



WESTERN AUSTRALIAN DEBATING LEAGUE
— INCORPORATED —

Constitution of the League

The Western Australian Debating League Incorporated Constitution to establish and govern the Western Australian Debating League; and ensure all students have meaningful access to debating that encourages critical thinking, fosters engagement with global issues, and equips students with lifelong skills and the confidence to pursue their potential; by allowing all WA school students to have access to challenging debating competitions, high quality resources, and purpose-built development opportunities.

The Western Australian Debating League Incorporated respectfully acknowledges all the Aboriginal nations who are the Traditional Custodians and ancestors of the land upon which we all meet and conduct the activities of the League, primarily being the Whadjuk Noongar nation in Whadjuk Boodja (Perth). As we share our own knowledge and learning through the League we also recognise the knowledge embedded forever with the First Peoples, and the continuing contribution they make to the life and culture of Perth and Western Australia. We pay respect to all Elders past, present and emerging and remember that this land we all share together was never ceded.

Adopted by members of the Western Australian Debating League Incorporated on 15 January 1997

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CHAPTER ONE: General

1. Name of the Association

The name of the incorporated association is the 'Western Australian Debating League Incorporated'.

2. Terms used

In these rules, unless the contrary intention appears —

Act refers to the *Associations Incorporation Act 2015* (WA);

audit means an audit conducted for the purposes of the *Corporations Act 2001* (Cth);

Board means the Board of Directors;

books of the League, includes —

- (a) the Register;
- (b) financial records, statements, or reports, however compiled, recorded or stored;
- (c) a document, however stored;
- (d) formal communications of the League; and
- (e) any other record of information;

Commissioner means the Commissioner under section 153 of the *Act*;

conflicts of interest means financial and non-financial entanglements and material personal interests that could wield undue influence upon Board, Executive, or Department Members, that is not an interest in common with all, or a substantial proportion, of League Members;

Constitution is this document, which constitutes the official Rules of the Association under Part 3 of the *Act*, as in force for the time being;

Chair is the Executive Member presiding over the relevant meeting of the League;

Director means a member of the Board that is not the Chief Executive Officer;

Executive is the management committee of the League as defined in section 91 and the *Act*;

Finance Department means the Department under the Chief Financial Officer;

financial records, however they are stored, includes but is not limited to —

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers, bank statements;
- (b) documents of prime entry, budgets, and working papers and other documents needed to explain —
 - (i) the methods by which financial statements are prepared; and
 - (ii) adjustments to be made in preparing financial statements;

financial statements are the statements in relation to the League required under Part 5 Division 3 of the *Act*;

financial year means a period not exceeding 15 months, being a period commencing on the 1st of January and ending on the 31st of December;



General Meeting refers to either a Special General Meeting or Annual General Meeting as required under the *Act*;

League refers to the ‘Western Australian Debating League Incorporated’;

League Member refers to a member of the League;

meeting includes those conducted in person or using any technology that allows League Members to clearly and simultaneously communicate with each other for the purposes of conducting official business of the League, including for voting purposes;

November Special Board Meeting means the mandatory Board Meeting held annually in the month of November to appoint Executive Members;

October Special General Meeting means the mandatory Special General Meeting held annually in the month of October to elect Board Members;

ordinary resolution means a resolution of a General Meeting other than a special resolution;

Register means the register of League Members referred to in section 53 of the *Act*;

Secretary means the Executive Member holding office as the Secretary and Legal Officer/Public Officer of the League;

Special General Meeting means a General Meeting of the League other than the Annual General Meeting;

special resolution means a resolution passed by the League Members at a General Meeting in accordance with section 51 of the *Act*;

3. Words not defined in this Constitution

Unless otherwise stated, any term not defined in this Constitution has the meaning as in relevant Acts of State or Commonwealth law, or the ordinary or natural meaning of the expression.

4. Objects of the League

The objects of the League are to —

- (a) organise and promote formal debate in Western Australia;
- (b) promote the activities of the Australian Debating Federation Incorporated in Western Australia;
- (c) select teams to represent the League at national and other championships;
- (d) promote unity and good fellowship amongst the members of the League;
- (e) liaise with other organisations with similar goals and interests; and
- (f) foster the interests of the League Members;

and may only be altered with Commissioner permission under section 33 of the *Act*.

5. Apolitical nature of the League

The League shall use every effort to promote the League’s objects in a manner that does not promote or oppose a political party or a candidate for political office.



6. Not for profit status of the League

The property and income of the League must be applied solely towards the promotion of the objects or purposes of the League and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any League Member, except in good faith in the promotion of those objects or purposes as —

- (a) reasonable remuneration for goods or services provided to the League in the ordinary course of business; or
- (b) reimbursement of reasonable expenses properly incurred by the League Member on behalf of and authorised by the League.

7. Amendment of the Constitution

The Constitution may only be amended by —

- (a) special resolution approved by League Members at a General Meeting; and
- (b) by otherwise complying with Part 3 Division 2 of the *Act*;

taking effect once changes are lodged by the Secretary, within one month of the modifying resolution being passed, with the Commissioner in accordance with the *Act*.

8. Constitutional interpretation and status

In the event of constitutional ambiguity or dispute the Constitution will prevail, and the Board is responsible for constitutional interpretation which shall be binding on all League Members and guided according to principles of traditional statutory interpretation where relevant and the *Act*, relevant drafters of the Constitution, and the objects and purpose of the League.

9. Distribution of surplus property on winding up of the League

Given that in this section *surplus property* means property remaining after satisfying debts and liabilities of the League as well as the costs, charges and expenses of winding up or cancelling the incorporation of the League, but does not include books relating to League management — on the cancellation of the incorporation or the winding up of the League, its surplus property must be distributed as determined by special resolution, under section 24(1) of the *Act*, to one or more of the following —

- (a) an incorporated association;
- (b) a company limited by guarantee that is registered as mentioned in section 150 of the *Corporations Act 2001* (Cth);
- (c) a company holding a licence that continues in force under section 151 of the *Corporations Act 2001* (Cth);
- (d) a body corporate that at the time of the distribution is the holder of a licence under the *Charitable Collections Act 1946* (WA);
- (e) a body corporate that is, or is a former, League Member that has rules to prevent the distribution of property to its members;
- (f) a trustee for a body corporate referred to in subsection (e); or
- (g) a co-operative registered under the *Co-operatives Act 2009* (WA) that is a non-distributing co-operative as defined in that Act.



CHAPTER TWO: League Membership

10. League Member prerequisites

Membership of the League shall be open to any natural person over the age of 16 or an entity who supports the objects and purposes of the League. No cost or subscription shall be levied onto members or be used to determine eligibility of members.

11. Application and renewal of potential League Members

Applications for, and renewal of, League membership shall be in writing, specify whether the application is for a natural person or entity, and must be received by the Secretary to be valid.

12. League Member status to be considered and communicated

Subject to sections 10, 11 and 13, League membership applications must be decided under the absolute discretion of the Executive within 20 business days of receipt, and the Executive must notify the League membership applicant, in writing with no reasoning required, of the Executive's decision to accept or reject the application within 10 business days of the decision being made.

13. Applications to the League membership for the purposes of the Board

The Executive must approve, subject to sections 10 and 11, an application to the League membership for the purposes of voting Board Member selections.

14. Becoming a League Member

Applicants become a member of the League when the Executive approves the application, and the Register must reflect this modification within 28 days.

15. League Members have access to, and are bound by, the Constitution

League Members can access an electronic copy of the Constitution at www.wadl.org, and will be given a link to this electronic copy at the time their membership commences under section 36(1)(b) of the *Act* with a hard copy to be provided free of charge upon request, and are bound to abide by the Constitution, By-Laws and any other governing documents of the League, subject to state and federal law.

16. League membership required to participate in the activities of the League

Agents of the League including but not limited to adjudicators, presenters, Board Members, Executive Members or Department Members must be League Members.

17. League to provide hard copy of the Constitution to League Members upon request

The League must provide a hard copy of the League constitution to League members upon request, free of charge, and within 10 business days of the request being received.

18. Register of status of League Members

The Secretary must keep a Register in accordance with the *Act*, which must —

- (a) be available to League Members for viewing upon request, free of charge, according to section 54 of the *Act*;
- (b) following section 52(2) of the *Act* contain each League Member's full name, membership type, and
 - (i) residential address,
 - (ii) email;



- (iii) phone number; or
- (iv) other means of contacting the League member in question;
- (c) contain the date on which every past League membership after 2018 ceased or was suspended and why, for at least 10 years;
- (d) be maintained and kept at a place determined by the Secretary; and
- (e) be modified within 28 days after any change occurs according to section 53 of the *Act*; and may contain any other information that the League seems fit.

19. Copies and extracts of Register to be made available

League Members may receive or make extracts or copies of the Register if they have reasons to use or possess such extracts or copies as justified under section 54(1) of the *Act* or they provide a certified statutory declaration outlining the reasons for the request, to be allowed by the Secretary within 10 days of making the request.

20. When League membership ceases

League membership shall cease when a League Member —

- (a) who is a natural person dies;
- (b) who is an entity is wound up;
- (c) has their League membership terminated under section 21;
- (d) resigns from the League under section 22; or
- (e) is expelled from the League under section 28;

and a former League Member remains liable for any fees that remain owed to the League, which may be recovered by the League according to law.

21. Termination of Membership

League membership is terminated 13 months from membership commencement every consecutive year if —

- (a) the League Member failed to lodge their League membership renewal according to sections 10, 11 and 13 before 13 months of membership commencement; and
- (b) the League Member is not an Executive, Department, or Board Member;

with resignation taking effect from the same date.

22. Resignation of League Members

A League Member may resign from membership of the League by giving written notice of the resignation to the Secretary which takes effect —

- (a) when the Secretary receives the notice; or
- (b) if a later time is stated in the notice, at that later time.

23. League Member rights not transferable

The rights of a League Member are not transferable and end when League membership ceases.

24. Voting rights of League Members

League Members are entitled to a single vote on all matters at any General Meeting for —

- (a) every natural person; and



- (b) one representative of an entity only, with the representative to be decided by the Chair of the General Meeting.

25. Rights of League Members to apply for Board, Executive or Department positions

League Members are entitled to stand for —

- (a) election to the Board as a Director;
- (b) appointment to the Executive; or
- (c) appointment to a Department.

26. League Member limits on applying for League positions

League Members are not entitled to rights defined under section 25 if they have —

- (a) an undischarged bankruptcy or insolvency according to section 13D of the *Interpretation Act 1984*;
- (b) a conviction in connection with the promotion, formation or management of a body corporate; been convicted of an offence that is indictable;
- (c) been convicted of other offences outlined under section 127 of the *Act*; or
- (d) been held to liability in relation to fraud, dishonesty, or other related matters as an entity, to be determined by the Executive;

and this prohibition shall last for 5 years since the League Member's conviction or, in the case of an offence warranting imprisonment, five years from their release from custody.

27. League Members may designate proxy votes

League Members may delegate a proxy in writing to another League Member for the purposes of voting, speaking, or making submissions at any meetings of the League, and —

- (a) the proxy appointment must either use an Executive-approved form or any other form that clearly identifies the person appointed as the League Member's proxy, that has been signed by the League Member;
- (b) may only delegate a proxy to a League Member that does not have proxies for more than 2 League Members;
- (c) may give specific directions as to how the proxy is to vote on his or her behalf;
- (d) if no instructions are given to the proxy, the proxy may vote on behalf of the League Member in any matter as the proxy may see fit; and
- (e) a proxy vote does not count towards quorum at any meeting of the League.

28. League Members may be expelled or suspended

Given that *League Member* in this section includes a former League Member —

the Executive may suspend a League Member's membership or expel a member from the League, commencing immediately, if the League Member is not a Board, Executive or Department Member and —

- (a) breaches the Constitution or other governing documents or resolutions of the League; or
- (b) acts detrimentally the interests, objects or purpose of the League; or
- (c) impacts the public reputation of the League; and
- (d) the Secretary has given the League Member 10 working days written notice before the decision is heard by the Executive, stating —
 - (i) details of the meeting time and place;
 - (ii) the grounds for expulsion or

suspension; and



- (iii) that the League Member, or a representative, may attend the meeting and have an opportunity to make written and/or oral submission to the Executive on the matter;

and a League Member may appeal their expulsion or suspension to the Board by notifying the Secretary within 10 business days of receipt of the decision, after which the Board may suspend a League Member's membership or expel a member from the League, commencing immediately, according to subsections (a) to (d), which once decided will be communicated, including suspension period if relevant, by the Secretary in written notice to the League Member within 7 days.

29. Section 28 not affected by ignorance of League Member

Any ignorance of the Constitution or other governing documents of the League does not constitute grounds to prevent expulsion or suspension.

30. Misuse of the League's resources, Register, or information

Misuse of the League's resources, or use of the League's information, or Register or excerpts or copies of the Register for non-League purposes or purposes not required in the *Act* by a League Member is grounds for suspension or expulsion, to be determined by the Executive or the Board under sections 28.

31. Suspension or expulsion of League Members to be in the Register

The Secretary must permanently record in the Register any suspension of a League Member, and any expelled League Members, and information surrounding the circumstances of the suspension or expulsion.

32. Effect of suspension on League Member

When a League Member's membership is suspended, all rights given under this Constitution, excluding section 28, are revoked, and the Secretary must record in the Register —

- (a) that the League Member's membership is suspended;
- (b) the date on which the suspension takes effect; and
- (c) the period of suspension;

which must be changed by the Secretary to reflect the end of the suspension once the suspension period ends.

33. Dispute between the League and/or League Members

Given that in sections 33 to 36 —

dispute means a dispute between two or more League Members or one or more League Members and the League itself; and

parties means the parties to the dispute, either the involved League Members and/or the League — within 10 business days of the Secretary, or any other authorised member of the internal relations department, being given written notice of the dispute by a party, stating the parties to the dispute and the subject of the dispute, a confidential meeting must be convened that the parties are notified of by the Secretary or any other authorised member of the internal relations department at least 7 days before, consisting of —

- (a) each party to the dispute, or their nominated representative; and
- (b) the Mediator to the dispute, defined in section 35;



with the parties, in good faith, attempting to resolve the dispute through the Mediator after being given a reasonable time at the mediation for each party, or their representative, to be reasonably heard or for their written statement to be considered.

34. Failed mediation to progress to arbitration

If mediation fails under section 33, the dispute progresses to arbitration consisting of —

- (a) each party to the dispute, or their nominated representative; and
- (b) the Arbitrator to the dispute, defined in section 35;

to be called within 20 business days of the failed mediation, with the parties —

- (c) receiving at least 7 days' notice from the Secretary of the arbitration date and place; and
- (d) attempting, in good faith, to abide by the decision of the Arbitrator, to be decided according to principles of natural justice after each party, or their representative, is reasonably heard or their written statement is considered.

35. Mediator or Arbitrator under sections 33 or 34

The Mediator or Arbitrator stated in sections 33 or 34 must be the Secretary or, in a party disagrees —

- (a) the Mediator or Arbitrator can be another Executive Member nominated by the Secretary; or
- (b) an external Mediator or Arbitrator can be selected by the Secretary, with all costs to be paid by the disagreeing party.

36. Final dispute avenue to the State Administrative Tribunal

If arbitration proceedings under section 34 fail, the parties may apply to the State Administrative Tribunal to have a dispute determined according to section 182(1) of the *Act*.

37. Reversed suspension or expulsion of League Members to not affect past meetings

If a League Member's suspension or expulsion is revoked, it does not affect the status of any motions, resolutions or other business at any kind of meeting convened during the expulsion or suspension period.

38. Record of office holders

The Secretary must maintain a record of —

- (a) the names and addresses of the persons who are Executive Members and office holders of the League as defined in the *Act*; and
- (b) the name and address of any person who is appointed or acts as trustee on behalf of the League.

39. Inspection of records and documents

A League Member must contact the Secretary to make arrangements for inspecting, free of charge, —

- (a) the Register;
- (b) the record of the names and addresses of Executive members and other persons authorised to act on behalf of the League under section 58(3) of the *Act* and section 38 of this Constitution; or
- (c) any other record or document of the League;

subject to any decision the Executive has made about minutes of meetings generally, or the minutes or documents of a specific Department, Executive, Board, Inter-Department or



Committee meeting, being available for inspection by League Members, and may make copies or take extracts from these documents but may not remove the record or document for that purpose, according to the *Act*.

40. Custody of books and securities

Except as otherwise decided by the Executive the —

- (a) books and any securities of the League must be kept in the Secretary's custody or under their control; and
- (b) financial records and, as applicable, the financial statements or financial reports of the League must be kept in the Chief Financial Officer's custody or under their control;
- (c) Custody and usage of the Common Seal shall be held and wielded by the Chief Executive Officer.

and the books of the League must be retained for at least 7 years.

41. Executing documents

The League may execute a document if it is signed by —

- (a) the Chief Executive Officer and the Internal Relations Director;
- (b) 2 Board Members;
- (c) 2 Executive Members as authorised by the Executive; or
- (d) 1 Executive Member and a person authorised by the Executive.

42. Acknowledgement to Country

All meetings conducted by or on behalf of the League must open with an Acknowledgement to Country and the relevant Aboriginal Nation(s) upon which the meeting takes place.



CHAPTER THREE: General Meetings

43. Annual General Meeting

The Executive must determine the date, time and place of the Annual General Meeting, and if it is proposed to hold the Annual General Meeting more than 6 months after the end of the League's financial year, the Secretary must apply to the Commissioner for permission under section 50(3)(b) of the *Act* within four months after the end of the financial year, with the ordinary business of the Annual General Meeting to be —

- (a) to confirm the minutes of the previous Annual General Meeting and of any Special General Meeting held since then if the minutes of that meeting have not yet been confirmed;
- (b) to receive and consider —
 - (i) the Executive's annual reports on the League's activities during the preceding financial year;
 - (ii) the financial statements or report of the League for the preceding financial year presented under Part 5 of the *Act*;
 - (iii) if required to be presented for consideration under Part 5 of the *Act*, a copy of the report of the review or auditor's report on the financial statements or financial report;
- (c) if applicable, to appoint or remove a reviewer of the League in accordance with the *Act*;
- (d) any other business of which notice has been given in accordance with this Constitution;

may be conducted at the Annual General Meeting.

44. Special General Meetings

The Executive or the Board may convene a Special General Meeting, including the October Special General Meeting, and the Executive must convene a Special General Meeting if at least 20% of the League Members requires a Special General Meeting to be convened in which case the League Members requesting the meeting must —

- (a) make the requirement by written notice given to the Secretary;
- (b) state in the notice the business to be considered at the meeting; and
- (c) each sign the notice;

with the Special General Meeting required to be convened within 28 days after notice is given under this section by the Secretary or, if the Executive does not convene a Special General Meeting within the 28 day period, the League Members making the requirement may convene the Special General Meeting which —

- (d) must be held within 3 months after the date the original requirement was made; and
- (e) may only consider the business stated in the notice by which the requirement was made.

45. Notice of General Meetings

The Secretary or, in the case of a Special General Meeting convened under section 46 the League Members convening the meeting, must give to each League Member and relevant auditor or reviewer —

- (a) at least 21 days' notice of a General Meeting if a special resolution is to be proposed; or
- (b) at least 14 days' notice of a General Meeting in any other case;

which must —



- (c) specify the date, time and place of the meeting; and
- (d) indicate the general nature of each item of business to be considered at the meeting, including relevant documentation if available;
- (e) if the meeting is the October Special General Meeting, include the shortlist of the League Members who have nominated for election to the Board under section 61, 62 and 66;
- (f) if a special resolution is proposed —
 - (i) set out the wording of the proposed resolution as required by section 51(4) of the *Act*;
 - (ii) state that the resolution is intended to be proposed as a special resolution; and
 - (iii) state that League Members May delegate proxies according to section 29.

46. Quorum at General Meetings

No business is to be conducted at a General Meeting unless a quorum of 12 League Members is present and if a quorum is not present within 1 hour after notified commencement time of a General Meeting —

- (a) in the case of a Special General Meeting that is not the October Special General Meeting, the meeting lapses; or
- (b) in the case of the Annual General Meeting or the October Special General Meeting, the meeting is adjourned to —
 - (i) the same time and day in the following week; and
 - (ii) the same place, unless the Chair specifies another place at the time of the adjournment or written notice of another place is given to the League Members by the Secretary at least 48 hours before the day to which the meeting is adjourned;

and if a quorum is not present within 1 hour after the commencement time of an Annual General Meeting held under subsection (b) and at least 6 League Members are present at the meeting, those League Members present are taken to constitute a quorum.

47. Presiding League Member at General Meetings

Given in this section **Chair** is the Chief Executive Officer and **Deputy Chair** is the Secretary — the Chair or, in the Chair's absence, the Deputy Chair must preside over each General Meeting or, if the Chair and the Deputy Chair are absent or unwilling to act as chairperson, the Executive Members at the General Meeting must choose one of them to preside over the meeting.

48. Adjournment of General Meeting

The Chair of a General Meeting at which a quorum is present may, with the consent of an absolute majority of the League Members present, adjourn the meeting to another time at the same place or at another place if there is insufficient time to deal with the business at hand, with no business allowed to be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned and no notice of the adjournment required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with section 45.

49. Voting at General Meeting

On any question arising at a General Meeting —

- (a) Each League Member has one vote, unless the League Member may also vote on behalf of an entity League Member;



- (b) League Members may vote personally or by proxy;
- (c) if the question is not a special resolution, a motion is carried by a simple majority of League Members voting in favour of the motion, with abstentions allowed;
- (d) if the question is a special resolution, the resolution is carried by a three-fourths majority of League Members voting in favour of the motion, with abstentions not allowed;
- (e) if votes are divided equally on the question, the Chair has a second or casting vote;
- (f) if the question is whether or not to confirm the minutes of a previous General Meeting, only League Members who were present at that General Meeting may vote;
- (g) a League Member is eligible to vote on the question if they were a League Member at the time notice of the General Meeting was given under section 45.

50. When special resolutions are required

A special resolution is required if it is proposed at a General Meeting to —

- (a) request the Commissioner to apply to the State Administrative Tribunal under the *Act* for the appointment of a statutory manager;
- (b) alter this Constitution, including adopting the model rules under the *Act*;
- (c) change the name of the League under the *Act*;
- (d) approve amalgamation terms with one or more other incorporated associations under the *Act*;
- (e) be wound up voluntarily or by the Supreme Court under the *Act*;
- (f) remove a Director;
- (g) cancel the League's incorporation under section 129 of the *Act*; or
- (h) fulfil any other purpose prescribed by the Executive.

51. Determining whether resolution carried

The Chair of a General Meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been —

- (a) carried, either unanimously or by a particular majority; or
- (b) lost;

which must indicate in the declaration if it is a special resolution and must be entered in the minutes of the General Meeting which is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

52. Written poll may be required for voting on resolutions

Given in this section *poll* means the process of voting in relation to a matter that is conducted in writing — if a poll is demanded on any question by the Chair of the General Meeting or by at least 3 League Members present in person or by proxy the poll must be taken before the close of the General Meeting in the manner determined by the Chair or the Executive at a previous Executive Meeting and must be used by the Chair to determine the resolution, which must indicate in the poll if it is a special resolution and must be entered in the minutes of the General Meeting which is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

53. Disagreement on Chair's declaration of a resolution vote

Given that under this section a *roll call* is conducted by the Chair by recording an 'aye', 'nay', or an abstention according to an alphabetical order of League Members present in person or by proxy —



if a League Member present at a General Meeting disagrees with the declaration of a vote mentioned in section 51, the Chair must conduct a roll call for the vote, which must indicate in the roll call if it is a special resolution and must be entered in the minutes of the General Meeting which is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

54. Minutes of General Meeting

The Secretary, or a person authorised by the Executive, must take and keep minutes of each General Meeting which must record—

- (a) the business considered at the General Meeting, including resolutions on which a vote is taken and result of the vote;
- (b) the names of the League Members attending the General Meeting and any conflicts of interest of the League Members;
- (c) any proxy votes;
- (d) the financial records, statements or reports presented at the General Meeting, as referred to in section 2;
- (e) any report or review of the financial statements or report presented at the General Meeting; and
- (f) any other documents that are tabled at the General Meeting;

which the Chair of the General Meeting must ensure are reviewed and signed as correct by the Chair and the League Member recording the minutes of the General Meeting and are then, in the absence of evidence to the contrary, taken to be proof that —

- (g) the General Meeting to which the minutes relate was duly convened and held;
- (h) the matters recorded as having taken place at the General Meeting took place as recorded; and
- (i) any election or appointment purportedly made at the meeting was validly made;

and must be communicated to League Members in written form within 30 days of the General Meeting taking place.

55. Validity of acts

The acts of an Executive, Board or Department Member are valid despite any defect that may afterwards be discovered in their election or appointment.



CHAPTER FOUR: The Board of Directors

56. Composition of the Board

The Board of Directors shall consist of 6 Directors and the Chief Executive Officer.

57. Voting of Board Members

Excepting the Chief Executive Officer, the Board Members are entitled to a single vote on a matter at any Board Meeting.

58. Standing invitation to Board Meetings for the Secretary

The Secretary is to have a standing invitation to Board Meetings for the purpose of taking minutes and delivering reports.

59. Applications to become a Board Member

Applications for League Members to become a Board Member shall be—

- (a) opened by the Secretary; and
- (b) communicated in written form to League Members at least 14 days before the October Special General Meeting or relevant Special General Meeting under sections 64 or 65, both inviting League Members to apply for the Board and communicating the deadline;

and must be —

- (c) open for consideration by the Board for at least 7 days; and
- (d) close at least 7 days before the October Special General Meeting or the relevant Special General Meeting under sections 64 or 65.

60. Shortlist of Board applicants under section 66 to be circulated to League Members

The shortlist of Board applicants under section 66 must be circulated to all League Members at least 5 business days before the October Special General Meeting or, in the case of a casual vacancy under section 65, before the relevant Special General Meeting, with applications only valid if this requirement is followed.

61. When Board Membership ceases

A person ceases to be a Board Member if the person —

- (a) dies or otherwise ceases to be a League Member;
- (b) resigns from the Board under section 62;
- (c) is removed from office under section 77;
- (d) has their 3-year term, or their term under section 124 expire;
- (e) becomes ineligible to be on the Board under section 35 of the *Act*;
- (f) becomes permanently unable to act as a Board Member because of legal incapacity; or
- (g) fails to attend 3 consecutive Board Meetings, of which the person has been given notice, without having notified the Secretary that the person will be unable to attend;

and the ex-Board Member must return all documents, records, books, account information for resources and other relevant materials pertaining to management of the League's affairs as soon as is practicable under section 37 of the *Act*.



62. Resignation from office

A Director may resign from the Board by written notice to the Secretary which takes effect —

- (a) when the notice is received by the Secretary; or
- (b) if a later time is stated in the notice, at the later date.

63. League Members may serve multiple terms on the Board

A League Member that ceases to be a Board Member may be re-elected under section 59.

64. Board positions to be elected at the October Special General Meeting

Board Members, who are League Members who are natural persons of at least 18 years of age, are to be elected at the October Special General Meeting annually and are decided by the League Members present at the meeting by ordinary resolution.

65. Casual Vacancies of the Board

The Board must call a Board Meeting to fill a Board position, that lasts for the remaining term left for that Board position, that —

- (a) has become vacant under section 61; and
- (b) was not filled by election at the October Special General Meeting under section 64 and —
- (c) if quorum is met under section 71 the Board may continue to act despite this vacancy; or
- (d) if quorum cannot be met under section 71 the Board may act only for the purpose of convening a General Meeting or approving budgets.

66. Board to consider applications to become Board Members

The Board is to consider applications to become Board Members that are executed according to section 61, and give notification to the Secretary according to section 59 of the subsequent created shortlist of Board applications to be considered at the General Meeting in mentioned in section 60.

67. Chair of the Board

After each annual October Special General Meeting the Directors shall elect a Chair of the Board to preside over meetings, or in the absence of the Chair another Board Member shall preside over that Board Meeting as chosen by Directors at that meeting, and if votes in a Board Meeting are divided equally on a question, the Chair has a second or casting vote.

68. No delegation of Board powers allowed

Subject to section 87, no powers of the Board under this Constitution may be delegated.

69. Board to convene a Board Meeting every 3 months

The Board must convene a Board Meeting at least once every 3 months on the dates and at the times and places determined by the Board, with the first Board Meeting after the General Meeting after Board Members are appointed to be held as soon as is practicable.

70. Notice of Board Meetings

Board Meetings may be called by the Chief Executive Officer, the Secretary, or 2 or more Board Members by giving written notice to the Secretary that must —



- (a) be given to each Board Member 2 business days before the time of the meeting; and
- (b) only allow business that is contained in the notice of the meeting to be discussed at the meeting, unless the Board Members at the meeting agree by simple majority to discuss a matter without notice.

71. Board Meeting quorum

Subject to section 65, no business is to be conducted at a Board Meeting unless a quorum of 4 Board Members is present, and if a quorum is not present within 1 hour after the notified announcement time of a Board Meeting the meeting is adjourned to the same time, day and place in the following week, and if a quorum at the subsequent Board Meeting is not met within 1 hour after the notified announcement time, 2 Board Members present are taken to constitute a quorum.

72. Conflicts of Interest of the Board

A Board Member who has a conflict of interest that has the nature of a material personal interest in a matter being considered by the Board must, according to section 42 of the *Act* —

- (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Board;
- (b) disclose the nature and extent of the interest at the next General Meeting; and
- (c) not be present while the relevant matter is being considered or voted on at a Board Meeting;

which does not apply in respect of a material personal interest that —

- (d) only exists because the Board Member is an agent of the League;
- (e) makes the Board Member a member of a class of persons for whose benefit the League is established;
- (f) the Board Member shares in common with all, or a substantial proportion of, all League Members.

73. Order of business at Board Meetings

The procedure to be followed at a Board Meeting must be determined from time to time by the Board, and the order of business at a Board Meeting may be determined by the Board Members at the meeting.

74. Non-Board Members may attend Board Meetings via invitation

League Members may attend a Board Meeting, via a written invitation from the Board, as an observer who —

- (a) must follow the directions of the Board at all times during the Board Meeting;
- (b) has no right to any agenda, minutes or other document circulated at the Board Meeting;
- (c) must not comment about any other matter discussed at the Board Meeting unless invited by the Board to do so;
- (d) cannot vote on any matter at the Board Meeting; and
- (e) may have their invitation revoked without notice; excluding under section 78.

75. Voting at Board Meetings

Each Board Member present at a Board Meeting has one vote on any question arising at the Board Meeting and a motion is carried is a simple majority of the Directors present at the meeting, either in person or by proxy, in favour of the motion, and a vote may take place by the Directors present indicating their agreement



or disagreement or by a show of hands, unless the Board decides that a roll call is needed to determine a particular question with abstentions not allowed for roll calls.

76. Minutes of Board Meetings

The Board must ensure that minutes are taken and kept of each Board Meeting by the Secretary or by another Board Member nominated by the Secretary, which must record the following —

- (a) the names of the Board Members present at the Board Meeting;
- (b) the name of any person attending the meeting as an auditor or reviewer of the financial reports or records of the League, or under sections 74, 78 or under the *Act*;
- (c) the business considered at the Board Meeting;
- (d) details relating to the disclosure of a Board Member's conflict of interest of a material personal nature as required by section 42(6) of the *Act* and section 72; and
- (e) any motion on which a vote is taken at the Board Meeting and the result of the vote;

and the minutes must be entered into the League's books within 30 days after the Board Meeting was held, with the Chair ensuring the minutes are reviewed and signed as correct by —

- (f) the Chair of the meeting and the Secretary; or
- (g) the Chair of the next Board Meeting and the Secretary;

which are, until the contrary is proved, evidence that—

- (h) the meeting to which the minutes relate was duly convened and held;
- (i) the matters recorded as having taken place at the Board Meeting took place as recorded; and
- (j) any appointment purportedly made at the meeting was validly made.

77. Board Meeting to consider Board Member removal

If the Board is considering as a matter whether or not to remove a Director from the Board the Director in question—

- (a) must be notified by the Secretary within 7 days of the Board Meeting;
- (b) may attend the meeting and either submit a written statement or they, or their representative, may attend the Board Meeting to discuss the matter of their removal; and
- (c) is not able to vote on the matter;

with the Board required to pass a motion under this section by absolute majority, with removal of the Director taking effect immediately.

78. Executive Members may attend Board Meeting for matters under section 77

Executive Members may attend a Board Meeting and make submissions for the purpose of considering a matter under section 77, with no voting rights given to Executive Members attending.

79. Board to not be remunerated for their services

No Board Member shall be monetarily remunerated for their services as Board Members.

80. Indemnity

Every Director and Department Member, who are not Executive Members, must be indemnified by the



League, to the fullest extent permitted by law, against a liability incurred by that person and are not recognised as an officer of the League, including without limitation legal costs and expenses incurred in defending an action.

81. Board to appoint Executive Members

Subject to sections 84 and 85, the Board must consider applications received by the Secretary at the annual November Special Board Meeting for appointment to the Executive, and must appoint as many Executive Members as is practicable at the meeting.

82. Board may reject budgets of the League

The Board may reject budgets prepared by the Chief Financial Officer or the Finance Department for the purpose of —

- (a) the budget being a grossly inaccurate reflection of the financial status of the League;
- (b) requiring Executive to reconsider reasoning behind particular expenditure; or
- (c) confirming whether the prepared budget is compliant with the *Act* and other laws;

with the Executive then required to reconsider a modified budget to reflect the required amendments.



CHAPTER FIVE – The Executive and Committee

83. Composition of the Executive

The Executive Members consist of the —

- (a) Chief Executive Officer;
- (b) Secretary;
- (c) Chief Financial Officer;
- (d) Chief Operating Officer;
- (e) Chief Administrative Officer; and
- (f) Chief Convenor;

who are the office holders of the League.

84. Appointment of Executive Members

At least 21 days before the November Special Board Meeting, the Secretary must send written notice to all the League Members —

- (a) calling for applications to appointment to the Executive; and
- (b) stating the date by which applications must be received by the Secretary;

and a League Member who wishes to be considered for appointment must send a written notice of the application to the Secretary at least 14 days before the November Special Board Meeting, including preferences for Executive positions if applying for multiple offices, otherwise a League Member is not eligible for appointment unless the League Member is appointed under section 97.

85. Eligibility for the Executive

A person may be an Executive Member if they are a League Member who is a natural person of 18 years of age or older, who has been previously appointed to Executive or a Department. Requirements under Section 85 may be waived by majority of the Board.

86. Executive Members may not hold duplicate roles

A League Member must not be a Director and an Executive Member or hold multiple Executive positions.

87. Powers of the Executive between Board Meetings

Between Board Meetings the Executive has all the powers vested in the Board by this Constitution and any other governing documents of the League, except the power to appoint or dismiss Executive Members.

88. Term of office

The term of office of an Executive Member begins when the member is appointed by the Board under sections 97 or 81 and holds office until all Executive positions are declared vacant at the November Special Board Meeting or they cease to be an Executive Member under section 96, and may be re-appointed to the same or another Executive Member office position.

89. Resignation from office

An Executive Member may resign from Executive by written notice given to the Secretary or, if the resigning member is the Secretary, given to the Chief Executive Officer, which takes effect —



- (a) when the notice is received by the Secretary or Chief Executive Officer; or
- (b) if a later time is stated in the notice, at the later date.

90. Board Meeting to consider Executive Member removal

If the Board is considering as a matter whether or not to remove an Executive Member from office —

- (a) the entire Executive may attend the Board Meeting, with no right to vote, to submit statements or make representations on the matter; and
- (b) the relevant Executive Member may either submit a written statement or they, or a representative, may attend the Board Meeting with no right to vote, to discuss the matter of their removal.

91. Removal from office

At a Board Meeting, the Board Members may by resolution remove an Executive Member from office subject to section 90, given that —

- (a) the Executive Member is not satisfactorily executing their role;
- (b) any of the grounds for expelling or suspending a League Member under section 28.

92. Reimbursement to Executive Members

An Executive Member is entitled to be monetarily reimbursed by the League for their activities or actions conducted on behalf of, in connection and with permission of the League.

93. Executive Meetings to be held at least once a month

The Executive must meet at least once a month on the dates and at the times and places determined by the Executive, with the first Executive Meeting after the Board Meeting after Executive Members are appointed to be held as soon as is practicable.

94. Notice of Executive Meetings

Executive Meetings may be called by the Chief Executive Officer, the Secretary, or 2 or more Executive Members by giving written notice to the Secretary and must —

- (a) be given to each Executive members 48 hours before the time of the meeting; and
- (b) only allow business that is contained in the notice of the meeting to be discussed at the meeting, unless the Executive Members at the meeting agree by simple majority to discuss a matter without notice.

95. Executive Meeting quorum

Subject to section 97, no business is to be conducted at an Executive Meeting unless a quorum of 4 Executive Members is present, and if a quorum is not present within 1 hour after the notified announcement time of an Executive Meeting the meeting is adjourned to the same time, day and place in the following week, and if a quorum at the subsequent Executive Meeting is not met within 1 hour after the notified announcement time, 2 Executive Members present are taken to constitute a quorum.

96. When Executive Membership ceases

A person ceases to be an Executive Member if the person —

- (a) dies or otherwise ceases to be a



League Member;

- (b) resigns from the Executive under section 89 or is removed from office under section 91;
- (c) becomes ineligible to accept an appointment or act as an Executive Member under section 39 of the *Act*;
- (d) becomes permanently unable to act as an Executive Member because of legal incapacity; or
- (e) fails to attend 3 consecutive Executive Meetings, or which the person has been given notice, without having notified the Executive that the person will be unable to attend;

and the ex-Executive Member must return all documents, records, books, account information for resources and other relevant materials pertaining to management of the League's affairs as soon as is practicable under section 41 of the *Act*.

97. Casual vacancies

The Board may appoint an Executive Member who is eligible under section 85 to fill a position that —

- (a) has become vacant under section 96; or
- (b) was not filled by election at the November Special Board Meeting under section 81; with the position of Secretary required to be filled within 14 days after the vacancy arises, and —
- (c) if quorum is met under section 95 the Executive may continue to act despite this vacancy; or
- (d) if quorum cannot be met under section 95 the Executive may act only for the purpose of convening a General Meeting and fulfilling any legal duties of the League.

98. Conflicts of Interest

An Executive Member who has a conflict of interest that has the nature of a material personal interest in a matter being considered by Executive must, according to section 42 of the *Act* —

- (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Executive;
- (b) disclose the nature and extent of the interest at the next General Meeting; and
- (c) not be present while the relevant matter is being considered or voted on at an Executive Meeting;

which does not not apply in respect of a material personal interest that —

- (d) only exists because the Executive Member is an agent of the League;
- (e) makes the Executive Member a member of a class of persons for whose benefit the League is established; or
- (f) the Executive Member shares in common with all, or a substantial proportion of, all League Members.

99. Order of business at Executive Meetings

The procedure to be followed at an Executive Meeting must be determined from time to time by the Executive, and the order of business at an Executive Meeting may be determined by the Executive Members at the meeting.

100. Non-Executive Members may attend Executive Meetings via invitation

Non-Executive Members who are League Members may attend an Executive Meeting, via a written invitation from the Executive, as an observer who —



- (a) must follow the directions of the Executive at all times during the Executive Meeting;
- (b) has no right to any agenda, minutes or other document circulated at the Executive Meeting;
- (c) may not comment on matters discussed unless invited by the Executive to do so;
- (d) cannot vote on any matter at the Executive Meeting; and
- (e) may have their invitation revoked without notice.

101. Voting at Executive Meetings

Each Executive Member present at an Executive Meeting has one vote on any question arising at the Executive Meeting and a motion is carried is a simple majority of the Executive Members present at the meeting, either in person or by proxy, in favour of the motion, and a vote may take place by the Executive Members present indicating their agreement or disagreement or by a show of hands, unless the Executive decides that a roll call is needed to determine a particular question, with abstentions not allowed for roll calls.

102. Chair of Executive Meetings

The Chair of an Executive Meeting is the Chief Executive Officer, or another Executive Member as delegated by the Chief Executive Officer or, if the Chief Executive Officer or their delegate is unwilling to act as Chair the Executive Members at the meeting must choose one of them to act as Chair, and if votes in an Executive Meeting are divided equally on a question, the Chair has a second or casting vote.

103. Minutes of Executive Meetings

The Executive must ensure that minutes are taken and kept of each Executive meeting by the Secretary or by another Executive Member nominated by the Secretary, which must record the following —

- (a) the names of the Executive Members present at the Executive Meeting;
- (b) the name of any person attending the meeting as an auditor or reviewer of the financial reports or records of the League, or under sections 100, 122 or the *Act*;
- (c) the business considered at the Executive Meeting;
- (d) details relating to the disclosure of an Executive Member's conflict of interest of a material personal nature as required by section 42(6) of the *Act* and section 100; and
- (e) any motion on which a vote is taken at the Executive Meeting and the result of the vote;

and the minutes must be entered into the League's books within 30 days after the Executive Meeting was held, with the Chair ensuring the minutes are reviewed and signed as correct by —

- (f) the Chair of the meeting and the Secretary; or
- (g) the Chair of the next Executive Meeting and the Secretary; which are, until the contrary is proved, evidence that—
- (h) the meeting to which the minutes relate was duly convened and held; and
- (i) the matters recorded as having taken place at the Executive Meeting took place as recorded; and
- (j) any appointment purportedly made at the meeting was validly made.

104. Departments

To assist the Executive in the conduct of the League's business, each Executive Member shall have a Department which consists of the relevant Executive Member, and any number of League Members appointed by the Executive that the Executive deems appropriate and, subject to any directions given by the Executive —



- (a) a Department may meet and conduct business as it considers appropriate; and
- (b) the relevant Executive Member may carry out the functions given to the Department Head as the department head considers appropriate.

105. Delegation of Executive powers to Department Members

The Executive may, in writing, delegate to a Department or a Department Member the exercise of any power or the performance of any duty other than —

- (a) the power to delegate; and
- (b) a non-delegable duty imposed on the Executive by the *Act* or another written law;

with the power or duty, the exercise or performance of which has been delegated to a Department or a Department Member, may be exercised or performed by the subcommittee or holder in accordance with the delegation terms, which —

- (c) can be made subject to conditions, qualification, limitations or exceptions that the Executive specifies in the document by which the delegation is made;
- (d) does not prevent the Executive from exercising or performing at any time the power or duty delegated;
- (e) any acts or thing done by a Department or Department Head under the delegation has the same force and effect as if it had been done by the Executive; and
- (f) may be amended or revoked, in writing, by the Executive or the relevant Executive Member without notice.

106. The League is bound by the past motions of the Executive

The League is bound by the past motions, resolutions and actions of the current and any previous Executives, after 2018, subject to any overriding motions, resolutions or actions of succeeding Executives.

107. Additional governing documents of the League

The League may, by Executive resolution, make, amend, or revoke documents, which may —

- (a) provide for the rights and obligations that apply to League Members;
- (b) impose restrictions on powers of the Executive or Departments, including the power to dispose of the League's assets;
- (c) impose requirements relating to the financial reporting and financial accountability of the League and the auditing of the League's accounts; and
- (d) provide for any other matter the League considers necessary or convenient;

subject to the *Act*, its regulations, or this Constitution.

108. Financial statements and financial report

For each financial year, the Executive must ensure that the requirements imposed on the League under Part 5 of the *Act* relating to the financial statements or financial report of the League are met, including —

- (a) the preparation of the financial statements or report where relevant;
- (b) if required, the review or auditing of the financial statements or financial report, as applicable;
- (c) the presentation to the Annual General Meeting of the financial statements or financial report, as applicable; and



- (d) if required, the presentation to the Annual General Meeting of the copy of the report of the review or auditor's report, as applicable, on the financial statements or financial report;

with the League's financial records required under section 66 of the *Act* to —

- (e) correctly record and explain its transactions and financial position and performance; and
- (f) enable true and fair financial statements to be prepared in accordance with Part 5 Division 3 of the *Act*; and
- (g) be retained for at least 7 years after the transactions covered by the records are completed as required under section 67 of the *Act*.

109. Source of funds

The funds of the League may be derived from service fees, annual subscriptions, donations, fundraising activities, grants, interest and any other sources approved by the Executive.

110. Funds payments

Nothing in this Constitution shall prevent —

- (a) remuneration, in good faith, to any officers or servants of the League, or League Members, in return for services rendered to and approved by the League;
- (b) out-of-pocket expenses incurred by League Members or others being reimbursed by the League for expenditure approved by the League;
- (c) the payment of goods or services required through everyday activities of the League and approved by the League; or
- (d) the payment of Committee, Executive, Board, or Department Members for —
 - (i) expenses incurred by these League Members; or
 - (ii) remuneration, in good faith in return for services rendered to and approved by the League;

which must be authorised by the League Members at a General Meeting.

111. Control of funds

The League must have an account in the name of the League with a financial institution from which all expenditure of the League is made and into which all funds received by the League are deposited, and —

- (a) expenditure is to be approved by the Executive on behalf of the League on a monthly basis;
- (b) the Executive may authorise the Chief Financial Officer to expend funds on behalf of the League without requiring approval from the Executive for each item on which the funds are expended;
- (c) all cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the League must be signed by —
 - (i) 2 members of the Finance Department; or
 - (ii) one member of the Finance Department and a person authorised by the Executive.

112. Constitution to be reviewed annually

This Constitution must be reviewed annually by the Secretary to ensure compliance with the *Act*, to be confirmed or proposed for modification by the Executive to ensure compliance.



113. Powers of Executive Members under this Constitution delegated during vacancy

Any powers under this Constitution that are the responsibility of particular Executive Members are shared by the entire Executive in case of the relevant Executive Member's position becoming vacant.

114. Secretary powers to be wielded by the Chief Executive Officer

Subject to other sections in this Constitution the powers of Secretary may be wielded by the Chief Executive Officer, or if the powers result from section 115 an Executive Member elected by the Board, if the Secretary refuses or is unable to execute their responsibilities as required by this Constitution or the *Act*.

115. Chief Executive Officer powers to be wielded by the Secretary

Subject to other sections in this Constitution, the powers of Chief Executive Officer may be wielded by the Secretary, or if the powers result from section 114 an Executive Member elected by the Board, if the Chief Executive Officer refuses or is unable to execute their responsibilities as required by this Constitution or the *Act*.

116. Executive may add an agenda item to Board Meeting notices

The Executive may notify the Board of business that the Board must consider at a Board Meeting.

