



Wrestling Australia Limited

CONSTITUTION

(ACN 644 021 545)

As adopted: 16th August 2020

Approved WRESTLING AUSTRALIA Board: 16th August 2020

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WRESTLING AUSTRALIA LIMITED

CONSTITUTION

PART 1 - PRELIMINARY

1. Name

- 1.1 The name of the company is “Wrestling Australia Limited”, in this Constitution called “**WA Ltd**”.

2. Definitions

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

"Act" means the *Corporations Act 2001* (Cth);

“ Advisory Committee” means the Committee formed under Rule 31;

“Appointed Director(s)” means a Director (or Directors) appointed under Rule 23.4

"Associate Club Member" means a member that is approved for Associate Club Membership as provided under Rule 12B;

"Associate Membership" means the membership status granted individuals or organizations as provided under Rule 12B;

“Associated Styles” means Associated Wrestling Styles as identified by United World Wrestling.

"Board" means the board of directors of WA Ltd constituted under this Constitution;

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

"Council Meeting" means a Council Meeting convened by the Council under Rule 34;

"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 WA Ltd under Rule 23 and includes both a General Director and any Appointed Director(s);

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

"General Director" means an office bearer of WA Ltd under Rule 23 but does not include any Appointed Director(s);

"General meeting" means a general meeting of Members convened in accordance with Rule 34;

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

"Individual WA Ltd Member" means a person that has an Individual WA Ltd Membership under Rule 13

"Life Member" means a person that is approved for Life Membership under Rule 15;

"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;

"Policies" means a Policy that is adopted under Rule 21;

"Regulations" means regulations under the Act;

"Relevant Documents" means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of WA Ltd and includes the following:

- (a) Its membership records;
- (b) Its financial statements;
- (c) Its financial records;
- (d) Records and documents relating to transactions, dealings, business or property of WA Ltd;

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

"Secretary" means the public officer of WA Ltd;

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

- (a) at a Special General Meeting of WA Ltd 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.

"Sporting Power" means the power that is delegated to WA Ltd by United World Wrestling for the exclusive control and management of the sport of Wrestling and Associated Styles in Australia in accordance with United World Wrestling's rules and regulations.

"State Member" means the sole Organisation appointed as a member of WA Ltd in each respective State and Territory;

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

"Strategic plan" refers to the plan outlining the strategic direction of WA Ltd

"United World Wrestling" refers to the international governing body of Amateur Wrestling.

"WAI" refers to Wrestling Australia Incorporated

"WA Ltd" refers to Wrestling Australia Limited

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

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

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. Replaceable Rules

3.1 The replaceable rules in the Act do not apply to WA Ltd.

4. Headquarters

4.1 The headquarters of WA Ltd shall be:

- (a) until the Members determine a place at an annual general meeting (AGM), 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 AGM of WA Ltd.

If current headquarters of WA Ltd cease to be available to WA Ltd, the Board shall promptly select a place to be the headquarters of WA Ltd pending the next WA Ltd AGM. At that AGM the Council shall determine the place which is to be the headquarters.

5. Limited Liability

5.1 The liability of Members is limited.

5.2 Subject always to Rule 5.3, in the event WA Ltd is wound up, present Members (being Members at the date WA Ltd commences to be wound up) and past Members (being Members at any time during the 12 months immediately preceding the commencement of the winding up), must contribute to WA Ltd's property such monies and other assets necessary to:

- (a) discharge WA Ltd's debts and liabilities at the date WA Ltd is wound up and costs, charges and expenses properly incurred in connection with the winding up; and
- (b) adjust the rights of the contributories among themselves.

5.3 Notwithstanding any other provision of this constitution, no present Member or past Member need contribute more than an aggregate of \$2.00 to the winding up of WA Ltd.

5.4 On a winding up, any monies or other assets of WA Ltd that remain as a surplus must be given to an institution:

- (a) which has objectives similar to WA Ltd's objectives;
- (b) which cannot distribute its income and assets to its Members; and
- (c) is determined by general resolution of Members.

If the Members cannot, or do not so determine an appropriate institution, the Supreme Court of Victoria may do so.

6. The Objectives of WA Ltd

6.1 The objectives of WA Ltd shall be:

- (a) adopt and exercise WA Ltd as the national federation for Wrestling and Associated Styles in Australia and act as the sole Australian affiliated member of UWW in accordance with the Statutes and Regulations;
- (b) conduct, encourage, promote, advance, control and manage all levels of Wrestling and Associated Styles in Australia interdependently with Members and others;
- (c) adopt, formulate, issue, interpret and amend Policies for the control and conduct of Wrestling and Associated Styles in Australia;
- (d) encourage the provision and development of appropriate facilities for participation in Wrestling and Associated Styles;
- (e) maintain and enhance standards, quality and reputation of Wrestling and Associated Styles for the collective and mutual benefit and interest of Members;
- (f) promote the sport of Wrestling and Associated Styles for commercial, government and public recognition and benefits;
- (g) be the only body entitled to prepare and enter Australian teams in international Wrestling and Associated Styles competitions;
- (h) promote, control, manage and conduct Wrestling and Associated Style events, competitions and championships;
- (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.

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

7. Powers and Responsibilities

7.1 WA Ltd 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 and Associated Styles in Australia. As such it shall seek to be recognised by:

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

8. Management of WA Ltd

8.1 The affairs of WA Ltd shall be conducted by:

- (a) The “Board” which subject to the powers of the “Council” set out in the following Sub-Rules shall be the governing body of WA Ltd and which may, subject to this Constitution and the by-laws, exercise all the power of WA Ltd; and
- (b) a body called the “Council” consisting of two (2) State Member Representatives from each State and Territory, appointed under this Constitution, which shall have the power to:
 - (i) elect or dismiss the Board of Directors in the manner prescribed in this Constitution;
 - (ii) amend the Constitution and make, amend or repeal By- laws;
 - (iii) appoint a returning officer;

- (iv) appoint the auditor;
- (v) make recommendations to the Board;
- (vi) receive and consider the financial statements of WA Ltd; and
- (vii) ratify the strategic plan and budget for implementation by the Board.

9. Alteration of Constitution

9.1 This Constitution and the Statement of Purposes of WA Ltd must not be altered except in accordance with the Act.

PART 2 - MEMBERSHIP

A. Membership qualifications

10.1 Membership of WA Ltd may be as:

- (a) an Individual WA Ltd Member;
- (b) a State Member;
- (c) an Associate Club Member; or
- (d) a Life Member.

10.2 (a) An Organisation may apply for membership of WA Ltd in accordance with these Rules.

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

10.3 An Organisation must not be admitted to membership of WA Ltd unless:

- (a) it applies for membership of WA Ltd in accordance with Rule 11;
- (b) it has objectives that align with those of WA Ltd;

- (c) it appoints State Member Representatives in accordance with Sub-Rule 8.1(b);
- (d) it promotes and enforces the policies of WA Ltd and makes these available on its website;
- (e) at all times it acts for and on behalf of the interests of its own members;
- (f) it remains accountable to WA Ltd through fulfilling its obligations under WA Ltd's strategic plan as revised from time to time;
- (g) it provides WA Ltd with copies of its annual report and other documents presented to its members within thirty (30) days of its Annual General Meeting each year;
- (h) it abides by the WA Ltd Constitution and policies as amended from time to time;
- (i) it acts in good faith to ensure the maintenance and enhancement of WA Ltd and the sport of Wrestling and Associated Styles, including the upholding the standards, quality and reputation of WA Ltd and the sport of wrestling;
- (j) it at all times operates with, and promotes trust and confidence between WA Ltd and its own members;
- (k) it works cooperatively with WA Ltd in doing all that is reasonably necessary to assist WA Ltd in the pursuit of its objectives;
- (l) it maintains a database of all clubs, officials and members registered with it and provides a copy of this database to WA Ltd upon request;
- (m) it does not do, or permit to be done, any act or thing which may adversely affect the reputation of WA Ltd and/or the sport of wrestling and Associated Styles;
- (n) its constituent documents are consistent with the objectives of WA Ltd;
- (o) its admission as a State Member is approved by the Council; and
- (p) it adopts, complies with and where appropriate enforces WA Ltd's Anti-Doping Policy as amended from time to time.

11. Application for an Organisation's membership with WA Ltd

- 11.1 An Application for an Organisation's membership with WA Ltd 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 WA Ltd.
- 11.2 As soon as practicable after the receipt of an Application, the Secretary must refer the Application to the Council.
- 11.3 The Council must determine whether to approve or reject the application by special resolution.
- 11.4 If the Council approves an Application for membership of WA Ltd, 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.
- 11.5 The Secretary must, within twenty-eight (28) days after receipt of the amounts referred to in Sub-Rule 11.4, enter the Organisation's name in the register of Members.
- 11.6 An Organisation becomes a Member and is entitled to exercise the rights of membership of WA Ltd when its name is entered in the register of Members.
- 11.7 If the Council rejects an Application for membership of WA Ltd, 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 20.

B Associate Club Membership

- 12.1 The Board may also make available Associate Club Membership status to a sporting club which:
- (a) has objectives which are compatible with those of WA Ltd;
 - (b) has 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 WA Ltd.

12.2 Associate Club Membership status for a sporting club, may be granted by the Board on such terms and conditions as it may see fit following receipt of formal application for such status. The application must be signed by the relevant State Member's Secretary or President and must be accompanied by proof that the sporting club is a member of the State Member.

12.3 Associate Club Membership shall not entitle the Associate Club Member or its representatives to speak or vote at general meetings of WA Ltd or to nominate persons for election to the Board of WA Ltd.

12.4 The appropriate fee for Associate Club Membership shall be determined at the AGM.

12.5 Associate Club Membership may be suspended by the Board. Suspension will result in all rights, privileges, and participation in WA Ltd endorsed events in accordance with Rule 20, being suspended.

12.6 A sporting club that is an affiliated club of a State Member at the date of the adoption of this Constitution will become an Associate Club Member of WA Ltd.

C Individual WA Ltd Membership

13.1. Individual WA Ltd Membership is available to a person that is a State Member and a member of WA Ltd.

13.2 Individual WA Ltd Membership shall not entitle the Member to speak or vote at general meetings of WA Ltd or to nominate persons for election to the Board of WA Ltd.

13.4 The appropriate fee for an Individual WA Ltd Memberships shall be determined at the AGM.

13.5 Individual WA Ltd Membership may be suspended by the WA Ltd Board or by the State Member. Suspension will result in all rights, privileges, and participation in WA Ltd endorsed events in accordance with Rule 20 being suspended.

13.6 A person that is an Individual WA Ltd Member at the date of the adoption of this Constitution will remain an Individual WA Ltd Member.

14. Recognition of membership

- 14.1 It shall be a condition of membership as a State Member that if a State Member's Constitution, rules or other constituent documents of such State Member is/are amended, the State Member shall provide a certified copy of the amended document to the Secretary of WA Ltd within seven (7) days of such amendment.
- 14.2 If in the reasonable opinion of the Board of WA Ltd a State Member's Constitution rule or other constituent documents or amendments thereto is inconsistent with the objectives of WA Ltd, the Board shall seek to consult with the State Member in good faith about what, if any, corrections should be made to the document. If the Board and the State 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 19 of this Constitution.
- 14.3 The Board may discontinue or suspend recognition of a State Member in accordance with Rule 20 of this Constitution.
- 14.4 It shall be a condition of membership that the State Member shall comply with, and that WA Ltd shall require compliance with this Constitution and WA Ltd's by-laws and competition rules and that it shall seek to encourage awareness and compliance with this Constitution WA Ltd's by-laws and competition rules by its members.
- 14.5 Directors are not Individual WA Ltd Members solely by virtue of their membership of the Board.
- 14.6 An Organisation which is the sole State or Territory entity with membership of WAI as at the date of adoption of this Constitution becomes a State Member (subject to this Constitution) until the date upon which the next annual subscription would be payable under the WA Ltd By-Laws.

15. Life Membership

- 15.1 Life Membership is the highest honour that can be bestowed by WA Ltd for longstanding and valued service to the sport of Wrestling and Associated Styles in Australia.
- 15.2 Any Member of WA Ltd may forward a proposed nomination to the Directors of WA Ltd for its consideration for Life Membership.
- 15.3 On the nomination of the Directors, any individual may be elected as a Life Member at any AGM by Special Resolution.
- 15.4 Nominations for Life Membership shall include a written report outlining the history of service of the nominee, together with comments on the suitability of the honour.

15.5 The WA Ltd policy of Life Membership will set out:

- a) the categories of Life Membership which exist;
- b) the criteria to be met by each category of Life Member; and
- (c) the privileges and benefits of each category of Life Member which shall include the right to receive notice and attend, but not the right to vote at, General Meetings.

15.6 A person may be posthumously recognised as a Life Member.

16. Cessation of Membership

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

16.2 After the expiry of the period referred to in Sub-Rule 16.1:

- (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.

16.3 Written notice of resignation by a State Member provided in accordance with Sub-Rule 16.1 above, must be accompanied by a copy of the resolution carried by that State Member at a general meeting, resolving that the State Member resigns from membership with WA Ltd.

17. Membership entitlements not transferable

17.1 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 WA Ltd.

18. Register of members

18.1 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 State Member Representatives;
- (d) which State 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.

18.2 The register is available for inspection free of charge by any State Member Representative or any Member upon request on conditions that the use of information in the register is consistent with all the objectives of WA Ltd according to Rule 6 hereof and the relevant Privacy legislation.

18.3 Any State Member 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 WA Ltd according to Rule 6 hereof and the relevant Privacy legislation.

19. Resolution of internal disputes

19.1 The grievance procedure set out in this Rule applies to all disputes under this Constitution.

19.2 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.

19.3 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.

19.4 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 WA Ltd 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.

19.5 The mediator cannot be a person who is, a member or a State Member Representative of a State Member if a State Member is a party to the dispute.

The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

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.

19.6 The mediator must not determine the dispute.

19.7 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.

20. Disciplining members

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

- an Individual Member of WA Ltd; or
- a State Member;
- an Associate Club Member; or
- a person who is a member of a State Member or Associate Club Member; or
- an individual who has registered for a WA Ltd endorsed event;

or if a Board member has a reasonable belief that:

- a Member of WA Ltd; or
- a State Member;
- an Associate Club Member; or

- a person who is a member of a State Member or Associate Club Member; or
- an individual who has registered for a WA Ltd 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 WA Ltd; or
 - (c) refused or neglected to comply with or is in breach of WA Ltd's Anti-Doping Policy

the Board may 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 WA Ltd for a specified period and whilst on suspension, the person(s) 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 WA Ltd endorsed events.
- (v) Recommend to the Council the expulsion of the persons or Organisation concerned.

20.2 If the person(s) or Organisation exercises a right of appeal to WA Ltd a meeting of the Board to confirm or revoke a resolution made under Sub-Rule 20.1 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 Sub-Rule 20.3

20.3 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 person(s) or Organisation; and
- (c) stating the date, place, format and time of that meeting; and
- (d) informing the person(s) 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 person(s) or Organisation that, if at that meeting, the Board confirms the resolution made under Sub-Rule 20.1, 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.

20.4 If the person(s) or Organisation exercises a right of appeal to the Council, a meeting of the Council to confirm or revoke a resolution made under Sub-Rule 20.1 must be held not earlier than fourteen (14) days, and not later than twenty-eight (28) days, after notice has been given to the person(s) or Organisation concerned in accordance with Sub-Rule 20.5

20.5 For the purposes of giving notice, the Secretary must, as soon as practicable, cause to be given to the person(s) 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 person(s) 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 person(s) or Organisation; and

- (c) stating the date, place, format and time of that meeting; and
- (d) informing the person(s) 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 person(s) or Organisation that, if at that meeting, the Council confirms the resolution made under Sub-Rule 20.1, the decision is final.

20.6 At a meeting of the Council to confirm or revoke a resolution passed under Sub-Rule 20.1, the Council must:

- (a) give the person(s) or Organisation or appointed Representative, an opportunity to be heard; and
- (b) give due consideration to any written statement submitted by the person(s) or Organisation or Representative; and
- (c) determine by resolution whether to confirm or to revoke the resolution.

20.7 At a general meeting of WA Ltd convened under Sub-Rule 20.5:

- (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 person(s) 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 Sub-Rule 20.1 should be confirmed or revoked.

A resolution made under Sub-Rule 20.1 is confirmed if, at the general meeting, not less than two-thirds of State Member Representatives vote in favour of the resolution. In any other case, the resolution is revoked.

21. Policies

21.1 Making and amending Policies

- (a) In addition to the policies made under clause 10.3(h), 20.1(c) and 15.5, the Directors may from time to time make policies:
 - (i) that are requested 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 these policies.

21.2 Effect of Policies

A Policy:

- (a) is subject to this Constitution
- (b) must be consistent with this Constitution
- (c) when in force, is binding on all Members and has the same effect as a provision in this Constitution; and
- (d) may be overruled if a resolution to that effect is passed by the Members at a General Meeting.
- (e) WAI policies will become WA Ltd policies after the adoption of this Constitution

PART 3A – THE BOARD OF DIRECTORS

22. Powers of the Board

- 22.1 Subject to the Act and this Constitution, the business of WA Ltd shall be governed, and the powers of WA Ltd shall be exercised, by the Board. The Board shall act in accordance with Sport Australia's National Sporting Organisations Governance Principles of Best Practice 2012 (as amended) ("the Governance Principles") and with the objectives of WA Ltd 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 WA Ltd's Governance Manual

- 22.2 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 WA Ltd.
- 22.3 The Board shall be responsible to develop and implement an appropriate strategic plan setting out WA Ltd's broader management strategy, which is to be ratified by the Council. This strategic plan shall be supported by a fully costed annual operational plan.

23. Constitution and membership of the board

- 23.1 Subject to 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) an Assistant Secretary
 - (g) a Financial Officer

The provisions of Rule 24 apply to and in relation to the election of persons to hold the offices referred to above.

- 23.2 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) A Director who has served three (3) consecutive terms must stand down for a period of one (1) year before being eligible for re-election to the Board.
- 23.3 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 30.
- 23.4 The Board may at any time appoint up to two (2) persons to act as Directors based on their special business acumen and/or other technical skills, to be known as Appointed Directors.
- 23.5 A person may only serve two (2) terms as an Appointed Director, but, subject to the Rules of the Constitution, are otherwise eligible to be elected

as a General Director. For the avoidance of doubt, a term for an Appointed Director shall be for a maximum of three (3) years or for a lesser period as otherwise determined by the Board.

- 23.6 The Board may at any time appoint a person to fill a casual vacancy as an Appointed Director on whatever terms it sees fit.
- 23.7 A Board member shall exercise his or her skill and judgment to carry out his or her duties and responsibilities as a Director to the best of his or her ability, and in accordance with all laws and obligations to WA Ltd. A Director is bound to act independently of the views or preferences of a Member.
- 23.8 The WA Ltd Board will at all time strive to have gender balance on the Board.
- 23.9 Each Director must:
- (a) promptly disclose to the Board in writing all financial interests within the meaning of the Act and all actual or potential conflicts of interest concerning WA Ltd, 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 financial 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 or her 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 Board as the case may be shall maintain a register of declared conflicts of interests.

- 23.10 The Board may undertake a yearly performance review process of its management of WA Ltd, and a regular six (6) monthly performance review of the CEO.
- 23.11 Each Director shall hold office until the conclusion of the third AGM 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).
- 23.12 The roles and responsibilities for the office bearers of the Board are to be detailed in WA Ltd's Governance Manual.
- 23.13 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.
- 23.14 An officer of a State Member cannot take up a position of Director until he or she has resigned as an officer of the State Member.
- 23.15 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.
- 23.15 The Board may determine the interests of WA Ltd 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 WA Ltd from time to time.
- 23.16 At the adoption of this Constitution, the current serving Directors will continue in their respective roles until the completion of their current respective terms.

24. Election of members to the Board

24.1 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 WA Ltd; and
- (d) are members of a State Member.

24.2 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.

24.3 Directors positions will be elected at each AGM. No person may hold office beyond the third AGM after his or her election without being re-elected.

24.4 Save for the circumstance where more than two (2) Directors must stand down in accordance with the By-Laws, a maximum of three (3) Directors will be elected every three (3) years on a rotational basis, based on time served in the current term, with the longest serving Directors being nominated for election.

25. Treasurer

25.1 The Treasurer of WA Ltd must:

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

25.2 A full description of the roles and responsibilities of the Treasurer will be kept in WA Ltd's Governance Manual.

26. The Secretary

- 26.1 The Secretary is the main WA Ltd contact with ASIC and other regulatory authorities. The Secretary may not hold any other office in WA Ltd.
- 26.2 A person cannot be the Secretary of WA Ltd unless the person:
- (a) consents to being named as the Secretary of WA Ltd; and
 - (b) has attained the age of eighteen (18) years; and
 - (c) resides in Australia.
- 26.3 Where the office of Secretary of WA Ltd at any time becomes vacant, the Board shall, within fourteen (14) days after the vacancy arises, appoint a person to fill the vacancy.
- 26.4 The requirements of the Secretary include, but are not limited to:
- (a) ensuring that the necessary registers required by law are established and properly maintained;
 - (b) ensuring that any required annual returns and annual reports are lodged with the appropriate regulator on time; and
 - (c) ensuring the Organisation of, and attend, any meetings of the members and the directors, including the sending out of notices, the preparation of agenda and the compilation of minutes.
- 26.5 An act done by a person acting as a Secretary is not invalidated just because:
- (a) Of a defect in the person's appointment as a Secretary; or
 - (b) The person is disqualified from being a Secretary.
- 26.6 A full description of the roles and responsibilities of the Secretary will be kept in the Governance manual of WA Ltd.

27. Vacancies on the Board

- 27.1 In addition to the circumstances (if any) in which the office of a Director becomes vacant by virtue of the 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 or her office in writing to WA Ltd;
- (e) is absent without the consent of the Board from all meetings held during a period of three (3) months;
- (f) is absent without the consent of the Board for three (3) consecutive Board meetings held during any period of his or her term;
- (g) holds any office of profit under WA Ltd;
- (h) is directly or indirectly interested in any contract or proposed contract with WA Ltd and fails to declare the nature of his interest;
- (i) accepts an executive position with a State Member; or
- (j) is removed from office by resolution.

27.2 Any casual vacancy occurring in the office of Director may be filled by calling for nominations and conducting a ballot of Board members in a similar manner to the elections held at AGMs. Any such vacancy shall only be filled for the remainder of the original term of office for that position.

27.3 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.

27.4 In the event that a Director is no longer able to complete the tenure of their appointed position, the Board may make a recommendation to the Council to hold an election to replace the said Director for the remaining period of the term of office.

27.5 A Director removed from office by resolution cannot be re-elected as a Director within three (3) years of being removed as a Director.

27.6 If a quorum of State Member Representatives is not present to vote on filling a Board vacancy, the Board may vote to fill that position with someone who has been nominated to fill such vacancy in accordance with the nominations rules set out in the Constitution. For each elected position, the Directors' votes shall be counted initially according to the indicated first preference on each valid ballot paper. If no candidates receive 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 achieved a simple majority at which point that candidate is elected. A Director appointed in accordance with this process must have their appointment confirmed by resolution at the next AGM.

28. Board meetings and quorums

- 28.1 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.
- 28.2 Subject to this Constitution, a simple majority of the Board shall determine questions arising at any meeting of the Board.
- 28.3 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.
- 28.4 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.

28.5 At meetings of the Board the number of Directors required to constitute a quorum is 50% of current Directors plus one.

29. By-Laws and Competition Rules

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

29.2 The Board may from time to time alter, make, amend, change, delete, repeal or rescind the by-laws and competition rules, provided that any new by-law or amendment shall not become effective until it has been published on the internet website maintained by WA Ltd and sent to the secretary of each Member.

29.3 It is a condition of membership of WA Ltd that each Member shall comply with the by-laws and competition rules in events it organises or participates in. Any State Member, which organises an event, shall seek to encourage awareness and compliance with the by-laws and contest rules by participants.

29.4 The Board in making or amending by-laws or competition rules shall have regard to:

- (a) Fairness and diversity;
- (b) best practice in the administration of the sport;
- (c) the rules of Wrestling and Associated Styles 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.

29.5 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 WA Ltd.

30. Delegation By Board to subcommittees

30.1 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

30.2 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.

30.3 The Board may delegate powers to other persons, whether individually or as a body, to be exercised for the benefit of WA Ltd and give those persons the authority to undertake appropriate tasks or revoke any delegated power or authority.

30.4 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 WA Ltd, its administration and its operations.

30.5 When establishing any sub-committee, the Board of WA Ltd 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 of a chair;
- (d) reporting requirements; and
- (e) delineation of the role of the sub-committee and the role of management.

31. Advisory Committee

- 31.1 Life members of the WA Ltd shall be invited to form a Committee whose role is to provide advice, guidance, and recommendations to the Board for consideration prior to taking a decision. The Advisory Committee shall:
- (a) develop or review WA Ltd Policies, Rules, Codes of Conduct and other WA Ltd Documents in accordance with Rule 6 and 7
 - (b) review matters relating to concerns expressed in relation to Integrity including but not limited to Anti-Doping and Member Protection
 - (c) discuss matters referred to them by the WA Ltd Board to be addressed within a reasonable timeframe as agreed by the Board, with a report being provided back to the board with a decision;
 - (d) where requested comprise a nomination committee to review the relevant skills and experience of nominees for election to appointment to the WA Ltd Board
 - (e) if a Director of WA Ltd Board is not a member of the Advisory Committee, the Board shall appoint a WA Ltd Director to the Advisory Committee as a honorary non-voting member, responsible for the assembly of the Advisory Committee
- 31.2 A quorum of the Advisory Committee will be a simple majority of the current members of the Committee.

PART 4 – THE COUNCIL

32. The Council

- 32.1 Each State Member may appoint in writing two State Member Representatives for a term of twenty-four (24) months, such term expiring at the completion of the relevant AGM. At the AGM, State Members must notify WA Ltd of their elected State Member Representatives for the next coming years. It is envisaged that State Members would adopt a staggered rotation process to support succession planning with their State Member Representatives.
- (a) The notice of appointment will be accompanied by written acceptance of appointment signed by the nominated State Member Representative and a certified copy of a minute of the board or committee of the State Member confirming the appointment of the State Member Representatives.
 - (b) When accepting appointment, each State Member Representative shall confirm in writing that he or she agrees to be bound by this Constitution

- (c) The State Member Representatives may attend any general meeting of WA Ltd.
- (d) A State Member may withdraw the appointment of any such State Member Representative by written notice to the Secretary of WA Ltd. A State Member may nominate a replacement State Member Representative in the event that the elected State Member Representative is unavailable to attend a specific meeting, but notification of the replacement must be received prior to the commencement of the specific meeting.

32.2 A person appointed as a State Member Representative:

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

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

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

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

PART 5 – GENERAL MEETINGS

33. Annual General Meetings

33.1 The Board may determine the date, time and place of the AGM of WA Ltd, which shall be held in a State or Territory capital no later than December 15th of each calendar year.

33.2 The notice convening the AGM must specify that the meeting is an AGM and be sent to State Members and their State Member Representatives at least twenty-eight (28) days prior to the AGM.

33.3 The Treasurer of WA Ltd must prepare and send to State Members, at least twenty-eight (28) days prior to the AGM, a schedule of proposed

fees (setting out income and expenditure) for the following year. The schedule of proposed fees must specifically recommend fees, dues and levies to be paid by Members, and must be submitted for formal adoption at the AGM.

- 33.4 The ordinary business of the AGM shall be:
- (a) to confirm the minutes of the previous AGM and of any general meeting held since that meeting; and
 - (b) to receive from the Board reports upon the transactions of WA Ltd during the last preceding financial year; and
 - (c) to elect Board members as required; and
 - (d) to receive and consider the financial statements submitted by WA Ltd in accordance with the Act; and
 - (e) to appoint an auditor; and
 - (f) ratify the strategic plan.
- 33.5 The AGM may conduct any special business of which notice has been given in accordance with this Constitution.
- 33.6 Following the AGM, the Secretary must submit all appropriate compliance requirements to the Victorian Justice Department within the required time frames.

34. Special General Meetings

- 34.1 In addition to the AGM, any other general meeting may be held in the same year.
- 34.2 All general meetings other than the AGM are special general meetings (SGM).
- 34.3 The Board may, by resolution, convene a special general meeting of WA Ltd.
- 34.4 If, but for this Sub-Rule, more than fifteen (15) months would elapse between AGMs, the Board must convene a special general meeting before the expiration of that period.
- 34.5 The Board must, on the request in writing of not less than one third of the total number of State Member Representatives, convene a special general meeting of WA Ltd.

34.6 The request for a special general meeting must:

- (a) state the objectives of the meeting; and when pre voting occurs, the motion to be voted on;
- (b) be signed by the State Member Representatives and or Board requesting the meeting; and
- (c) be lodged with the Secretary and the registered office of WA Ltd for appropriate notification to State Members and their State Member Representatives.

34.7 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 WA Ltd, the State 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.

34.8 The Secretary must send to each State Member and State Member Representative the notice of general meeting under Rule 36 and any relevant ballot papers.

34.9 No business other than that set out in the notice convening the meeting may be conducted at the meeting.

35. Special Business

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

36. Notice of Meetings

36.1 The Secretary of WA Ltd, 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 WA Ltd, must cause to be sent to each State Member's Secretary and to each State 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.

36.2 Notice may be sent:

- (a) by electronic transmission to the address appearing in the register of Members and Member Representatives; or
- (b) if the State Member Secretary or State Member Representative requests, by post.

36.3 No business other than that set out in the notice convening the meeting may be conducted at the meeting.

36.4 A State Member Representative intending to bring any business before a meeting may notify in writing, or by electronic transmission, to the Secretary of that business, who must include that business in the notice calling the next general meeting.

37. Quorum at Meetings

37.1 No item of business may be conducted at a meeting unless a quorum of State Member Representatives entitled under this Constitution to vote is present at the time when the meeting is considering that item.

37.2 Not less than fifty per centum (50%) plus one of the State 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, but subject to Sub-Rule 40.5.

37.3 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 State Member Secretaries and State Member Representatives given before the day to which the meeting is adjourned) at the same place.

37.4 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.

37.5 A Council meeting may be held where one (1) or more of the State 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 State Member Secretaries and State Member Representatives entitled to notice in accordance with Rule 36;
- (c) in the event that a failure in communications prevents paragraph (a) from being satisfied by a quorum of State 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 State Member Representative is physically present at the place for the meeting specified in the notice of meeting.

38. Presiding at Meetings

- 38.1 The President of WA Ltd, or in the President's absence, the Vice President of WA Ltd, shall preside as chairperson at each general meeting of WA Ltd.
- 38.2 If the President of WA Ltd and the Vice President of WA Ltd are absent from a general meeting, or are unable to preside, the Board Members present must select a Board Member to preside as chairperson.

39. Adjournment of Meetings

- 39.1 The person presiding may, with the consent of a majority of the State Member Representatives present at the meeting, adjourn the meeting from time to time and place to place.
- 39.2 No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 39.3 If a meeting is adjourned for fourteen (14) days or more, notice of the adjourned meeting must be given in accordance with Rule 36.

40. Attendance and Voting at Meetings

- 40.1 Upon any question arising at a general meeting of WA Ltd, a State Member Representative has one vote only.
- 40.2 Directors and Associate Club Members are entitled to attend and speak (but not vote) at any AGM or general meeting of WA Ltd.
- 40.3 All votes must be given personally, subject to Sub-Rule 41.1(b). A ballot vote is deemed to have been given personally if cast at the meeting or given to WA Ltd under Rule 41.

- 40.4 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.
- 40.5 A State Member Representative is not entitled to vote at a general meeting unless all monies due and payable by the relevant State Member to WA Ltd have been paid, other than the amount of the annual subscription payable in respect of the current financial year.
- 40.6 All resolutions required to be voted upon at a general meeting shall be voted upon by ballot in accordance with Rule 41.
- 40.7 If a question arising at a general meeting of WA Ltd is to be determined on a show of hands (and subject always to Rule 41 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 WA Ltd is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

41. Ballots

- 41.1 A ballot may be cast by a State 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);
 - (b) by a completed ballot paper being given to WA Ltd by post or electronic means in accordance with this Rule; or
 - (c) by telephone conference as arranged prior to the start of the meeting.
- 41.2 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.

- 41.3 When sending a notice of general meeting to State Member Secretaries and the State Member 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 State Member Representative 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.
- 41.4 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.
- 41.5 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 State Member Representative casting his or her vote (by signature or other acceptable means of endorsement) was received with the returned ballot.
- 41.6 The Secretary may, and shall if requested seek an independent person to act as returning officer in respect of any ballot.
- 41.7 Ballots shall be conducted in such a way as the identity of the State Member Representative casting a vote can be established but is not recorded on or referable to the ballot paper itself.
- 41.8 Only ballots confirmed as actually received before a general meeting from a State 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.
- 41.9 If ballot papers are issued, the motion can only be passed in the form stated on the ballot – there can be no amendments.
- 41.10 All ballot papers received (whether or not validly casting a vote) shall be made available for inspection at each general meeting.
- 41.11 All ballot papers in respect of which the identity of the State 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 WA Ltd 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.

- 41.12 Records confirming the outcome of all ballots shall form part of the records of WA Ltd, to be kept in accordance with Rule 47 for a minimum of seven (7) years.
- 41.13 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.
- 41.14 This rule does not affect any rule of law relating to the assent of members not given at a general meeting

42. Appointment of Proxies

- 42.1 Voting by proxy is not permitted.

PART 6 - MISCELLANEOUS

43. Indemnity

- 43.1 To the extent permitted by law, Board members, State Member Representatives, Council, trustees of property of WA Ltd, persons employed by WA Ltd, 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 WA Ltd, 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.

44. Funds

- 44.1 Two (2) members of the Board must sign all cheques, drafts, bills of exchange, bank transfers, promissory notes and other negotiable instruments.
- 44.2 The funds of WA Ltd shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Board determines.

45. Audit

- 45.1 At each AGM of WA Ltd, the Member Representatives shall appoint an independent auditor for WA Ltd. 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 a company, may be appointed.
- 45.2 The person or entity shall hold office as auditor until the next AGM. If an appointment is not made at an AGM, the Board shall appoint an auditor as soon as practicable after the AGM. It is the responsibility of the Board to ensure that an effective audit process is implemented and completed.
- 45.3 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 WA Ltd.
 - (c) The auditor has the right of access to the accounts, books, records, vouchers and documents of WA Ltd (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.

46. Remuneration of Directors

- 46.1 A Director may not be paid for services provided as a Director, however, with the approval of the remaining Directors and subject to the Act, may be:
- (a) paid by WA Ltd for services rendered to it other than for those services provided as a Director;
 - (b) reimbursed by WA Ltd for travel expenses reasonably incurred, including airfares and accommodation incurred when travelling to and from Board meetings, Committee Meetings and AGMS; and
 - (c) if otherwise engaged by WA Ltd to provide services in another capacity.

47. Custody and Inspection of books

- 47.1 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 .

47.2 All accounts, books, securities, records and any other Relevant Documents of WA Ltd must be available for inspection free of charge by any State Member or the auditor upon request.

47.3 A State Member or the auditor may make a copy of any cheques, books, securities, records and any other Relevant Documents of WA Ltd.

48. Winding Up

48.1 In the event of the winding up of WA Ltd, the assets of WA Ltd must be disposed of in accordance with the provisions of the Act.

48.2 For the removal of doubt, upon winding up or dissolution of WA Ltd (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 objectives similar in principle to those of WA Ltd (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 LIMITED**

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 Limited

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 Wrestling Australia Limited (“WA Ltd)

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

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

.....

Date:

**APPLICATION FOR ASSOCIATE CLUB MEMBERSHIP OF
WRESTLING AUSTRALIA LIMITED**

Note: This Form is for 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 Club Member of Wrestling Australia Limited (“WA Ltd”).

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

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

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

.....

Date:

**NOMINATION FOR ASSOCIATE CLUB MEMBERSHIP OF
WRESTLING AUSTRALIA LIMITED**

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

I, (name)
being the Secretary/President of [*insert name of recognised State or Territory body*]..... nominate the
following club(s):

- *
- *
- *
- *

to become Associate Club Members of Wrestling Australia Limited

Signature of person nominating:

.....

Date: