in all rights, privileges, and participation in WAI endorsed events in accordance with Rule 16.
- 8.10 Associate Membership may be cancelled by the Council by a special resolution passed at a special general meeting.

**9. Application for an Organisation's membership with WAI**

- 9.1 An Application for an Organisation's membership with WAI must:
- (a) be made by an Organisation and be in writing in the form set out in Appendix 1; and
  - (b) be lodged with the Secretary of WAI.
- 9.2 As soon as practicable after the receipt of an Application, the Secretary must refer the Application to the Council.
- 9.3 The Council must determine whether to approve or reject the application by special resolution.
- 9.4 If the Council approves an Application for membership of WAI, the Secretary must, as soon as practicable:
- (a) notify the applicant in writing of the approval for membership; and

- (b) request payment within twenty-eight (28) days after receipt of the notification of the sum payable as the entrance fee and the first year's annual subscription.
- 9.5 The Secretary must, within twenty-eight (28) days after receipt of the amounts referred to in Sub-Rule 9.4, enter the Organisation's name in the register of Members.
- 9.6 An Organisation becomes a Member and is entitled to exercise the rights of membership of WAI when its name is entered in the register of Members.
- 9.7 If the Council rejects an Application for membership of WAI, the Secretary must notify the applicant as soon as practicable in writing that the Application has been rejected and must give reasons for the rejection and refund any payment by the Organisation which may have been lodged. Unsuccessful applicants have the right of appeal as set out in Rule 16.

**10. Recognition of membership**

- 10.1 It shall be a condition of membership that if a Member's Constitution, rules or other constituent documents of such Member is/are amended, the Member shall provide a certified copy of the amended document to the Secretary of WAI within seven (7) days of such amendment.
- 10.2 If in the reasonable opinion of the Board of WAI a Member's Constitution rule or other constituent documents or amendments thereto is inconsistent with the objectives of WAI, the Board shall seek to consult with the Member in good faith about what, if any, corrections should be made to the document. If the Board and the Member do not agree upon amendments to correct the document within twenty-eight (28) days, the matter may be submitted to the dispute resolution procedure under Rule 15 of this Constitution.
- 10.3 The Board may discontinue or suspend recognition of a Member in accordance with Rule 16 of this Constitution.
- 10.4 It shall be a condition of membership that the Member shall comply with, and that WAI shall require compliance with this Constitution and WAI's by-laws and contest rules and that it shall seek to encourage awareness and compliance with this Constitution WAI's by-laws and competition rules by its members.
- 10.5 Directors are not Members solely by virtue of their membership of the Board.
- 10.6 An Organisation which is a Member as at the date of adoption of this Constitution remains a Member (subject to this Constitution) until the date upon which the next annual subscription would be payable under Rule 14

**11. Cessation of Membership**

11.1 A Member who has paid all moneys due and payable by a Member to WAI may resign from WAI by giving one (1) months' notice in writing to the Secretary of its intention to resign.

11.2 After the expiry of the period referred to in Rule 11.1:

- (a) the Member ceases to be a Member; and
- (b) the Secretary must record in the register of Members the date on which the Member ceased to be a Member.

**12. Membership entitlements not transferable**

12.1 A right, privilege, or obligation of a Member:

- (a) is not capable of being transferred or transmitted to another person or organisation; and
- (b) terminates upon the cessation of membership of WAI.

**13. Register of members**

13.1 The Secretary must keep and maintain a register of Members containing:

- (a) the name and address of each Member;
- (b) the date on which each Member was entered in the register;
- (c) The name, address and contact details of each Member's Representative;
- (d) which Member's Representatives consent to have personal information disclosed to other persons;
- (e) a contact list of all Directors; and
- (f) other such information it considers necessary.

13.2 The register is available for inspection free of charge by any Representative or any Member upon request on conditions that the use of information in the register is consistent with all the objectives of WAI according to Rule 4 hereof and the relevant Privacy legislation.

13.3 Any Representative or any Member may make a copy of entries in the register, on conditions that the use of information in the register is consistent with all the objectives of WAI according to Rule 4 hereof and the relevant Privacy legislation.

**14. Fees and subscriptions**

- 14.1 The entrance fee is the relevant amount set out in Appendix 2.
- 14.2 The annual subscription is the relevant amount set out in Appendix 2 and is payable in advance on or before 1 July in each year.

**15. Resolution of internal disputes**

- 15.1 The grievance procedure set out in this Rule applies to all disputes under this Constitution.
- 15.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all of the parties.
- 15.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within fourteen (14) days, hold a meeting in the presence of a mediator.
- 15.4 The mediator must be:
  - (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement:
    - (i) a person shall be appointed by the Board of WAI or
    - (ii) if this is not satisfactory, a person who is a mediator appointed by the relevant Member's State or Territory Dispute Settlement Centre or its equivalent.
- 15.5 The mediator cannot be a Member who is, or a Representative of a Member which is a party to the dispute.
- 15.6 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 15.7 The mediator, in conducting the mediation, must:
  - (a) give the parties to the mediation process every opportunity to be heard;
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 15.8 The mediator must not determine the dispute.

15.9 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **16. Disciplining members**

16.1 Subject to this Constitution, if a person notifies the Board in writing that it has a reasonable belief that:

- a Member of the WRESTLING AUSTRALIA; or
- an Associate Member; or
- a person who is a member of a Member Association or Associate Member Organisation; or
- an individual who has registered for an WRESTLING AUSTRALIA endorsed event;

or if a Board member has a reasonable belief that:

- a Member of the WRESTLING AUSTRALIA; or
- an Associate Member; or
- a person who is a member of a Member Association or Associate Member Organisation; or
- an individual who has registered for an WRESTLING AUSTRALIA endorsed event;

has:

- (a) refused or neglected to comply with this Constitution, any By-Law or directive of the Board; or
- (b) has been guilty of unbecoming conduct or conduct that is prejudicial to the interests of WAI; or
- (c) refused or neglected to comply with or is in breach of WRESTLING AUSTRALIA's Anti-Doping Policy

the Board will investigate the matter which may involve consulting affected/interested persons or organisation about their participation in such investigation. A Member must use best endeavours to comply with all reasonable enquiries made by the Board in respect of any such investigation conducted. After the Board has investigated the matter the Board may by resolution:

- (i) dismiss the matter;
- (ii) issue a formal warning;

- (iii) impose a fine not exceeding \$500; or
  - (iv) impose a suspension from membership of WAI for a specified period and whilst on suspension, the persons or Organisation concerned will, with the exception of the right of appeal, forfeit all membership rights and or privileges whatsoever including but not limited to the right to compete or participate in or the right to attend all WRESTLING AUSTRALIA endorsed events.
  - (v) Recommend to the Council the expulsion of the persons or organisation concerned.
- 16.2 If the persons or organisation exercises a right of appeal to WAI a meeting of the Board to confirm or revoke a resolution made under Rule 16.1 must be held not earlier than fourteen (14) days, and not later than twenty-eight (28) days, after notice has been given to the persons or Organisation concerned in accordance with Rule 16.3
- 16.3 For the purposes of giving notice, the Secretary must, as soon as practicable, cause to be given to the persons or organisation a written notice:
- (a) setting out the resolution of the Board and the grounds on which it is based; and
  - (b) stating that the persons or organisation or a representative, may address the Board at a meeting to be held not earlier than fourteen (14) days and not later than twenty-eight (28) days after the notice has been given to the persons or organisation; and
  - (c) stating the date, place, format and time of that meeting; and
  - (d) informing the persons or organisation that it may do one or more of the following:
    - (i) arrange to attend in person or for a Representative to attend that meeting;
    - (ii) arrange a mutually agreed upon alternative, such as video or telephone conference; or
    - (iii) give to the Board before the date of that meeting a written statement seeking the revocation of the resolution; and
  - (e) informing the persons or Organisation that, if at that meeting, the Board confirms the resolution made under Rule 16.1, the persons or organisation may not later than seven (7) days after that meeting, give the Secretary a notice to the effect that it

wishes to appeal to the Council in a general meeting against the resolution.

16.4 If the persons or organisation exercises a right of appeal to the Council, a meeting of the Council to confirm or revoke a resolution made under Rule 16.1 must be held not earlier than fourteen (14) days, and not later than twenty-eight (28) days, after notice has been given to the persons or Organisation concerned in accordance with Rule 16.5

16.5 For the purposes of giving notice, the Secretary must, as soon as practicable, cause to be given to the persons or organisation a written notice:

- (a) setting out the resolution of the Board and the grounds on which it is based; and
- (b) stating that the persons or organisation or a representative, may address the Council at a meeting to be held not earlier than fourteen (14) days and not later than twenty-eight (28) days after the notice has been given to the persons or organisation; and
- (c) stating the date, place, format and time of that meeting; and
- (d) informing the persons or organisation that it may do one or more of the following:
  - (i) arrange to attend in person or for a Representative to attend that meeting;
  - (ii) arrange a mutually agreed upon alternative, such as video or telephone conference; or
  - (iii) give to the Council before the date of that meeting a written statement seeking the revocation of the resolution; and
- (e) informing the persons or Organisation that, if at that meeting, the Council confirms the resolution made under Rule 16.1, the decision is final.

16.6 At a meeting of the Council to confirm or revoke a resolution passed under Rule 16.1, the Council must:

- (a) give the persons or organisation or appointed Representative, an opportunity to be heard; and

- (b) give due consideration to any written statement submitted by the persons or organisation or Representative; and
- (c) determine by resolution whether to confirm or to revoke the resolution.

16.7 At a general meeting of WAI convened under Rule 16.5:

- (a) no business other than the question of the appeal may be conducted; and
- (b) the Council may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
- (c) the persons or organisation, or its representative, must be given an opportunity to be heard; and
- (d) the Representatives present must vote by secret ballot on the question whether the resolution made under Rule 16.1 should be confirmed or revoked.

A resolution made under Rule 16.1 is confirmed if, at the general meeting, not less than two-thirds of Member Representatives vote in favour of the resolution. In any other case, the resolution is revoked.

### ***Part 3A – The Board***

#### **17. Powers of the Board**

- 17.1 Subject to the Act and this Constitution, the business of WAI shall be governed, and the powers of WAI shall be exercised, by the Board. The Board shall act in accordance with the Australian Sports Commission’s National Sporting Organisations Governance Principles of Best Practice May 2002 (as amended) (“the Governance Principles”) and with the objects of WAI for the collective and mutual benefit of the Members. To facilitate the exercise of its powers in accordance with the Governance Principles, the Board shall document effective governance processes, measures and procedures that are consistent with the Governance Principles contained in WAI’s Governance Manual
- 17.2 If a Chief Executive Officer has not been appointed under Rule 23, the Board shall have the power to perform or delegate all such things as appear necessary or desirable for the proper management and administration of WAI.
- 17.3 The Board shall be responsible to develop and implement an appropriate strategic plan setting out the WRESTLING AUSTRALIA’s broader management strategy, which is to be ratified

by the Council. This strategic plan will be supported by a fully costed annual operational plan.

**18. Constitution and membership of the board**

18.1 Subject to section 23 of the Act, the Board shall consist of seven Directors comprising of:

- (a) a President;
- (b) a Vice President
- (c) a Treasurer;
- (d) a Secretary,
- (e) a General Director.
- (f) a Associate Secretary
- (g) a Financial Officer

The provisions of Rule 19 apply to and in relation to the election of persons to hold the offices referred above.

18.2 A Board Member is elected for a term of three years. No Board member shall be eligible for more than three consecutive terms in office (whether or not holding the same position on the Board).

18.3 All authority rests ultimately with the Board as a body, and Board members hold no authority by virtue of their position alone. The Board may delegate powers to individual Directors in accordance with Rule 27.

18.4 A Board member shall exercise his or her skill and judgment to carry out his or her duties and responsibilities as Director to the best of his or her ability, and in accordance with all laws and obligations to WAI. A Director is bound to act independently of the views or preferences of a Member.

18.5 Each Director must:

- (a) promptly disclose to the Board in writing all pecuniary interests within the meaning of the Act and all actual or potential conflicts of interest concerning WAI, and the Secretary shall cause such disclosure to be minuted and to be recorded in a register of interests which shall be updated if the Director ceases to have the actual or potential conflict of interest;
- (b) not participate in any deliberations or decisions of the Board which he or she is prohibited by law from participating in, in which he or she has a pecuniary interest within the meaning of the Act, or in which he or she has a personal interest (other than

a personal interest held in common with and not exceeding the personal interest of other Directors of Members) or in respect

of which he or she has an actual or potential conflict of interest (whether or not disclosed);

- (c) upon election or appointment to the Board resign from and not seek election or appointment to a committee or other official position (other than coach or match referee) at State level or a corresponding administrative position; and
- (d) in addition to any of the disclosure obligations set out in this clause, a Director shall declare to the other Directors his interest in any:
  - (i) contractual or arrangement matter (which may procure direct or indirect benefit to such Director);
  - (ii) selection matter;
  - (iii) disciplinary matter; or
  - (iv) other financial matter

in which a conflict of interest arises or may arise and shall, unless otherwise determined by the Director, absent themselves from discussion of such matter and shall not be entitled to vote in respect of such matter. In the event of any uncertainty as to whether it is necessary for a Director to absent themselves from discussions and refrain from voting, the issue shall be immediately determined by vote of the Board or, if this is not possible, the matter shall be adjourned or deferred. The CEO or the Board as the case may be shall maintain a register of declared conflicts of interests.

- 18.6 The Board shall undertake a yearly performance review process of its management of WAI, and a regular six (6) monthly performance review of the CEO. The Board shall publish the results of the reviews to the Members.
- 18.7 Each Director shall hold office until the conclusion of the second annual general meeting after the date of his or her election, but is eligible for re-election unless he or she has served three consecutive terms in office (whether or not holding the same position on Board).
- 18.8 The roles and responsibilities for the office bearers of the Board are to be detailed in WAI's Governance Manual.
- 18.9 Subject always to the law, the Board will determine necessary requirements and qualifications for eligibility as Directors from time to time. A director need not have had prior association with the sport. The Board shall advise the Council of any requirements, qualifications and modifications when determined.

- 18.10 An officer of a Member Association cannot take up a position of Director until he or she has resigned as an officer of the Member Association.
- 18.11 A Board member (including the Chairman) cannot hold a position as a Council member/Representative. Where a Council member is elected to the Board, he or she ceases to be a Council member/Representative at the conclusion of that Council meeting.
- 18.12 The Board may determine the interests of WAI are best served by the allocation of portfolios to Directors. The Board shall be entitled to vary the titles and portfolios of each of the Directors in accordance with the needs of WAI from time to time.

**19. Election of members to the Board**

- 19.1 Any individual aged eighteen (18) years or older may be nominated for election to the Board of Directors, provided they:
- (a) are not bankrupt;
  - (b) are not a person whose estate is liable to be dealt with under a law relating to mental health;
  - (c) declare any direct or indirect interest in any contract or proposed contract with WAI; and
  - (d) are members of a Member Organisation.
- 19.2 Nominations for the election of Board members must:
- (a) be made in writing by a Member and accompanied by the written consent of the nominee (which may be endorsed on the form of nomination);
  - (b) Clearly state the position the candidate is nominating for and
  - (c) be delivered to the Secretary of WAI on or before the closing date for nominations.
- 19.3 The closing date for nominations shall be not less than twenty-eight (28) days before the date:
- (a) of a meeting at which an election is proposed to be held; or
  - (b) upon which ballots are due to be returned if an election is to be held without a meeting).

A person may be nominated at any time before the closing date for nominations. The Secretary shall cause a call for nominations to be prominently displayed on the Internet website of WAI and to be sent to the secretary of each Member (where possible, in both cases at

least one (1) month before the date upon which the notice calling an annual general meeting is dispatched).

- 19.4 A statement of not more than 100 words in support of the candidate must accompany nominations of candidates for election to the Board together with a photograph (optional) of the candidate of not larger than three centimeters by three centimeters may be included for reproduction in the information to be circulated to Members under Rule 32.
- 19.5 A Board member is eligible for re-election unless he or she has served three consecutive terms in office, whether or not holding the same position on the Board.
- 19.6 Directors who have served three consecutive terms must stand down for a period of two (2) years before being eligible for re-election to the Board.
- 19.7 The Secretary must cause each candidate's statement received with his or her nomination to be circulated to Members with the notice of a meeting at which elections are to be held (or with ballot papers where an election is to be held without a meeting). The Secretary shall also include a photograph of the candidate of not greater than 3 centimeters by 3 centimeters in size if the candidate provides a photograph (a black and white reproduction of the photograph shall be sufficient). A candidate's statement must not be circulated if it is defamatory or otherwise contrary to law. If a statement is not provided, or is provided but not circulated, the material circulated to Members with the notice of meeting or ballot papers must include a note to that effect.
- 19.8 If insufficient nominations are received to fill all vacancies on the Board, further nominations may be received at the annual general meeting.
- 19.9 A candidate, even if unopposed, must receive a simple majority of votes to be elected
- 19.10 A candidate may only nominate for election to one position at each meeting. This is a direct election for each position.
- 19.11 The ballot paper for the election of the Board members other than the "General Director" shall:
  - (a) set out the name of each candidate;
  - (b) the position they are nominating for;
  - (c) state that each Member may only vote for one candidate as this is a direct election; and

- (d) the Member Representative shall indicate their order of preference with the number “1” indicating their first preference.
- 19.12 For each elected position, the Member Representatives votes shall be counted initially according to the indicated first preference on each valid ballot paper. If no candidate receives a simple majority of votes, the candidate with the fewest votes shall be excluded and a new ballot shall be held amongst the remaining candidates. However, if at any stage there are two or more candidates with the same number of fewest votes, the new ballot shall be held without excluding those candidates. This process shall be repeated until one candidate achieves a simple majority at which point that candidate is elected.
- 19.13 Subject to the provisions for casual vacancies and earlier retirement or removal of Directors, each Director shall hold office for three (3) years and is eligible for re-election subject to having the required qualifications and complying with the job description.
- 19.14 Directors positions will be elected at each annual general meeting. No person may hold office beyond the third annual general meeting after his or her election without having been re-elected.
- 19.15 Directors will be elected every year on a rotational basis. An election will be held every year.
- 19.16 At the first AGM after the adoption of this constitution Directors will be elected as follows:
- (a) Assistant Secretary and Financial Officer for a one year term;
  - (b) Treasurer and Vice President, for a two year term.
  - (c) President, Secretary and General Director for three years.

**20. Secretary**

- 20.1 The Secretary of WAI must keep minutes of the resolutions and proceedings of each general meeting and each Board meeting together with a record of the names of persons present at the respective meetings.
- 20.2 The Secretary of WAI must keep all registers required by law. Without limiting this Sub-Rule, the Secretary shall keep and update a register of disclosures of interests by Committee members, the Governance Manual and the Delegations Manual, each of which shall form part of the books of WAI.
- 20.3 A full description of the roles and responsibilities of the Secretary will be kept in the Governance manual of the WRESTLING AUSTRALIA.

20.4

**21. Treasurer**

21.1 The Treasurer of WAI must:

- (a) collect and receive all moneys due to WAI and make all payments authorised by WAI;
- (b) keep correct accounts and books showing the financial affairs of WAI with full details of all receipts and expenditure connected with the activities of WAI; and
- (c) prepare the financial statements of WAI in accordance with the Regulations as if WAI were a prescribed association under the Act.

21.2 A full description of the roles and responsibilities of the Treasurer will be kept in WAI's Governance Manual.

**22. The Public Officer**

22.1 The Public Officer is the main WRESTLING AUSTRALIA contact with Victorian Consumer Affairs. The Public Officer shall be appointed and removed by the Board. The Public Officer may hold any other office in WAI.

22.2 A person cannot be the Public Officer of WAI unless the person:

- (a) consents to being named as the Public Officer of WAI; and
- (b) has attained the age of eighteen (18) years; and
- (c) is resident in the State of Victoria.

22.3 Where the office of Public Officer of WAI at any time becomes vacant, the Board shall, within fourteen (14) days after the vacancy arises, appoint a person to fill the vacancy.

22.4 The Board may by resolution remove the Public Officer of WAI from office.

22.5 The requirements of the Public Officer are as follows:

- (a) lodge Annual Statements with the Registrar within one (1) month of the Annual General Meeting;
- (b) notify of an appointment of a new Public Officer or a change of Public Officer's address within fourteen (14) days;
- (c) notify the Registrar of a change of WAI's registered address within fourteen (14) days of the change;

- (d) apply to the Registrar for approval to alter the statement of purposes or rules (constitution) within twenty-eight (28) days after the alteration was passed by special resolution;
- (e) apply to the Registrar for the approval of a change of name within one (1) month after passing a special resolution to change WAI's name; and
- (f) notify the Registrar of a special resolution relating to the winding up and distribution of assets of WAI within twenty-eight (28) days of passing the resolution.

### **23. The Chief Executive Officer**

23.1 A Chief Executive Officer ("the CEO") may be appointed by the Board for such term and on such conditions as the Board reasonably considers fit.

23.2 The CEO shall:

- (a) as far as practicable attend all Board meetings and Council meetings and may present reports (but shall not be entitled to participate in debates or vote);
- (b) prepare the notice of and agenda for all Board meetings and all Council Meetings;
- (c) ensure that minutes of the proceedings of all Board meetings and Council Meetings are recorded and prepared;
- (d) regularly report to the Board on the activities of, and issues relating to, WAI;
- (e) attend to the day-to-day supervision, operation and administration of the activities of WAI; and
- (f) attend to the supervision and accountability of staff.

23.3 Subject to the Act, this Constitution, the By-Laws and any directive of the Board, the CEO has power to perform all such things as appear necessary or desirable for the proper management and administration of the strategic plan and fully costed annual operational plan.

23.4 The CEO, in consultation with the Board, may employ such office personnel as are deemed necessary from time to time. Such appointments shall be for such period and on such conditions as the CEO and the Board determine.

23.5 The CEO and office personnel have no authority to act on behalf of WAI by virtue of his or her or their position alone. The CEO and office personnel must act in accordance with the delegation powers set by the Board.

- 23.6 The CEO shall not be a Director or Member Representative nor hold any voting power.
- 23.7 The Board shall inform the CEO upon his or her appointment of all responsibilities and duties', ensuring the CEO has a direct line manager. This role would normally fall to the President or Secretary.
- 23.8 A full description of the roles and responsibilities of the CEO will be kept in WAI's Governance Manual.

#### **24. Vacancies on the Board**

- 24.1 In addition to the circumstances (if any) in which the office of a Director becomes vacant by virtue of the Corporations Act, the office of a Director becomes vacant if the Director:
- (a) dies;
  - (b) becomes bankrupt or;
  - (c) becomes a person whose estate is liable to be dealt with under a law relating to mental health;
  - (d) resigns his office in writing to WAI;
  - (e) is absent without the consent of the Board from all meetings held during a period of six (6) months;
  - (f) holds any office of profit under WAI;
  - (g) is directly or indirectly interested in any contract or proposed contract with WAI and fails to declare the nature of his interest;
  - (h) accepts an executive position with an Member Association; or
  - (i) is removed from office by resolution.
- 24.2 Any casual vacancy occurring in the office of Director may be filled by calling for nominations and conducting a ballot of Board members in similar manner to the elections held at annual General meetings. Any such vacancy shall only be filled for the remainder of the original term of office for that position.
- 24.3 In the event of a casual vacancy or vacancies in the office of a Director, the remaining Directors may act provided a quorum is met.
- 24.4 In the event that a Director is no longer able to complete the tenure of their appointed position, the Board may make recommendation to the Council to hold an election to replace the said Director for the remaining period of the term of office.

## **25. Board meetings and quorums**

- 25.1 The Board shall meet as often as is deemed necessary in every Financial Year for the dispatch of business and may adjourn and, subject to this Constitution, otherwise regulate, its meetings as it thinks fit. Any Director may at any time convene a meeting of the Board within a reasonable time.
- 25.2 Subject to this Constitution, a simple majority of the Board shall determine questions arising at any meeting of the Board.
- 25.3 A resolution proposed by facsimile or electronic mail and assented to via facsimile or electronic mail by a simple majority of the Directors shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held, provided that the proposed resolution shall be accompanied by a statement explaining the purpose and effect of the resolution.
- 25.4 Without limiting the power of the Board to regulate their meetings, a meeting of the Board may be held where one or more of the Directors is not physically present at the meeting, provided that:
- (a) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication;
  - (b) notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board;
  - (c) in the event that a failure in communications prevents clause (a) from being satisfied by a quorum of Directors then the meeting shall be suspended until clause (a) is satisfied again. If such is not satisfied within fifteen (15) minutes from the interruption the meeting shall be deemed to have terminated; and
  - (d) no meeting shall be invalidated merely because no Director is physically present at the place for the meeting specified in the notice of meeting.
- 25.5 At meetings of the Board the number of Directors required to constitute a quorum is three (3) Directors.

## **26. By-Laws and Competition Rules**

- 26.1 The Board may from time to time publish by-laws and competition rules consistent with this Constitution for the proper conduct of events under the auspices of WAI or its Members.

- 26.2 The Board may from time to time amend the by-laws and competition rules, provided that any amendment shall not become effective until it has been published on the internet website maintained by WAI and sent to the secretary of each Member.
- 26.3 By-laws and competition rules may be altered, amended, changed, deleted, repealed or rescinded by a simple majority of votes cast at a general meeting, where notice of the intention to move a resolution to that effect has been given in accordance with this Constitution.
- 26.4 It is a condition of membership of WAI that each Member shall comply with the by-laws and competition rules in events it organises or participates in. Any Member, which organises an event, shall seek to encourage awareness and compliance with the by-laws and contest rules by participants.
- 26.5 The Board in making or amending by-laws or competition rules shall have regard to:
- (a) fairness;
  - (b) best practice in the administration of the sport;
  - (c) the rules of wrestling in international competition;
  - (d) encouraging participation by persons of differing ages and skills at appropriate levels of competition;
  - (e) promoting opportunities for all genders to participate in the sport by making a range of competitions available;
  - (f) prohibiting the use of banned substances;
  - (g) recognising the rulings of international and national sporting organisations; and
  - (h) other considerations relevant to the promotion and administration of the sport.
- 26.6 The Board may waive the application of a by-law or competition rule if a by-law or competition rule is in conflict with a rule, requirement or similar of an international sporting body recognised by WAI.

## **27. Delegation By Board to subcommittees**

- 27.1 All authority rests with the Board itself (as a body). The Board may establish sub-committees ensuring appropriate terms of reference are in place. The role of a sub committee is advisory with recommendations being ratified by the Board. The Board shall monitor the performance of sub-committees in relation to these terms of reference.

- 27.2 The Board may dissolve any sub-committee upon completion of its stated roles and responsibilities or if the sub committee acts outside its stated terms of reference.
- 27.3 The Board may delegate powers to other persons, whether individually or as a body, to be exercised for the benefit of WAI and give those persons the authority to undertake appropriate tasks or revoke any delegated power or authority.
- 27.4 Without limiting the proper purposes for which the Board may delegate powers or give authority to sub-committees or other persons, the Board may, and where reasonable shall, endeavour to delegate powers and authority to suitably qualified persons for the benefit of WAI, its administration and its operations.
- 27.5 Any delegation of power or authority shall be in writing made pursuant to a resolution of the Board. Each delegation shall be clearly documented in a Delegations Manual to be kept up to date by the Secretary and be available for perusal by Members freely. Every delegation shall require in writing that the delegate or delegates shall:
- (a) act in accordance with this Constitution, the Act and the Regulations;
  - (b) promote the objectives of WAI;
  - (c) advance the sport of wrestling;
  - (d) not incur costs or liabilities for WAI without the express, prior written authorisation of the Board; and
  - (e) give maximum recognition and effect to the spirit and intention of any policies and guidelines adopted by the Board from time to time.
- 27.6 When establishing any sub-committee, the Board of WAI shall specify the sub-committee's terms of reference including, at a minimum:
- (a) the purpose of the sub-committee;
  - (b) the authority delegated to the sub-committee;
  - (c) the sub-committee's composition, including the appointment on the chair;
  - (d) reporting requirements; and
  - (e) delineation of the role of the sub-committee and the role of management.

## *Part 4 – The Council*

### **28. The Council**

28.1 Each Member may appoint in writing two Representatives for a term of twenty-four (24) months, such term expiring at the completion of the relevant Annual General Meeting. At the Annual General meeting, Members must notify WAI of their elected representative for the next coming year. It is envisaged that Members would adopt a staggered rotation process to support succession planning with their Representatives.

- (a) The notice of appointment will be accompanied by written acceptance of appointment signed by the nominated representative and a certified copy of a minute of the board or committee of the Member confirming the appointment of the representatives.
- (b) When accepting appointment each representative shall confirm in writing that he or she agrees to be bound by this Constitution
- (c) The Representative may attend any general meeting of WAI.
- (d) A Member may withdraw the appointment of any such representative by written notice to the Secretary of WAI. A Member may nominate a replacement Representative in the event that the elected Representative is unavailable to attend a specific meeting, but notification of the replacement must be received prior to the commencement of the specific meeting.

28.2 A person appointed as a Representative:

- (a) must be a member of the Organisation which appoints them; and
- (b) must be authorised by their Member Organisation to make decisions at Council Meetings.

28.3 A person cannot be appointed as a Representative if he or she is a member of the Board.

28.4 Member Representatives will act as an intermediary between the broad membership of the sport and the Board of WAI. In particular, the Member Representatives will participate in the process of the creation of the strategic plan and monitoring its implementation by the Board of WAI. To facilitate this, the Board will be required to provide reports to the Member Representatives, and to participate in direct discussions arranged by the Board where practicable.

- 28.5 Each Member Organisation shall advise the Board in writing of its appointed Representatives name, contact details and period of appointment prior to any Council Meeting.

### ***Part 5 – General Meetings***

#### **29. Annual General Meetings**

- 29.1 The Board may determine the date, time and place of the annual general meeting of WAI, which shall be held in a State or Territory capital no later than December 15<sup>th</sup> of each calendar year.
- 29.2 The notice convening the annual general meeting must specify that the meeting is an annual general meeting and sent to Members and their Representatives at least twenty-eight (28) days prior to the Annual General Meeting.
- 29.3 The Treasurer of WAI must prepare and send to Members, at least twenty-eight (28) days prior to the annual general meeting, a proposed budget (setting out income and expenditure) for the following year. The proposed budget must specifically recommend fees, dues and levies to be paid by Members, and must be submitted for formal adoption at the annual general meeting.
- 29.4 The ordinary business of the annual general meeting shall be:
- (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
  - (b) to receive from the Board reports upon the transactions of WAI during the last preceding financial year; and
  - (c) to elect Board members as required; and
  - (d) to receive and consider the statement submitted by WAI in accordance with section 30(3) of the Act; and
  - (e) to appoint an auditor; and
  - (f) ratify the strategic plan .
- 29.5 The annual general meeting may conduct any special business of which notice has been given in accordance with this Constitution.
- 29.6 Following the AGM, the Public Officer must submit all appropriate compliance requirements to the Victorian Justice Department within the required time frames

### **30. Special General Meetings**

- 30.1 In addition to the annual general meeting, any other general meeting may be held in the same year.
- 30.2 All general meetings other than the annual general meeting are special general meetings.
- 30.3 The Board may, by resolution, convene a special general meeting of WAI.
- 30.4 If, but for this Sub-Rule, more than fifteen (15) months would elapse between annual general meetings, the Board must convene a special general meeting before the expiration of that period.
- 30.5 The Board must, on the request in writing of not less than one third of the total number of Member Representatives, convene a special general meeting of WAI.
- 30.6 The request for a special general meeting must:
- (a) state the objects of the meeting; and when pre voting occurs, the motion to be voted on;
  - (b) be signed by the Member Representatives and or Board requesting the meeting; and
  - (c) be lodged with the Secretary and the registered office of WAI for appropriate notification to Members and their Representatives.
- 30.7 If the Board does not cause a special general meeting to be held within one (1) month after the date on which the request is sent to the address of the Secretary and the registered address of WAI, the Member Representatives making the request, or any of them, may convene a special general meeting to be held not later than three (3) months after that date.
- 30.8 The Secretary must send to each Member and Member Representative the notice of general meeting under Rule 32 and any relevant ballot papers.
- 30.9 No business other than that set out in the notice convening the meeting may be conducted at the meeting.

### **31. Special Business**

- 31.1 All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under this Constitution as ordinary business of the annual general meeting, is deemed to be special business.

## **32. Notice of Meetings**

- 32.1 The Secretary of WAI, at least fourteen (14) days, or if a special resolution has been proposed at least twenty-one (21) days, before the date fixed for holding a meeting of WAI, must cause to be sent to each Member and to Member Representatives, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting, together with any relevant ballot papers to enable each Member to vote on each resolution proposed for consideration at the meeting.
- 32.2 Notice may be sent:
- (a) by prepaid post to the address appearing in the register of Members and Member Representatives; or
  - (b) if the Member requests, by facsimile transmission or electronic transmission.
- 32.3 No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- 32.4 A Member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

## **33. Quorum at Council meetings**

- 33.1 No item of business may be conducted at a meeting unless a quorum of Member Representatives entitled under this Constitution to vote is present at the time when the meeting is considering that item.
- 33.2 Not less than fifty per centum (50%) of Member Representatives, personally present (being Representatives entitled under this Constitution to vote at a meeting) constitute a quorum for the conduct of the business of a meeting.
- 33.3 If, within half an hour after the appointment time for the commencement of a meeting, a quorum is not present: the meeting shall stand adjourned to the same day in the next month at the same time and (unless another place and time is specified by the Chairperson at the time of the adjournment or by written notice to Members given before the day to which the meeting is adjourned) at the same place.
- 33.4 If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the meeting must be dissolved.
- 33.5 A Council meeting may be held where one (1) or more of the Member Representatives is not physically present at the meeting, provided that:

- (a) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication;
- (b) notice of the meeting is given to all the Members and Member Representatives entitled to notice in accordance with Rule 32;
- (c) in the event that a failure in communications prevents paragraph (a) from being satisfied by a quorum of Member Representatives then the meeting shall be suspended until paragraph (a) is satisfied again. If such is not satisfied within fifteen (15) minutes from the interruption the meeting shall be deemed to have terminated; and no meeting shall be invalidated merely because no Member Representative is physically present at the place for the meeting specified in the notice of meeting.

**34. Presiding at meetings**

- 34.1 The President of WAI, or in the President's absence, the Vice President of WAI, shall preside as chairperson at each general meeting of WAI.
- 34.2 If the President of WAI and the Vice president of WAI are absent from a general meeting, or are unable to preside, the Member Representatives present must select one of their number to preside as chairperson.

**35. Adjournment of Meetings**

- 35.1 The person presiding may, with the consent of a majority of the Member Representatives present at the meeting, adjourn the meeting from time to time and place to place.
- 35.2 No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 35.3 If a meeting is adjourned for fourteen (14) days or more, notice of the adjourned meeting must be given in accordance with Rule 32.

**36. Attendance and Voting at Meetings**

- 36.1 Upon any question arising at a general meeting of WAI, a Member Representative has one vote only.
- 36.2 Directors and Associate Members are entitled to attend and speak (but not vote) at any annual general meeting or general meeting of WAI.

- 36.3 All votes must be given personally. A ballot vote is deemed to have been given personally if cast at the meeting or given to WAI under Rule 37.
- 36.4 In the case of an equality of voting on a question, the Chairperson of the meeting shall not be entitled to exercise a second or casting vote and the motion is lost.
- 36.5 A Member Representative is not entitled to vote at a general meeting unless all monies due and payable by the Member to WAI have been paid, other than the amount of the annual subscription payable in respect of the current financial year.
- 36.6 All resolutions required to be voted upon at a general meeting shall be voted upon by ballot in accordance with Rule 37.
- 36.7 If a question arising at a general meeting of WAI is to be determined on a show of hands (and subject always to Rule 37 when a ballot is required by this Constitution):
- (a) a declaration by the Chairperson that a resolution has been:
    - (i) carried; or
    - (ii) carried unanimously; or
    - (iii) carried by a particular majority; or
    - (iv) lost; and
  - (b) an entry to that effect in the minute book of WAI is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

### **37. Ballots**

- 37.1 A ballot may be cast by a Member Representative eligible to vote upon a resolution:
- (a) by being cast in person at the meeting (including at such places as the meeting is held if held simultaneously at more than one place); OR
  - (b) by a completed ballot paper being given to WAI by post or electronic means in accordance with this Rule.
- 37.2 Each notice of general meeting shall state prominently the address to which ballot papers are to be returned, and the closing date for return of ballot papers.
- 37.3 When sending a notice of general meeting to Members and their representatives the Secretary will as required also send:

- (a) the applicable ballot paper or ballot papers;
  - (b) if sending in hard copy, an envelope which the Member is to sign or endorse to confirm his or her identity when enclosing and returning completed ballot papers; and
  - (c) a reply paid or stamped envelope or return email address.
- 37.4 The Secretary shall ensure that where ballot papers are issued they are endorsed (by initials or other appropriate method) so that ballot papers received can be verified as being the ballot papers distributed with the notice of meeting.
- 37.5 The Secretary must keep a register of the names of all persons to whom ballot papers are sent in which shall be recorded the date upon which returned ballot papers are received and whether adequate confirmation of the identity of the Member representative casting his or her vote (by signature or other acceptable means of endorsement) was received with the returned ballot.
- 37.6 The Secretary may, and shall if requested seek an independent person to act as returning officer in respect of any ballot.
- 37.7 Ballots shall be conducted in such a way as the identity of the Member Representative casting a vote can be established but is not recorded on or referable to the ballot paper itself.
- 37.8 Only ballots confirmed as actually received before a general meeting from a Member Representative who is eligible to vote on a resolution but cannot attend shall be included in the votes cast in respect of that resolution.
- 37.9 If ballot papers are issued, the motion can only be passed in the form stated on the ballot – there can be no amendments.
- 37.10 All ballot papers received (whether or not validly casting a vote) shall be made available for inspection at each general meeting.
- 37.11 All ballot papers in respect of which the identity of the Member Representative casting his or her vote is adequately received and confirmed at the address stated in the notice of meeting, the registered address of WAI and/or the address of the Secretary shall be counted promptly and the result of each ballot made known as soon as practicable. Adjournment of a general meeting shall not suspend the counting of a ballot or the announcement of the result.
- 37.12 All ballot papers, reply envelopes and envelopes which contained ballot papers received, together with records of receipt, confirmation and counting of ballots shall form part of the records of WAI, to be kept in accordance with Rule 43 for a minimum of seven (7) years.

37.13 The auditor shall be entitled to inspect and copy any ballot papers, reply envelopes, envelopes which contained ballots, records of receipt, confirmation, counting and any other documents or materials in respect of any ballot, whether or not the auditor is appointed as the returning officer.

37.14 This Rule does not affect any rule of law relating to the assent of members not given at a general meeting

**38. Appointment of Proxies**

38.1 Voting by proxy is not permitted.

**Part 6- Miscellaneous**

**39. Indemnity**

39.1 To the extent permitted by law, Board members, Representatives, Council, trustees of property of WAI, persons employed by WAI, and (where the terms of delegation specify this Rule is to apply) persons to whom power or authority is delegated in accordance with this Constitution (including but not only members of sub-committees) shall be indemnified out of the funds and property of WAI, against any liability lawfully incurred by him or her in performing the duties of his or her office, trusteeship, employment or role, provided that any expenses are duly authorised by the Board or are provided for in the applicable terms of employment or delegation.

**40. Funds**

40.1 Two (2) members of the Board must sign all cheques, drafts, bills of exchange, bank transfers, promissory notes and other negotiable instruments.

40.2 The funds of WAI shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Board determines.

**41. Audit**

41.1 At each annual general meeting of WAI, the Member Representatives shall appoint an independent auditor for WAI. The current auditor is eligible for reappointment provided the requirements of this Rule and the Act are met. Only persons permitted to be an auditor of an incorporated association, which is a prescribed association under the Act, may be appointed, regardless of whether or not WAI is a prescribed association within the meaning of the Act at the relevant time.

41.2 The person or entity shall hold office as auditor until the next annual general meeting. If an appointment is not made at an annual general meeting, the Board shall appoint an auditor as soon as practicable after

the annual general meeting. It is the responsibility of the Board to ensure that an effective audit process is implemented and completed.

41.3 The auditor shall report all matters in accordance with mandatory legislative reporting standards and at a minimum state:

- (a) whether the auditor obtained all information necessary; and
- (b) whether in the auditor's opinion the accounts were properly drawn up so as to exhibit a true and accurate view of the financial position of WAI.
- (c) The auditor has the right of access to the accounts, books, records, vouchers and documents of WAI (including but not only ballot papers) and may require from any Board member (whether current or past) such information and explanations as may be necessary for the performance of their duties as an Auditor.

#### **42. Common Seal**

42.1 The common seal of WAI (if any) must be kept in the custody of the Secretary.

42.2 The common seal must not be affixed to any instrument except by the authority of the Board and the affixing of the common seal must be attested by the signatures either of two members of the Board or of one member of the Board and of the public officer of WAI.

#### **43. Custody and Inspection of books**

43.1 Except as otherwise provided in this Constitution, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of WAI.

43.2 All accounts, books, securities, records and any other relevant documents of WAI must be available for inspection free of charge by any Member or the auditor upon request.

43.3 A Member or the auditor may make a copy of any books, securities, records and any other relevant documents of WAI.

#### **44. Winding Up**

44.1 In the event of the winding up or the cancellation of the incorporation of WAI, the assets of WAI must be disposed of in accordance with the provisions of the Act.

44.2 For the removal of doubt, upon winding up or dissolution of WAI (whether or not voluntary) distribution of the assets to the members is prohibited. To the extent permitted by law, any money or property shall be given or transferred to some other association, institution or

body having objects similar in principle to those of WAI (provided the laws applying to that other body, or the constitution or other constituent documents of that other body also prohibit the distribution of its income and property among its Members and Committee). The recipient body may be determined by the Members at or before the time of the dissolution in accordance with the Act.

APPENDIX 1

APPLICATION FOR MEMBERSHIP OF  
WRESTLING AUSTRALIA INCORPORATED

**Note: This Form is only to be used by an Organisation wishing to represent wrestling in its respective State or Territory with the Wrestling Australia Incorporated**

**FOR REGISTRATION OF *[insert name of Organisation]***

..... (name of applicant)

of ..... (address)

*[specify legal status – eg an incorporated association registered under the Associations Incorporation Act of [State/Territory] or as applicable]*

*[include ABN or registration number, if any]*

(“the Applicant”) desires to become a Member of the Wrestling Australia Incorporated (“WAI

The Applicant acknowledges receipt of WAI’s Constitution and in the event that it is granted membership, the Applicant agrees to be bound by the Constitution of WAI.

Signature of person authorised by the Applicant to make this application:

.....

Date: .....

**APPLICATION FOR ASSOCIATE MEMBERSHIP OF  
WRESTLING AUSTRALIA INCORPORATED**

**Note: This Form is for individuals, organisations and clubs only, and is not for use by an Organisation wishing to represent its respective State or Territory**

..... (name of applicant)

of .....

..... (address)

ABN (if applicable).....

*[Please specify legal status – eg an incorporated association registered under the Associations Incorporation Act of [State/Territory] or as applicable]*

(“the Applicant”) desires to become an Associate Member of the Wrestling Australia Incorporated (“WAI”).

The Applicant acknowledges it has had an opportunity to consider WAI’s Constitution and in the event that it is granted membership, the Applicant agrees to be bound by the Constitution of WAI.

Whilst the Applicant may attend any meeting of WAI, the Applicant acknowledges that Associate Membership with WAI does not entitle it to vote at any meeting of wai.

Signature of Applicant or signature of person authorised by the Applicant to make this application:

.....

Date: .....

**NOMINATION FOR ASSOCIATE MEMBERSHIP OF  
WRESTLING AUSTRALIA INCORPORATED**

**Note: This Form is for persons to nominate individuals, organisations and clubs only,  
and is not for use by an Organisation wishing to represent its respective State or  
Territory**

I, ..... (name)  
being a:

- Associate Member of WAI and a member of *[insert name of Recognised State or Territory Body]* ; or
- member of *[insert name of Recognised State or Territory Body]*

Personally know the Applicant and hereby nominate the Applicant for Associate Membership with WAI.

Signature of person nominating:

.....

Date: .....

AND

I, ..... (name)  
being a:

- Associate Member of WAI and a member of *[insert name of Recognised State or Territory Body]* ; or
- member of *[insert name of Recognised State or Territory Body]*

know the Applicant and second the nomination for Associate Membership with WAI.

Signature of seconder:

.....

Date: .....

**APPLICATION FOR REGISTRATION WITH THE  
WRESTLING AUSTRALIA INCORPORATED**

**Note: This Form is for persons to register with the Wrestling Australia Incorporated**

..... (name of applicant)

of ..... (address)

("the Applicant") desire to be registered with the Wrestling Australia Incorporated ("WAI").

The Applicant acknowledges it has had an opportunity to consider WAI's Constitution and upon registration, the Applicant agrees to be bound by the Constitution of WAI.

Upon registration the Applicant may not attend any meeting of WAI.

Signature of Applicant:

.....

Date: .....

**APPENDIX 2**  
**FEE AMOUNTS**  
**(Members)**

Entrance fee \$

Annual subscription fee \$

Registration fee \$