

PUBLIC COMPANY, LIMITED BY GUARANTEE

Corporations Act 2001

Constitution
of
PETANQUE AUSTRALIA LTD

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Corporations Act 2001

Public Company, Limited by Guarantee

Constitution

Of

PETANQUE AUSTRALIA LTD

PART "A": DEFINITIONS & INTERPRETATIONS

1. Preliminary

1.1

In this Constitution unless the contrary intention appears:

'**Affiliated Club**' means an incorporated association or corporation, and with the Directors' approval an unincorporated association, having similar objects to those of the Company and having undertaken to be bound by the By-Laws and the Rules, which is deemed by the Directors to be affiliated with the Company;

'**Alternate Director**' means a person appointed as alternate director under clause 37;

'**Annual General Meeting**' means the meeting of Members under clause 26.1;

'**Auditor**' means the Company's auditor;

'**Board of Management**' means the governing board of the Company responsible for the management of the affairs of the Company;

'**By-Laws**' means the regulations adopted, and as amended from time to time, by the Board for the sport of Petanque in Australia;

'**Company**' means PETANQUE AUSTRALIA LTD;

'**Constitution**' means the constitution of the Company as amended from time to time;

'**Director**' means any person occupying the position of director of the Company and, where appropriate, includes an Alternate Director;

'**Directors**' means all or some of the Directors acting as a board;

'**Initial Directors**' means the persons named in this Constitution as the Initial Directors;

'**Licensed Player**' means a person registered with the Company as a Player and to whom a Player's Licence has been issued by the Company;

'**F.I.P.J.P.**' means Federation International de Petanque et Jeu Provencal;

'**Member**' means a member under clause 5;

'**Petanque**' means the sport otherwise known as 'boules', controlled and supervised internationally by F.I.P.J.P.;

'**Office**' means the Company's registered office;

'**Player Database**' means a record, in whatever form, maintained by the Company of persons who have been issued a Player's Licence;

'**Register**' means the register of Members of the Company;

'**Registered Address**' means the last known address of a Member as noted in the Register;

'**Representative**' means a person appointed as such under clause 9;

'**Rules**' means the rules of the sport of Petanque as published by F.I.P.J.P and adopted by the Company;

'**Seal**' means the Company's common seal (if any); and

'Secretary' means one or more of the Directors appointed by the Directors to perform any of the duties of a secretary of the Company and if there are joint secretaries, any one or more of such joint secretaries.

- 1.2 In this Constitution, unless the contrary intention appears:
- (a) the singular includes the plural and vice versa and words importing a gender include other genders;
 - (b) words importing natural persons include corporations.
 - (c) words and expressions defined in the *Corporations Act 2001* have the same meaning in this Constitution;
 - (d) headings are for ease of reference only and do not effect the construction of this Constitution; and
 - (e) a reference to the *Corporations Act 2001* is a reference to the *Corporations Act 2001* as modified or amended or as replaced from time to time.
- 1.3 Unless the contrary intention appears in this Constitution, an expression in a clause of this Constitution has the same meaning as a provision of the *Corporations Act 2001* that deals with the same matter as the clause.
- 1.4 To the extent permitted by law, the replaceable rules in the *Corporations Act 2001* do not apply to the Company.

PART "B": OBJECTS OF THE COMPANY

2. Objects

- 2.1 The objects for which the Company is established are:
- (a) to be a non-profit organisation for the encouragement and promotion of the sport of Petanque throughout Australia;
 - (b) to maintain a direct affiliation with F.I.P.J.P. and be recognised by that organisation as the 'peak' controlling body for the sport of Petanque throughout Australia;
 - (c) to establish and maintain, and as required amend, By-Laws;
 - (d) to assist in the formation of sporting clubs that will encourage the playing of Petanque as either its principal or sole sport or one of the sports played by the club;
 - (e) to recognise and attest affiliation of sporting clubs that have similar objects, encourage and promote the sport of Petanque, and who agree to be bound by the rules of the sport of Petanque as published by F.I.P.J.P. and the By-Laws;
 - (f) to recognise, liaise with and assist state and other organisations that represent affiliated clubs and umpiring bodies;
 - (g) to encourage competitions and tournaments at club, state/territory and national level, and promote encourage and foster the participation of Licensed Players in international competition representing Australia;
 - (h) to promote the sport of Petanque to federal, state and local government and seek such assistance, whether financial or otherwise, in the development of the community's appreciation of the sport, the encouragement of Australians to participate in the sport, and the inclusion of the sport at major multinational sporting events;
 - (i) to ensure the rules of the sport of Petanque, as published by F.I.P.J.P., are observed and applied in all competitions and tournaments, supervised and adjudicated by umpiring bodies;
 - (j) to contribute to the building of community standards and provide opportunities for sport participation by those of all age groups; and

- (k) to engage in any other activity the Board deems appropriate provided that such other activity is incidental to the objects previously stated.

2.2 The Company may only exercise the powers in section 124(1) of the *Corporations Act* 2001 to:

- (a) carry out the objects in this clause 2; and
- (b) do all things incidental or convenient in relation to the exercise of power under clause 2.2(a).

PART "C": RESTRICTIONS ON COMPANY

3. Income and Property of Company

3.1 The income and property of the Company will only be applied towards the promotion of the objects of the Company set out in clause 2.

3.2 No income or property will be paid or transferred directly or indirectly to any Member of the Company except for payments to a member;

- (a) in return for services rendered or good supplied in the ordinary and usual course of business to the Company; or
- (b) of interest at a rate no exceeding current bank overdraft rates of interest for monies lent.

4. Payments to Directors

No payment will be made to any Director of the Company other than the payment of:

- (a) out of pocket expenses incurred by the Director in the performance of any duty as Director of the Company where the amount payable does not exceed an amount previously approved by the Directors of the Company;
- (b) any service rendered to the Company by the Director in a professional or technical capacity, other than in the capacity as Director, where the provision of the service has the prior approval of the Directors of the Company and where the amount payable is approved by the Directors of the Company and is not more than an amount which commercially would be reasonable payment for the service;
- (c) any salary or wage due to the Director as an employee of the Company where the terms of employment have been approved by the Directors of the Company; and
- (d) an insurance premium in respect of a contract insuring a Director or the provision of a financial benefit to a director to which section 212 of the *Corporations Act* 2001 refers.

PART "D": MEMBERSHIP OF COMPANY

5. Membership - Admission

5.1 The number of Members of the Company is unlimited.

5.2 The Members of the Company will be restricted to Affiliated Clubs. The initial Member of the Company will be the incorporated association making application for the registration of the Company or the agent acting on behalf of that incorporated association.

5.3 Applications for membership of the Company will be in writing, signed by the applicant, in a form approved by the Directors in their absolute discretion. Schedule

1 sets out a form which will be taken to be approved by the Directors unless they resolve to use a different form.

- 5.4 At the next meeting of Directors after the receipt of an application for membership, the applicant will be considered by the Directors. The Directors will:
- (a) determine the admission or rejection of the applicant; or
 - (b) decide to call on the applicant to supply any evidence of eligibility that they consider reasonably necessary.
- 5.5 If the Directors:
- (a) require further evidence under clause 5.4, determination of the application will be deferred until this evidence has been supplied;
 - (b) reject an application for membership, they will not be required to give reasons for the rejection.
- 5.6
- (a) As soon as practicable following an acceptance of an application, the Secretary will send the applicant written notice of the acceptance, stating that the applicant is deemed to be an Affiliated Club and advise that the amount of any subscription fees the Company will determine and the due date for the payment of such subscription fees.
 - (b) Subject to clause 5.7, an applicant will become a Member of the Company upon the issue of the written notice of acceptance by the Company.
- 5.7 If an amount due under clause 5.6 is not paid within 30 days after the due date, the Directors may cancel their acceptance of the applicant for membership of the Company.
- 5.8 The rights and privileges of every Member will not be transferable by the Member's own act or by operation of law.
- 6. Membership - Subscriptions**
- 6.1 The Directors will determine the annual subscription payable by a Member. The annual subscription may comprise:
- (a) a fixed amount per Member; or
 - (b) a fixed amount per Member and a fixed amount for each Licensed Player registered with the Member; and
 - (c) in addition to either (a) or (b), may include a levy however determined in respect of any insurance policies effected by the Company in respect of Members and Licensed Players, and any other surcharges as determined by the Directors.
- 6.2
- (a) The Directors, at their first Meeting, will determine the commencement date of the annual subscription period.
 - (b) Subscription payable by Members will be paid within 30 days from the commencement of each annual subscription period.
- 6.3 The Directors may determine that any Member admitted to membership will pay only a portion of the annual subscription until that Member's next annual subscription falls due.
- 6.4 If a Member does not pay a subscription within 30 days after it becomes due the Directors:
- (a) will give the Member notice of the fact; and
 - (b) if the subscription remains unpaid 21 days from the date of that notice, may declare that Member's membership forfeited.

7 Membership - Ceasing to be a Member

- 7.1 A Member's membership of the Company will cease:
- (a) if the Member gives the Secretary written notice of resignation, from the date of receipt of that notice by the Secretary;
 - (b) if a majority of three-quarters of the Directors present and voting at a meeting of Directors by resolution terminate the membership of a Member:
 - (i) whose conduct or management of conduct in their opinion renders it undesirable that a Member continue to be a Member of the Company;
 - (ii) only after the Member has been given at least 21 days' notice of the resolution and has had the opportunity for its authorised representative to be heard, whether in person or otherwise, at the meeting at which the resolution is proposed.
 - (c) if membership is forfeited under clause 6.4(b);
 - (d) if:
 - (i) a liquidator is appointed in connection with the winding-up of the Member; or
 - (ii) an order is made by a Court for the winding-up of the Member.
- 7.2 Any Member ceasing to be a Member:
- (a) will not be entitled to any refund (or part refund) of a subscription; and
 - (b) will remain liable for and will pay to the Company all subscriptions and moneys which were due at the date of ceasing to be a Member.

8. Membership - Powers of attorney

- 8.1 If a Member executes or proposes to execute any document or do any act by or through an attorney which affects the Company or the Member's membership in the Company, that Member must deliver the instrument appointing the Attorney to the Company for notation.
- 8.2 If the Company asks the Member to file it with a certified copy of the instrument for the Company to retain, the Member will promptly comply with that request.
- 8.3 The Company may ask for whatever evidence it thinks appropriate that the power of attorney is effective and continues to be in force.

9 Membership - Representatives

- 9.1 A Member may by written notice to the Secretary:
- (a) appoint a natural person to act as its Representative in all matters connected with the Company as permitted by the *Corporations Act 2001*, and
 - (b) remove a Representative.
- 9.2 A Representative is entitled to exercise at a general meeting all the powers that the Member may exercise as if it were a natural person, and be counted towards a quorum.
- 9.3 A certificate executed in accordance with section 27 of the *Corporations Act 2001* is rebuttable evidence of the appointment of or the removal of the appointment (as appropriate) of the Representative.
- 9.4 The chairperson of a general meeting may allow a Representative to vote on the condition that he or she subsequently establishes his or her status as a

Representative within a period prescribed by and to the satisfaction of the chairperson of the general meeting.

- 9.5 The appointment of a Representative may set out restrictions on the Representative's powers.

PART "E": MEETINGS OF MEMBERS

10. General Meetings - Convening a General Meeting

10.1 Any Director may, at any time, convene a general meeting.

10.2 A Member may:

- (a) only request the Directors to convene a general meeting in accordance with section 249D of the *Corporations Act 2001*; and
- (b) not convene or join in convening a general meeting except under section 259E or 249F of the *Corporations Act 2001*.

11 General Meetings - Notice of general meeting

11.1 Subject to the provisions of the *Corporations Act 2001* allowing general meetings to be held with shorter notice, at least 21 days written notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) must be given to Members of any general meeting.

11.2 A notice convening a general meeting;

- (a) must specify the place, date and time of the meeting and if the meeting is to be held in two or more places, the technology that will be used to facilitate this; and
- (b) must state the general nature of the business to be transacted at that meeting; and
- (c) may specify a place, facsimile number and electronic address for the purposes of proxy appointment.

11.3 A notice of annual general meeting need not state the business to be transacted at the meeting includes:

- (a) the consideration of the annual financial report, Directors' report and the Auditor's report;
- (b) the election of directors; or
- (c) the appointment and fixing of remuneration of the Auditor.

11.4 (a) The Directors may postpone or cancel any general meeting whenever they think fit (other than a meeting convened as the result of a request under clause 10.2).

- (b) The Directors must give notice of the postponement or cancellation to all Members and all persons entitled to receive notices from the Company.

11.5 The failure or accidental omission to send a notice of a general meeting (including a proxy appointment form) to any Member or the non-receipt of a notice (or form) by any Member does not invalidate the proceedings at or any resolution passed at the general meeting.

12 Proceedings At General Meetings - Member

In clauses 13, 14, 16 and 20, Member includes a Member by proxy, attorney or Representative.

13 Proceedings At General Meetings - Quorum

- 13.1 No business may be transacted at a general meeting unless a quorum of Members is present when the meeting proceeds to business.
- 13.2 A quorum of Members is three (3) Members.
- 13.3 If a quorum is not present within 30 minutes after the time appointed for a meeting:
- (a) if the meeting was convened on the requisition of Members, it is automatically dissolved; or
 - (b) in any other case:
 - (i) it will stand adjourned to the same time and place seven days after the meeting, or to another day, time and place determined by the Directors; and
 - (ii) if at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting is automatically dissolved.

14 Proceedings At General Meetings - Chairperson

- 14.1 The chairperson of Directors' meetings will be the chairperson at every meeting of Members or in the absence of that chairperson or if the chairperson is unwilling to act as chairperson, then the Directors present will between determine the chairperson.
- 14.2 If:
- (a) there is no chairperson present; or
 - (b) the chairperson is unwilling to act as chairperson and the Directors present have failed to determine the chairperson within 15 minutes after the time appointed for holding the meeting;
- the Members present, subject to a quorum, may elect a chairperson.
- 14.3 If there is a dispute at a general meeting about a question of procedure, the chairperson may determine the question.

15 Proceedings At General Meetings - Adjournment

- 15.1 The chairperson of a meeting at which a quorum is present:
- (a) in his or her discretion may adjourn a meeting with the meeting's consent; and
 - (b) must adjourn a meeting if the meeting directs him or her to do so.
- 15.2 An adjourned meeting may take place at a different venue to the initial meeting.
- 15.3 The only business that can be transacted at an adjourned meeting is the unfinished business of the initial meeting.
- 15.4 Notice of an adjourned meeting must only be given in accordance with clause 11.1 if a general meeting has been adjourned for more than 21 days.

16 Proceedings At General Meetings - Decision of questions

- 16.1 Subject to the *Corporations Act 2001* in relation to special resolutions, a resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.
- 16.2 A resolution put to the vote of a meeting is decided on a show of hands unless a poll is demanded under the *Corporations Act 2001*.

- 16.3 Unless a poll is demanded:
 (a) a declaration by the chairperson that a resolution has been carried, carried by a specified majority, or lost; and
 (b) an entry to that effect in the minutes of the meeting,
 are conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.
- 16.4 The demand for a poll may be withdrawn.
- 16.5 A decision of a general meeting may not be impeached or invalidated on the ground that a person voting at the meeting was not entitled to do so.
- 17 Proceedings At General Meetings - Taking a poll**
- 17.1 A poll will be taken when and in the manner that the chairperson directs.
- 17.2 The result of the poll will be the resolution of the meeting at which the poll was demanded.
- 17.3 The chairperson may determine any dispute about the admission or rejection of a vote.
- 17.4 The chairperson's determination, if made in good faith, will be final and conclusive.
- 17.5 A poll demanded on the election of the chairperson or the adjournment of a meeting must be taken immediately.
- 17.6 After a poll has been demanded at a meeting, the meeting may continue for the transaction of business other than the question on which the poll was demanded.
- 18 Proceedings At General Meetings - Casting vote of chairperson**
- The chairperson does not have a casting vote in addition to the chairperson's votes as proxy, attorney or Representative.
- 19 Proceedings At General Meetings - Offensive material**
- A person may be refused admission to, or required to leave and not return to, a meeting if the person:
 (a) refuses to permit examination of any article in the person's possession; or
 (b) is in possession of any:
 (i) electronic or recording device;
 (ii) placard or banner; or
 (iii) other article,
 which the chairperson considers to be dangerous, offensive or liable to cause disruption.
- 20. Votes Of Members - Entitlement to vote**
- 20.1 A Member is not entitled to vote at a general meeting if the Member has been issued a notice pursuant to clause 6.4 and any money due and payable to the Company remains unpaid immediately prior to the general meeting being convened.
- 20.2 A Member entitled to vote in a poll is entitled to:
 (a) one (1) vote if the number of Licensed Players registered with the Member is less than 36;

- (b) two (2) votes if the number of Licensed Players registered with the Member is 36 or great but less than 71;
- (c) three (3) votes if the number of Licensed Players registered with the member is 71 or greater; and
- (d) no Member can exercise more than three (3) votes;
- (e) the number of Licensed Players registered with a Member will be determined by reference to the Player Database or, in its absence, such other record acceptable to the chairperson;
- (f) in the event of any dispute over the number of votes that a Member is entitled to, then, for the purposes of resolution, the chairperson may in his or her absolute discretion determine the number of Licensed Players that the Member can be reasonably be considered to have registered and the decision of the chairperson is final.

21. Votes Of Members - Objections

- 21.1 An objection to the qualification of a voter may only be raised at the meeting or adjourned meeting at which the voter tendered its vote.
- 21.2 An objection must be referred to the chairperson of the meeting, whose decision is final.
- 21.3 A vote which the chairperson does not disallow because of an objections is valid for all purposes.

22. Votes Of Members - Votes by proxy

- 22.1 If a Member appoints a proxy, proxies or an attorney, the proxy, proxies or attorney may vote on a show of hands.
- 22.2 A proxy may demand or join in demanding a poll.
- 22.3 A proxy or attorney may vote on a poll.

23. Votes Of Members - Instrument appointing proxy

- 23.2 A Member which is a corporation or a body corporate may appoint a proxy by a written appointment executed in accordance with *Corporations Act 2001* or by the the legislation under which the body corporate was established or by the appointor's attorney duly authorised in writing.
- 23.4 (a) An appointment of proxy must be in a form approved by the Directors.
(b) Schedule 2 sets out a form which will be taken to be approved by the Directors unless they resolve to use a different form.
- 23.5 A proxy may vote or abstain as chosen except to the extent that an appointment of the proxy indicates the manner in which the proxy will vote on any resolution. The proxy must vote or abstain on a poll in accordance with any instructions on the appointment.
- 23.6 A proxy's appointment is valid at an adjourned meeting.

24. Votes Of Members - Lodgement of proxy

24.1 The written appointment of proxy or attorney must be received by the Company at least 48 hours (unless otherwise specified in the notice of meeting to which the proxy relates) before:

- (a) the time for holding the meeting or adjourned meeting at which the appointee proposes to vote, or
- (b) the taking of a poll on which the appointee proposes to vote.

24.2 The Company receives an instrument of proxy and any power of attorney or other authority under which it was executed when they are received at the place, facsimile number or electronic address specified for that purpose in the notice of meeting.

25. Votes Of Members - Validity

A vote cast in accordance with an appointment of proxy or power of attorney is valid even if before the vote was cast the appointor:

- (a) was wound up; or
- (b) revokes the proxy or power, unless any written notification of winding up or revocation was received by the Company before the relevant meeting or adjourned meeting.

26. Annual General Meeting

26.1 The Company will hold an Annual General Meeting once in each calendar year in accordance with the *Corporations Act 2001* and within five (5) months following the end of the Company's financial year or within such other period as may be determined by the *Corporations Act 2001*.

26.2 Any general meeting other than the Annual General Meeting may be regarded as an Extraordinary General Meeting or Special Meeting.

PART "F": DIRECTORS OF THE COMPANY

27. Appointment And Removal of Directors - Number of directors

27.1 There will not be less than 4 and no more of 6 Directors unless the Company in general meeting by resolution changes the maximum number.

27.2 The Initial Directors of the Company will be the following persons who have consented in writing to act as officeholders of the Company:

Andre DERAMOND
43 Carter Street
Albert Park, VIC., 3206

Kenneth James FIELD
Racecourse Lane,
Avoca, VIC., 3467

Henry Errol Peter STEEL
37 Old Lancefield Road
Woodend, VIC., 3442

and

Diane Elizabeth YEOMANS
1/27 Katoomba Street
Hampton East, VIC., 3188.

28. Directors to Hold Office

The Directors, between themselves, will elect which of their number will hold specific office and determine the period of appointment to such office. The offices to which the Directors will be appointed are:

- (a) President;
- (b) Vice-President;
- (c) Secretary; and
- (d) Treasurer.

The Directors appointed to hold such specific office will be known as the Board of Management who may individually and collectively attend to the 'day-to-day' management and administration of the Company. If there are more than four Directors, those not appointed to a specific office as set out above will assist those appointed in such manner and in such capacity as determined by the Directors.

29. Appointment And Removal of Directors - Appointment and removal of Directors

29.1 The Company may by resolution passed in general meeting:

- (a) appoint new Directors;
- (b) subject to clause 27.1 increase or reduce the number of Directors;
- (c) remove any Director before the end of the Director's period of office; and
- (d) appoint another person in the Director's place.

29.2 A person appointed under clause 29.1(d) will hold office for the period for which the Director replaced would have held office if the Director had not been removed.

- 29.3
- (a) If the conduct or position of any Director is such that continuance in office appears to the majority of the Directors to be prejudicial to the interests of the Company, a majority of Directors at a meeting of the Directors specifically convened for that purpose may suspend that Director.
 - (b) Within 14 days of the suspension, the Directors must call a general meeting, at which the Members may either confirm the suspension and remove the Director from office in accordance with clause 29.1(c) or annul the suspension and reinstate the Director.

30. Appointment And Removal of Directors - Additional and casual Directors

30.1 Subject to clause 27, the Directors may appoint any person as a Director to fill a casual vacancy or as an addition to the existing Directors.

30.2 A Director appointed under clause 30.1 will hold office until the next annual general meeting of the Company when Directors are to be re-elected.

31. Appointment And Removal of Directors - Retirement

31.1 A Director must retire from office at the conclusion of the third Annual General Meeting after the Director was last elected.

31.2 The Initial Directors will hold office for a period of three (3) years but must retire from office at the conclusion of the third Annual General Meeting after the Company was registered.

- 31.3 A retiring Director will be eligible for re-election.
- 32. Appointment And Removal of Directors - Filling vacated office**
- 32.1 When a Director retires at a general meeting, the Company may by ordinary resolution elect a person to fill the vacated office.
- 32.2 If the vacated office is not filled and the retiring Director has offered himself or herself for re-election, the retiring Director will be deemed to have been re-elected unless, at the meeting at which he or she retires:
- (a) it is resolved not to fill the vacated office; or
 - (b) the resolution for re-election of the Director is put and lost.
- 33. Appointment And Removal of Directors - Nomination of Director**
- 33.1 A person other than a retiring Director is not eligible for election as a Director at a general meeting unless a Member who intends to propose the person, has left at the Office a written notice signed by an authorised representative of the Member:
- (a) stating that the person has consented to the nomination; and
 - (b) stating that the person is a candidate for the office of Director.
- A Member may nominate more than one person for the office of Director but the Directors may at any time and from time to time place such limits on the number of nominations as they consider appropriate.
- 33.2 A notice given in accordance with clause 33.1 must be left at the Office at least 30 days before the relevant general meeting.
- 33.3 A written notice referring to all Director vacancies and each candidate for election, must be sent to all Members at least fourteen (14) days before every general meeting at which an election of Director will take place.
- 34. Appointment And Removal of Directors - Vacation of office**
- The office of Director immediately becomes vacant if the Director:
- (a) is prohibited by the *Corporations Act 2001* from continuing as a Director;
 - (b) becomes bankrupt or makes any general arrangement or composition with his or her creditors;
 - (c) cannot manage the Company because of his or her mental incapacity and is a person whose estate or property has had a personal representative or trustee appointed to administer it.
 - (d) resigns by notice in writing to the Company;
 - (e) is removed by a resolution of the Company;
 - (f) is absent from Directors' meetings for six consecutive months without leave of absence from the Directors;
 - (g) holds any office of profit in the Company, or
 - (h) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of the interest as required by the *Corporations Act 2001*.
- 35. Powers And Duties Of Directors**
- 35.1 The business of the Company is managed by the Directors who may exercise all powers of the Company that this Constitution and the *Corporations Act 2001* do not require be exercised by the Company in general meeting.

- 35.2 Without limiting the generality of clause 35.1, the Directors may exercise all powers of the Company to:
- (a) borrow money;
 - (b) charge any property or business of the Company;
 - (c) issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person; and
 - (d) guarantee or to become liable for the payment of money or the performance of any obligation by or of any other person.

36. Proceedings Of Directors - Directors meetings

- 36.1
- (a) A Director may at any time, and the Secretary must on the request of a Director, convene a Directors' meeting.
 - (b) A Directors' meeting must be convened on at least 48 hours written notice of a meeting to each Director and each Director's alternate.

36.2 It is not necessary to give notice of a meeting of the Directors to a Director whom the Secretary, when giving notice to other Directors, reasonably believes to be outside Australia except if the Director has advised of his or her address and e-mail address.

- 36.3
- (a) Subject to the *Corporations Act* 2001, a Directors meeting may be held by the Directors communicating with each other by any technological means by which they are able simultaneously to hear each other and participate in discussion.
 - (b) The Directors need not all be physically present in the same place for a Directors' meeting to be held.
 - (c) Subject to clause 38, a Director who participates in a meeting held in accordance with this Constitution is taken to be present and entitled to vote at the meeting.

36.4 Clause 36.3 applies to meetings of Directors' committees as if all committee members were Directors.

36.5 The Directors may meet together, adjourn and regulate their meetings as they think fit.

36.6 A quorum is a majority of Directors for the time being.

36.7 Where a quorum cannot be established for the consideration of a particular matter at a meeting of Directors, the chairperson may convene a general meeting of Members to deal with the matter.

36.8 Notice of a meeting of Directors may be given in writing, or the meeting may be otherwise called using any technology consented to by all the Directors.

37. Proceedings Of Directors - Decision of questions

37.1 Subject to this Constitution, questions arising at a meeting of Directors are to be decided by a majority of votes of the Directors present and voting and, subject to clause 38, each Director has one vote.

37.2 The chairperson of a meeting has a casting vote in addition to his or her deliberative vote.

37.3 (a) An Alternate Director has one vote for each Director for whom he or she is an alternate.

(b) If the Alternate Director is a Director, he or she also has a vote as a Director.

38. Proceedings Of Directors - Directors' interests

38.1 Every Director who has a direct or indirect interest in a matter that is to be considered at a Directors' meeting:

- (a) must not vote on the matter or be present while the matter is being considered at the Directors' meeting; and
- (b) will not be counted in any quorum in relation to that matter, if to do so would be contrary to the *Corporations Act 2001*.

38.2 Each Director must disclose to the Company any direct or indirect interest in a matter before the Directors and, in the case of a contract, particulars of the contract and the Director's interest in the contract. Failure by a Director to disclose under this clause will not render void or voidable a contract in which the Director has an interest.

38.3 A Director may join in executing in accordance with section 127 of the *Corporations Act 2001* any document relating to a contract or arrangement or a proposed contract or arrangement in which the Director has an interest.

39. Proceedings Of Directors - Alternate Directors

39.1 A Director may, with the approval of the Directors, appoint any person as his or her alternate for a period determined by that Director.

39.2 An Alternate Director is entitled to notice of Directors' meetings and, if the appointor is not present at a meeting, is entitled to attend, be counted in a quorum and vote as a Director.

39.3 An Alternate Director is an officer of the Company and not an agent of the appointor.

39.4 The provisions of this Constitution which apply to Directors also apply to Alternate Directors.

39.5

- (a) The appointment of an Alternate Director may be revoked at any time by the appointor or by the other Directors.
- (b) An Alternate Director's appointment ends automatically when his or her appointor ceases to be a Director.

39.6 Any appointment or revocation under this clause must be effected by written notice delivered to the Secretary.

40. Proceedings Of Directors - Remaining Directors

40.1 The Directors may act even if there are vacancies on the board.

40.2 If the number of Directors is not sufficient to constitute a quorum at a Directors' meeting, the Directors may act only to:

- (a) appoint a Director; or
- (b) convene a general meeting.

41. Proceedings Of Directors - Chairperson

41.1 The Directors may elect a Director as chairperson of Directors' meetings and may determine the period for which the chairperson will hold office.

- 41.2 If no chairperson is elected or if the chairperson is not present at any Directors' meeting within ten (10) minutes after the time appointed for the meeting to begin, the Directors present must elect a Director to be chairperson of the meeting.
- 41.3 The Directors may elect a Director as deputy chairperson to act as chairperson in the chairperson's absence.
- 42. Proceedings Of Directors - Directors' committees**
- 42.1 (a) The Directors may delegate any of their powers, other than those which by law must be dealt with by Directors as a board, to a committee or committees.
(b) The Directors may at any time revoke any delegation of power to a committee.
- 42.2 At least one member of each committee must be a Director.
- 42.3 A committee must exercise its powers in accordance with any directives of the Directors and power exercised in that way will be taken to have been exercised by the Directors.
- 42.4 A committee may be authorised to sub-delegate all or any of the powers for the time being invested in it.
- 42.5 Meetings of any committee will be governed by the provisions of this Constitution that deal with Directors' meetings so far as they are applicable and are not inconsistent with any directives from the Directors.
- 43. Proceedings Of Directors - Written resolutions**
- 43.1 The Directors may pass a resolution without a Directors' meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Director signs.
- 43.2 For the purposes of clause 43.1, separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.
- 43.3 Any document referred to in this clause may be in the form of a facsimile or electronic transmission.
- 43.4 The minutes of the Directors' meeting must record that a meeting was held in accordance with this clause 43.
- 43.5 This clause applies to meetings of Directors' committees as if all members of the committee were Directors.
- 44. Proceedings Of Directors - Validity of acts of Directors**
- If it is discovered that:
- (a) there was a defect in the appointment of a person as a Director, Alternate Director or member of a Directors' committee; or
- (b) a person appointed to one of those positions was disqualified;
- all acts of the Directors or the Directors' committee before the discovery was made, are as valid as if the person had been duly appointed and was not disqualified.

45. Proceedings Of Directors - Minutes and Registers

- 45.1 The Directors must cause minutes to be made of:
- (a) the names of the Directors present at all general meetings, the Directors' meetings and meetings of Directors' committees;
 - (b) all proceedings and resolutions of general meetings, Directors' meetings and meetings of Directors' committees.
 - (c) all resolutions passed by Directors in accordance with clause 43;
 - (d) all appointments of officers;
 - (e) all orders made by the Directors and Directors' committees; and
 - (f) all disclosures of interests made pursuant to clause 38.
- 45.2 Minutes must be signed by the chairperson of the meeting or by the chairperson of the next meeting of the relevant body.
- 45.3 The Company must keep all registers required by the Constitution and the *Corporations Act 2001*.

46. Local Management

- 46.1 The Directors may provide for the management and transaction of the affairs of the Company in any places and in such manner as they think fit.
- 46.2 Without limiting clause 46.1 the Directors may:
- (a) establish local boards or agencies for managing any of the affairs of the Company in a specified place and appoint any persons to be members of these local boards or agencies; and
 - (b) delegate to any person appointed under clause 46.2(a) any of the powers, authorities and discretions which may be exercised by the Directors under this Constitution;
- on any terms and subject to any conditions determined by the Directors.
- 46.3 The Directors may at any time revoke or vary any delegation under this clause 46.

47. Local Management - Appointment of Attorneys and Agents

- 47.1 The Directors may from time to time by resolution or power of attorney executed in accordance with section 127 of the *Corporations Act 2001* appoint any person to be the attorney or agent of the Company:
- (a) for the purposes;
 - (b) with the powers, authorities and discretions (not exceeding those exercisable by the Directors under this Constitution);
 - (c) for the period; and
 - (d) subject to the conditions, determined by the Directors.
- 47.2 An appointment made by the Directors of an attorney or agent of the Company may be made in favour of:
- (a) any member of any local board established under this Constitution;
 - (b) any company;
 - (c) the members, directors, nominees or managers of any company or firm; or
 - (d) any fluctuating body of persons whether nominated directly or indirectly by the Directors.
- 47.3 A power of attorney may contain such provisions for the protection and convenience of persons dealing with an attorney as the Directors think fit.

47.4 The Directors may appoint attorneys or agents by facsimile transmission, telegraph or cable to act for and on behalf of the Company.

47.5 An attorney or agent appointed under this clause 47 may be authorised by the Directors to sub-delegate all or any of the powers authorities and discretions for the time being invested in it.

48. Secretary

The Director appointed to the office of secretary as set out in clause 28 will, subject that the Director so consents in writing to be appointed, will be the Secretary of the Company for the purposes of the *Corporations Act 2001*.

49. Seals - Common seal

If the Company has a Seal:

- (a) the Directors must provide for safe custody of the Seal;
- (b) the Seal must not be used without the authority of the Directors or a Directors' committee authorised to use the Seal;
- (c) every document to which the Seal is affixed must be signed by a Director and be countersigned by another Director, the Secretary or another person appointed by the Directors to countersign the document.

50. Seals - Duplicate seal

If the Company has a Seal, the Company may have one or more duplicate Seals of the Seal each of which:

- (a) must be a facsimile of the Seal with the addition on its face of the words 'Duplicate Seal';
- (b) must not be used except with the authority of the Directors.

51. Inspection Of Records

51.1 Except as otherwise required by the *Corporations Act 2001*, the Directors may determine whether and to what extent, and at what times and places and under what conditions, the financial records and other documents of the Company or any of them will be open to inspection from Members other than Directors.

51.2 A Member does not have the right to inspect any financial records or other documents of the Company unless the Member is authorised to do so by a court order or a resolution of the Directors.

PART "G": NOTICES

52. Notices - Service of Notices

52.1 Notice may be given by the Company to any person who is entitled to notice under this Constitution:

- (a) by serving it on the person; or
- (b) by sending it by post, facsimile transmission or electronic notification to the person at the address at the person's address shown in the Register or the address supplied by the person to the Company for sending notices to the person.

52.2 A notice sent by post is taken to be served:

- (a) by properly addressing, prepaying and posting a letter containing the notice;
and
 - (b) on the day after the day on which it was posted.
- 52.3 A notice sent by facsimile transmission or electronic notification is taken to be served:
(a) by properly addressing the facsimile transmission or electronic notification and transmitting it; and
(b) on the day after its despatch.
- 52.4 If a Member has no Registered Address a notice will be taken to be served on that Member 24 hours after it was posted on a notice board at the Office.
- 52.5 A Member whose Registered Address is not in Australia may specify in writing an address in Australia to be taken to be the Member's Registered Address within the meaning of this clause.
- 52.6 A certificate in writing signed by a Director, Secretary or other officer of the Company that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.
- 52.7 Subject to the *Corporations Act 2001* the signature to a written notice given by the Company may be written or printed.
- 52.8 A notices sent by post outside Australia must be send by prepaid airmail post.

53. Notices - Persons Entitled to Notice

- 53.1 Notice of every general meeting must be given to:
(a) every Member;
(b) every Director and Alternate Director; and
(c) every Auditor.
- 53.2 No other person is entitled to receive notice of a general meeting.

PART "H": FINANCIAL COMPLIANCE

54. Audit, Accounts and Financial Years

- 54.1 The Directors must cause the Company to keep financial records in relation to the business of the Company in accordance with the requirements of the *Corporations Act 2001*.
- 54.2 The Directors must cause the financial records of the Company to be audited in accordance with the *Corporations Act 2001*.
- 54.3 The Directors at their initial meeting will determine the first financial year for the Company in accordance with section 323D(1) of the *Corporations Act 2001*.
- 54.4 Subsequent financial years will start at the end of the first financial year and be twelve months long but the Directors, in accordance with section 323D(2) may resolve that any financial year is to be shorter or longer but not by more than seven (7) days.

PART "I": ADMINISTRATION

55. Winding Up

55.1 If the Company is wound up:

- (a) each Member; and
- (b) each Member who has ceased to be a Member in the preceding year, undertakes to contribute to the property of the Company for the:
- (c) payment of debts and liabilities of the Company and payment of costs, charges and expenses of winding up; and
- (d) adjustment of the rights of the contributories among themselves; such amount as may be reasonably required not exceeding \$20.00.

55.2 If any surplus remains following the winding up of the Company, the surplus will not be paid to or distributed among Members, but will be given or transferred to another corporation which, by its constitution is:

- (a) required to pursue non-profit community-based sporting purposes only;
- (b) required to apply its profits (if any) or other income in promoting its objects;
- (c) prohibited from making any distribution to its members or paying fees to its directors, and
- (d) is a Public Benevolent Institution or endorsed charity (as the case may be) under item 4.1 of the Table in subsection 30-45(1) of the *Income Tax Assessment Act 1997* and for the purposes of subdivision 30-A of that Act.

Such corporation is to be determined by the Members at or before the winding up and in default, by application to the Supreme Court for determination.

56. Indemnity And Insurance

56.1 To the extent permitted by law and that the officer is not indemnified by the directors' and officers' liability insurance maintained by the Company, the Company indemnifies every person who is or has been an officer of the Company against any liability:

- (a) incurred by that person as such an officer to another person other than the Company or a related body corporate of the Company unless the liability arises out of conduct involving a lack of good faith; and
- (b) for costs and expenses incurred by the person such as an officer:
 - (i) in defending proceedings, whether civil or criminal, in which judgement is given in favour of the person or in which the person is acquitted; or
 - (ii) in connection with an application, in relation to such proceedings, in which the Court grants relief to the person under the Law.

56.2 The Company may pay or agree to pay a premium in respect of a contract insuring a person who is or has been an officer of the Company against liability:

- (a) incurred by the person such as an officer unless the liability arises out of conduct involving:
 - (i) a wilful breach of duty in relation to the Company; or
 - (ii) without limiting subparagraph (i), a contravention of subsection 232(5) or (6) of the *Corporations Act 2001*; or
- (b) for costs and expenses incurred by the person as such an officer in defending proceedings, whether civil or criminal and whatever their outcome.

56.3 In this clause 56:

'indemnify' has the same meaning as in section 241 of the *Corporations Act 2001*.
'Officer' means a Director, secretary or executive officer of the Company; and
'pay' has the same meaning as in section 241A of the *Corporations Act 2001*.

57. Amalgamation

Where it furthers the objects of the Company to amalgamate with any one or more organisations having similar objects, the other organisation(s) must have rules or constitutions prohibiting distribution of its(their) assets and income to members and the amalgamation must be subject to the approval of the Deputy Commissioner of Taxation.

PART "J": ADOPTION OF THIS CONSTITUTION

This Constitution is adopted by the party seeking registration of the Company and the adoption of the Constitution will be confirmed at the first Meeting of Member(s) following the registration of the Company

Name of Party seeking Registration: **Woodend-Hanging Rock Petanque Club Inc.**

Signed by Public Officer/Officeholder: _____

Name of Public Officer/Officeholder: **Henry Errol Peter STEEL**

Capacity: **Director**

Dated: **19/02/2002**

SCHEDULE 1

PROXY FORM
PETANQUE AUSTRALIA LTD
GENERAL MEETING

The Secretary
Petanque Australia Ltd
[address]

We:
(please print)

of:
(please print)

being a member of **Petanque Australia Ltd** appoint:

Name of proxy:

Address of proxy:

Or in his/her absence:

Name of proxy:

Address of proxy:

or, if we have not nominated a proxy or if the nominee is absent from the meeting, the chairperson of the meeting as our proxy to vote on our behalf at the general meeting of Petanque Australia Ltd to be held onat.....am/pm and at any adjournment of that meeting.

Proxy instructions

[If no instruction is given as to how the proxy is to vote, your proxy may vote as he/she thinks fit or can abstain from voting. To instruct the proxy how to vote, insert 'X' in the appropriate column against each item of business set out below.]

We instruct our proxy to vote as follows:

RESOLUTION	For	Against	Abstain

This proxy must be signed by each appointing Member or the Member's attorney. Proxies by companies must be signed by an authorised officer or attorney.

Signed: Name: (please print)

Dated: Title:

Notes:

- (1) This proxy and any power of attorney or any other authority under which it is signed must be lodged in accordance with the instructions set out in the Notice of Meeting.
- (2) A Member who is entitled to vote at the meeting may appoint:
 - (a) one proxy if the Member is only entitled to one vote;
 - (b) one proxy if the member is entitled to more than one vote;
 - (c) one proxy for each vote, if the Member is entitled to more than one vote.
- (3) Where the Member appoints more than one proxy, the appointment must specify the proportion or number of votes that each proxy may exercise.
- (4) A proxy need not be a Member of the Company.

SCHEDULE 2

PETANQUE AUSTRALIA LTD
APPLICATION FOR MEMBERSHIP

The Secretary
Petanque Australia Ltd
[address]

We:
(please print)

of:
(please print)

being a *corporation/incorporated association/unincorporated association**

hereby make application for membership of Petanque Australia Limited and agree:

1. to be bound by the Constitution of Petanque Australia Ltd including any amendments thereto;
2. to be bound by the By-Laws as published from time to time by Petanque Australia Ltd;
3. to be bound by the Rules of the Game of Petanque;
4. to ensure that our members agree to be bound by the By-Laws and the Rules referred to above.

Further, we agree to provide such other information as may be requested by Petanque Australia Ltd for consideration of this application.

It is understood that upon acceptance of this application that we will become a Member of Petanque Australia Ltd and an "Affiliated Club". In the event that we are an unincorporated association, we agree to become an incorporated association pursuant to the laws of our state or territory of our residence if directed to do so by Petanque Australia Ltd.

Signed by an authorised officer:

Name & Title:

Address for correspondence:

Telephone:

Email Address:

Date of this Application:

(* delete as applicable)