

CONSTITUTION OF BOXING NSW INCORPORATED

1. Definitions

1.1 In this Constitution:

"Act" means the Associations Incorporation Act 1985.

"AIBA" means the Association Internationale de Boxe Amateur.

"amateur" means a person who is not a professional as defined in this clause.

"amateur boxing" refers to that division of the sport of boxing in which the competing boxers are not professionals as defined in this clause.

"Annual General Meeting" means a meeting of the members duly convened in accordance with clause 27.1 or clause 27.2 of this Constitution.

"annual membership subscription fee" means that fee duly fixed from time to time by the Committee in accordance with clause 11.5(b) of this Constitution.

"BAI" means Boxing Australia Incorporated.

"BAI Council delegate" means a person appointed pursuant to clause 36.1 of this Constitution to represent BNSW at meetings of BAI's Council.

"BAI Council substitute delegate" means a person appointed pursuant to clause 36.3 of this Constitution to represent BNSW at meetings of BAI's Council in lieu of its BAI Council delegate.

"boxing" refers to the sport of amateur boxing.

"boxing competition" means any amateur boxing bout, competition or championship, whether conducted:

- (i) within the State of New South Wales;
- (ii) nationally, within some other State or Territory of the Commonwealth of Australia; or
- (iii) internationally;

which is conducted, organised and/or sponsored by BNSW, or at which BNSW participates or is officially represented.

"boxing official" means a referee, a judge, a timekeeper, a gloving steward, a coach, an assistant coach, a second, a boxer's manager, a team manager or some other official duly registered with BNSW.

"BNSW" means Boxing NSW Incorporated.

"By-laws" mean those principal regulatory measures made by BNSW in furtherance of the objects referred to in clause 3.1(c) and 29.8(c) of this Constitution.

"Commission" means the Corporate Affairs Commission established in accordance with the Companies (Administration) Act 1982.

"the Committee" means the Committee of BNSW referred to in clause 29.1 of this Constitution.

"complaint" means a complaint made by a member to the Secretary pursuant to clause 19.1 of this Constitution.

"eligible member" means a member satisfying the requirements of clause 30.4 of this Constitution.

"entrance fee" means that fee duly fixed by the Committee from time to time in accordance with clause 11.5(a) of this Constitution.

"general committee member" means a non-office bearer member of the Committee as provided for in clause 29.2 of this Constitution.

"General Meeting" means either an Annual General Meeting or a Special General Meeting.

"general member" means a person who answers to the description contained in clause 5.3 of this Constitution.

"life member" means a person who answers to the description contained in clause 5.2 of this Constitution.

"member" means a member of BNSW.

"notice of appeal" means a notice duly lodged by a member with the Secretary pursuant to clause 20.1 of this Constitution.

"office bearer" means a member of the Committee further described in clause 29.3 of this Constitution.

"President" means the person holding office under this Constitution as the President of BNSW.

"professional" means:

- (i) a person who is a professional boxer;
- (ii) a person who, within the past 5 years, has been a professional boxer; or
- (iii) a person who, within the past 5 years, has been associated with professional boxing as a timekeeper, a gloving steward, a referee, a judge, a coach, an assistant coach, a second, a match maker, a promoter, a boxer's manager, a team manager or as some other official.

"Register of Boxers" means the Register established in accordance with clause 41.1 of this Constitution.

"Register of Boxing Officials" means the Register established in accordance with clause 42.1 of this Constitution.

"Register of Life Members and General Members" means the Register established in accordance with clause 10.1 of this Constitution.

"registered competitor member" means a person answering to the description contained in clause 5.4 of this Constitution.

"Secretary" means the person holding office under this Constitution as Secretary of BNSW.

"Special General Meeting" means a meeting of the members duly convened in accordance with clause 28.1 or clause 28.2 of this Constitution.

"special resolution" means a resolution of the members in General Meeting carried in accordance with clause 26.1 or clause 26.2 of this Constitution.

"Sub-Committee" means a Sub-Committee duly established by the Committee in accordance with clause 34.1 of this Constitution.

"the Treasurer" means the person holding office under this Constitution as Treasurer of BNSW.

"Vice President" means the person holding office under this Constitution as Vice-President of BNSW.

1.2 In this Constitution:

- (a) a reference to a function includes a reference to a power, an authority or a duty; and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

1.3 The provisions of the Acts Interpretation Act 1915 apply to and in respect of this Constitution in the same manner as those provisions would apply if this Constitution was legislation or subordinate legislation.

2. BNSW

There shall be an association incorporated in accordance with the Act and known as Boxing NSW Incorporated.

3. Objects and Powers Of BNSW

3.1 The objects of BNSW are:

- (a) To promote and encourage the sport of amateur boxing.
- (b) To promote amateur boxing championship competitions.

- (c) To make By-laws and other rules and regulations, and to ensure uniformity thereof, for the control and regulation of amateur boxing and for the management thereof.
- (d) To promote from time to time, as the Committee may deem expedient, either alone or in conjunction with other organisations, tournaments or other activities for the carrying out of the objects of BNSW.

3.2 Solely for the purpose of furthering the objects set out in clause 3.1 of this Constitution, BNSW shall have the power:

- (a) To indemnify any person for any loss or damage incurred as a result of having, on behalf of BNSW, become liable to pay any amount by way of damages or otherwise.
- (b) To subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of BNSW
- (c) To buy, sell, lease, hire and deal with in all kinds of articles, apparatus, equipment, commodities and other personal property for the members or purposes of BNSW under or by virtue of this Constitution.
- (d) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or other real property, and any rights or privileges which may be requisite for the purpose of, or capable of being conveniently used in connection with, any of the objects of BNSW; provided that in case BNSW shall take or hold any property which may be subject to any trusts, BNSW shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- (e) To enter into any arrangements with any Government or Authority which are incidental or conducive to the attainment of the objects, and the exercise of the powers, of BNSW; to obtain from any such Government or Authority any rights, privileges and concessions which BNSW may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (f) To appoint, employ, remunerate, remove or suspend such managers, clerks, secretaries, servants and any other persons as may be necessary or convenient for the purposes of BNSW.
- (g) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated, directly or indirectly, to advance BNSW's interests; and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- (h) To invest and deal with the money of BNSW not immediately required in such manner as may from time to time be thought fit.
- (i) To take, or otherwise acquire and hold, shares, debentures or other securities of any company or body corporate.
- (j) To lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate; and otherwise to assist any person or body corporate.
- (k) To borrow or raise or secure the payment of money, either alone or jointly, with any other person or legal entity in such manner as BNSW may think fit; and to secure any such borrowing, raising or payment of money, or the repayment or

performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by BNSW in any way; and, in particular, by the issue of debentures, perpetual or otherwise, charged upon all or any of BNSW's property (both present and future); and to purchase, redeem or pay off any such securities.

- (l) To draw, make, accept, endorse, discount, execute and issue promissory notes, cheques and other bills of exchange, bills of lading and other negotiable or transferable instruments.
- (m) To sell, improve, manage, develop, exchange, lease dispose of, turn to account or otherwise deal with all or any part of the property and rights of BNSW.
- (n) To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of BNSW's property of whatsoever kind sold by BNSW, or any money due to BNSW from purchasers and others.
- (o) To take any gift of property, whether subject to any trust or not, for any one or more of the objects of BNSW; but subject always to the proviso in sub-clause (d) herein.
- (p) To take such steps, by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of BNSW, in the shape of donations, annual subscriptions or otherwise.
- (q) To print and publish any newspapers, periodicals, books or leaflets that BNSW may think desirable for the promotion of its objects.
- (r) To amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of BNSW.
- (s) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements for any one or more of the incorporated associations with which BNSW is authorised to amalgamate.
- (t) To transfer all or any part of the property, assets, liabilities and engagements of BNSW to any one or more of the incorporated associations with which BNSW is authorised to amalgamate.
- (u) To make donations for patriotic, charitable or community purposes.
- (v) To do all such other things as are incidental or conducive to the attainment of the objects, and the exercise of the powers, of BNSW.

4. Public Officer

BNSW shall have at all times a public officer whose office shall be filled consistently with the requirements of Section 56 of the Act.

5. Members of BNSW

5.1 The membership of BNSW shall consist of:

- (a) life members;
- (b) general members; and
- (c) registered competitor members.

5.2 Life members shall be such persons as may be granted life membership of BNSW in accordance with clause 9 of this Constitution.

- 5.3 General members shall be such persons whose application for general membership of BNSW has been approved by the Committee in accordance with Clause 7.3 of this Constitution, and who have paid in full the sums referred to in clause 7.1(c)(ii) of this Constitution.
- 5.4 Registered competitor members shall be such persons whose application for registration as competitor members of BNSW has been approved by the Secretary in accordance with clause 8.2 of this Constitution, and who have paid in full the sums required of them under clause 8.3(b) of this Constitution.

6. Eligibility For General and Registered Competitor Membership of BNSW

- 6.1 A person shall be eligible for general membership of BNSW if he or she:
- (a) is a resident of Australia;
 - (b) is 17 years of age or older;
 - (c) is of good character;
 - (d) is not a professional;
 - (e) is not insane or of unsound mind; and
 - (f) is not, at the time he or she is nominated to become a member of BNSW, the subject of a current resolution of:
 - (i) expulsion and disqualification from membership of BNSW imposed in accordance with this Constitution;
 - (ii) suspension, expulsion or disqualification imposed by BAI in accordance with its Constitution;
 - (iii) suspension of, or expulsion and disqualification from, membership of any other association, club or body, being a member of BAI, imposed in accordance with the Constitution of that association, club or body.
 - (g) has provided the Secretary with a notice in writing, duly executed by him or her, in which he or she agrees:
 - (i) to be bound by, and to observe, BAI's Anti-Doping and Member Protection Policies; as amended from time to time;
 - (ii) that BAI's Anti Doping and Member Protection Policies, as amended from time to time, may be enforced against him or her;
 - (iii) that BAI may test and, where appropriate, discipline him or her in accordance with BAI's Anti-Doping Policy, as amended from time to time; and
 - (iv) that BAI may conduct investigations and where appropriate, discipline him or her in accordance with BAI's Member Protection Policy, as amended from time to time;
- 6.2 A person shall only be eligible to be a registered competitor member of BNSW if he or she is at least 14 years of age, meets all the requirements for general membership specified in clause 6.1 other than clause 6.1(b) and is not the subject of:
- (a) any current disqualification from competition as a boxer imposed by BNSW in accordance with this Constitution;
 - (b) any current disqualification or suspension from competition as a boxer imposed by BAI in accordance with its Constitution; or
 - (c) any current disqualification or suspension from competition as a boxer imposed by any other association, club or body, being a member of BAI, in accordance with the Constitution of that association, club or body.

7. Application For General Membership Of BNSW

- 7.1 All applications for general membership of BNSW shall be:
- (a) in the form set out in Appendix 1 to this Constitution;
 - (b) properly executed by the applicant, the proposer and the seconder (which proposer and seconder must be a current general member or a life member of BNSW);
 - (c) accompanied by:
 - (i) the notice in writing referred to in clause 6.1(g) of this Constitution; and
 - (ii) the sums payable in accordance with Clause 11.1 and clause 11.2 of this Constitution as an entrance fee and an annual general membership subscription fee respectively;and
 - (d) lodged with the Secretary.
- 7.2 As soon as practicable after receiving an application for general membership of BNSW, the Secretary must refer the application to the Committee for approval or rejection.
- 7.3 As soon as practicable after receiving an application for general membership of BNSW from the Secretary, the Committee must, in the exercise of its absolute and unfettered discretion, either approve or reject the application.
- 7.4 As soon as practicable after the Committee has either approved or rejected an application for general membership of BNSW, the Secretary must:
- (a) notify the applicant in writing of the Committee's decision to approve or reject the application (as the case may be); and
 - (b) if the Committee rejected the application, refund to the unsuccessful applicant the monies paid by him or her to the Secretary in accordance with clause 7.1(c) (ii) of this Constitution.
- 7.5 Immediately upon the committee approving an application for general membership of BNSW, the approved applicant shall be, and be deemed to be, a general member of BNSW.

8. Application For Registered Competitor Membership of BNSW

- 8.1 All applications for registered competitor membership of BNSW shall be:
- (a) in the form set out in Appendix 2 to this Constitution;
 - (b) properly executed by the applicant;
 - (c) accompanied by:
 - (i) the notice in writing referred to in clause 6.1(g) of this Constitution; and
 - (ii) the sums payable in accordance with clause 11.1 and clause 11.2 of this Constitution as an entrance fee and an annual registered competitor membership subscription fee respectively; and
 - (d) lodged with the Secretary.
- 8.2 As soon as possible after receiving an application for registered competitor membership of BNSW, the Secretary must, in the exercise of his or her absolute and unfettered discretion, either approve or reject the application.

- 8.3 As soon as practicable after the Secretary has either approved or rejected an application for registered competitor membership of BNSW, the Secretary must:
- (a) notify both the applicant and the Committee in writing of the Secretary's decision to approve or reject the application (as the case may be); and
 - (b) if the Secretary rejected the application, refund to the unsuccessful applicant the monies paid by him or her to the Secretary in accordance with clause 8.1(c)(ii) of this Constitution.
- 8.4 Immediately upon the Secretary approving application for registered competitor membership of BNSW, the approved applicant shall be and be deemed to be a registered competitor member of BNSW.
- 8.5 The Secretary shall be responsible for entering:
- (a) the name; and
 - (b) the address;
- of each registered competitor member in the Register of Boxers; together with such other information as may from time to time be required by the Committee.

9. Life Members

The members in General Meeting may bestow life membership of BNSW on:

- (a) any of the office bearers or former office bearers of BNSW for meritorious service rendered by those office bearers or former office bearers; and
 - (b) any other persons as the members in General Meeting may deem fit;
- provided only that life membership of BNSW may only be bestowed on a person if that person has been a member of BNSW (or of a predecessor of BNSW) for a period of not less than 20 years as at the date of the bestowal of such life membership.

10. Register of Life Members and General Members

- 10.1 The Secretary must establish and maintain a Register of Life Members and General Members of BNSW.
- 10.2 The Secretary shall be responsible for at all times ensuring that the Register of Life Members and General Members of BNSW shall contain current information concerning:
- (a) the name of each life member and general member;
 - (b) the address of each life member and general member;
 - (c) the category of membership of each life member and general member;
 - (d) the date upon which each life member and general member relevantly became a member of BNSW;
 - (e) such other information as may from time to time be required by the Committee; and
 - (f) such other information as may from time to time be required by the laws of the State of New South Wales.
- 10.3 In the event that a person ceases, for any reason or reasons, to be a life member or a general member of BNSW, the Secretary shall thereupon record that fact in the Register of Life Members and General Members; together with the date on which that person so ceased to be a member of BNSW.

- 10.4 The Register of Life Members and General Members shall be kept by the Secretary at the principal place of administration of BNSW; and must be kept open for inspection, free of charge, by any life member or general member at any reasonable time.
- 10.5 A life member or a general member may obtain a copy of all or any part of the Register of Life Members and General Members upon request to the Secretary and upon the payment of a fee in an amount determined by the Committee in the exercise of its absolute and unfettered discretion.

11. Fees And Subscriptions

- 11.1 Every applicant for general membership or registered competitor membership of BNSW shall pay to BNSW an entrance fee in accordance with clause 7.1(c)(ii) or clause 8.1(c)(ii) respectively of this Constitution.
- 11.2 Every applicant for general membership or registered competitor membership of BNSW shall pay to BNSW:
- (a) in the event that such applicant applies for membership on 1 February in any year, an annual membership subscription fee; or
 - (b) in the event that such applicant applies for membership on a date after 1 February in any year, such part of an annual membership subscription fee as is proportionate to the part remaining of such year; otherwise in accordance with clause 7.1(c)(ii) or clause 8.1(c)(ii) respectively of this Constitution.
- 11.3 Except as may be provided by clause 11.2 of this Constitution, every life member, general member and registered competitor member shall pay to BNSW each calendar year an annual membership subscription fee.
- 11.4 Except as may be provided by clause 11.2 of this Constitution, a member must pay his or her member's annual subscription fee to BNSW before 1 February in each calendar year.
- 11.5 The Committee shall determine from time to time the amounts of:
- (a) the entrance fee payable by an applicant for general membership or registered competitor membership of BNSW in accordance with clause 11.1 of this Constitution; and
 - (b) the annual membership subscription fee payable by an applicant for general membership or registered competitor membership of BNSW in accordance with clause 11.2 of this Constitution; and
 - (c) the annual membership subscription fee payable by a life member, a general member or a registered competitor member in accordance with clause 11.3 of this Constitution.

12. Failure To Pay Any Monies Due and Payable To BNSW

- 12.1 Any member who, for any reason or reasons, fails to pay to BNSW:
- (a) that member's annual membership subscription fee payable in accordance with clauses 11.2 and 11.3 of this Constitution;
- or
- (b) any other monies due and payable by that member to BNSW;

by 1 February in each year shall thereupon be deemed to have ceased to be a member on and from that date.

12.2 The Committee, in the exercise of its absolute and unfettered discretion, may restore membership of BNSW to any person who has ceased to be a member by reason of the operation of clause 12.1 of this Constitution; provided that all monies due and payable by that person to BNSW are first paid in full.

13. Member Participation In The Affairs of BNSW

13.1 All members of BNSW shall be entitled to attend:

- (a) all General Meetings conducted in accordance with this Constitution; and
- (b) all boxing competitions and promotions organised or sponsored by BNSW; subject only to such rules, regulations and decisions, as to attendance fees and otherwise, as may be determined from time to time by the Committee in the exercise of its absolute and unfettered discretion; and to any applicable laws of the State of New South Wales.

13.2 Subject to the requirements of clauses 19 and 20 of this Constitution, any dispute relating to membership of BNSW, or membership participation in the affairs of BNSW, shall be dealt with in accordance with clause 18 of this Constitution.

14. Membership Entitlements Not Transferable

The rights, privileges and obligations which a person has by reason of being a member of BNSW:

- (a) are not capable of being transferred, assigned or transmitted to any other person; and
- (b) save as to any monies payable to BNSW, terminate on the cessation of that member's membership of BNSW.

15. Cessation Of Membership

A member ceases to be a member if he or she:

- (a) is expelled from BNSW in accordance with this Constitution;
- (b) fails to pay any monies due and payable to BNSW in the circumstances dealt with in and by clause 12.1 of this Constitution; or
- (c) resigns as a member in accordance with clause 16 of this Constitution.

16. Resignation

A member may only resign as a member of BNSW if that member first:

- (a) pays all monies due and payable by the member to BNSW; and
- (b) provides the Secretary with notice in writing of the member's intended resignation no less than 30 days (or such other period as may be determined by the Committee) before the resignation takes effect.

17. Members' Liabilities

The liability of a member to contribute to the payment of the debts and other liabilities of BNSW, or to the costs, charges and expenses of, and associated with, the winding up of BNSW, is limited to the amount, if any, of the monies otherwise lawfully payable by that member to BNSW.

18. Resolution of Internal Disputes

18.1 A dispute:

- (a) between members; or
 - (b) between boxing officials; or
 - (c) between a member or members and a boxing official or boxing officials; or
 - (d) between a member, members, a boxing official or boxing officials and BNSW;
- may be referred by a party or parties to the dispute to the Committee.

18.2 Upon referral of a dispute to the Committee in accordance with clause 18.1 of this Constitution, the Committee may, in the exercise of its absolute and unfettered discretion:

- (a) decline to involve itself in any way with the dispute if the Committee considers the referral to be without substance or trivial;
- (b) formally advise or counsel the parties to the dispute; whether in writing or otherwise; or
- (c) procure the mediation of the dispute by a mediator appointed in accordance with clause 18.3 of this Constitution.

18.3 For the purposes of a mediation procured in accordance with clause 18.2(c) of this Constitution, the mediator shall be:

- (a) a person or organisation chosen by agreement between the parties to the dispute; or
- (b) in the absence of agreement between the parties to the dispute:
 - (i) in the case of a dispute:
 - (A) between members; or
 - (B) between boxing officials; or
 - (C) between a member or members and a boxing official or boxing officials:
a person appointed by the Committee (who may be, but need not be, a member of BNSW not party to the dispute) or, alternatively, an organisation appointed by the Committee; or
 - (ii) in the case of a dispute between a member, members, a boxing official or boxing officials and BNSW, a person employed or appointed by the State Sports Dispute Centre.

18.4 In the event that a dispute is the subject of a mediation conducted by a mediator engaged pursuant to clause 18.3(ii) of the Constitution, the parties to the mediation shall sign such mediation agreement as may be required by the State Sports Dispute Centre prior to the commencement of the mediation.

- 18.5 In the event that a dispute is the subject of a mediation procured in accordance with clause 18.2(c) of this Constitution, the parties to the dispute shall (subject to anything to the contrary which may be contained in a mediation agreement executed by such parties in accordance with clause 18.4 of this Constitution) at least 7 days before the occurrence of such mediation, exchange written statements outlining the issues between them; and shall supply copies of such statements to the mediator.
- 18.6 The parties to the mediation shall agree:
- (a) that the mediator is empowered to make any order:
 - (i) as to the costs and/or expenses of the mediation; and
 - (ii) as to the payment of any part or parts of such costs and/or expenses by a party or parties;
 - (b) that if a party is ordered by the mediator to pay any such costs and/or expenses, the party so ordered will pay the same; and
 - (c) that pending any order as to costs and/or expenses which might be made by the mediator, the opposing parties in the mediation shall pay to the mediator the reasonable anticipated costs and expenses of the mediation, as fixed by the mediator, in equal shares and prior to the commencement of the mediation.
- 18.7 The mediator, in mediating the dispute:
- (a) shall give the parties every opportunity to be heard;
 - (b) shall otherwise ensure that natural justice is accorded to the parties throughout the mediation;
 - (c) shall exercise his or her efforts towards assisting the parties to resolve the dispute; and
 - (d) shall not seek to impose a solution to the dispute upon the parties.
- 18.8 In the event that the mediation does not lead to the resolution of the dispute, the parties to it shall be at liberty to exercise all of their rights in relation to the dispute in accordance with this Constitution, the Act and the other laws of the State of New South Wales and of the Commonwealth of Australia.

19. Disciplining Members and Boxing Officials

- 19.1 Any member or boxing official may make a complaint in writing to the Secretary against any other member or boxing official; which complaint may allege that such other member or boxing official has:
- (a) refused or neglected to comply with a provision or provisions in this Constitution and/or in the By-laws of BNSW;
 - (b) engaged in conduct unbecoming a member or a boxing official registered with BNSW; and/or
 - (c) acted in a manner prejudicial to the interests of BNSW.
- 19.2 Each complaint must be fully particularised by the member or boxing official making the same.

- 19.3 As soon as practicable after receiving a complaint, the Secretary shall refer the same to the Committee.
- 19.4 As soon as practicable after receiving a complaint, the Committee:
- (a) may seek further particulars in writing concerning the same from the member or boxing official making the same;
 - (b) must cause notice in writing of the complaint, and of all particulars concerning the same, to be served on the member or boxing official against whom the complaint has been made; and
 - (c) must advise in writing the member or boxing official against whom the complaint has been made that such member or boxing official has not less than 14 days after receipt of the advice in which to make a written submission or submissions with respect to the complaint to the Committee. The Committee may not further consider the complaint until after the period so advised has elapsed.
- 19.5 Before determining the complaint, the Committee may make such further enquiries concerning the same as the Committee, in the exercise of its absolute and unfettered discretion, considers appropriate; save only that it shall advise in writing both the member or boxing official making the complaint and the member or boxing official against whom the complaint is made of the outcome of any such enquiry, and afford such members and/or boxing officials with a reasonable opportunity of making written submissions to the Committee with respect to the same.
- 19.6 Subject to the provisions of clauses 19.4 and 19.5 in this Constitution, and as soon as practicable after receiving any submissions from the member or boxing official making the complaint and the member or boxing official against whom the complaint is made, together with the result or results of any enquiries made by the Committee in accordance with clause 19.5 of this Constitution, the Committee shall proceed to consider and determine the complaint.
- 19.7 In determining a complaint in accordance with clause 19.6 of this Constitution, the Committee may, by resolution, and in the exercise of its absolute and unfettered discretion:
- (a) where the matters alleged in the complaint have not been established to its satisfaction; dismiss the complaint;
 - (b) where the matters alleged in the complaint have been established to its satisfaction; take whatever action the Committee considers appropriate, including (but not limited to):
 - (i) counselling the offending member or boxing official;
 - (ii) censuring the offending member or boxing official;
 - (iii) requiring the offending member or boxing official to make an apology and/or other amends;
 - (iv) suspending the offending member from membership of BNSW, or alternatively the offending boxing official from registration with BNSW, for a period specified by the Committee;
 - (v) expelling the offending member from BNSW;
 - (vi) deregistering the offending boxing official from the Register of Boxing Officials.

- 19.8 Within 7 days after the Committee has determined a complaint in accordance with clauses 19.6 and 19.7 of this Constitution, the Secretary shall advise the member or boxing official against whom the complaint was made in writing of the determination of it by the Committee, and of any reasons given by the Committee for its determination; and, in the event that the complaint was determined adversely to the member or boxing official, of the member's or boxing official's right of appeal in accordance with this Constitution.
- 19.9 As soon as practicable after determining a complaint in accordance with clauses 19.6 and 19.7 of this Constitution, the Secretary shall advise the member or boxing official who made the complaint in writing of the determination of it by the Committee, and of any reasons given by the Committee for its determination.
- 19.10 No disciplinary action determined in accordance with clause 19.7(b) of this Constitution by the Committee against a member or boxing official shall take effect:
- (a) until the expiration of the appeal period provided in accordance with this Constitution within which the offending member or boxing official may appeal against the determination; or
 - (b) in the event that the offending member or boxing official exercises that member's or boxing official's right of appeal within the appeal period, until that appeal is determined in accordance with clause 20 of this Constitution.

20. Rights Of Appeal

- 20.1 A member or boxing official against whom a determination has been made by the Committee in accordance with clause 19.7(b) of this Constitution may, within 7 days after notice of that determination has been provided to the member or boxing official in accordance with clause 19.8 of this Constitution, appeal that determination by lodging a written notice to that effect with the Secretary.
- 20.2 A notice of appeal lodged with the Secretary in accordance with clause 20.1 of this Constitution may, but need not, be accompanied by a written statement from the member or boxing official appealing containing the grounds upon which that member or boxing official seeks to rely in the appeal, and any other matters which the member or boxing official might wish raised in support of the appeal.
- 20.3 Within 7 days of receiving a notice of appeal from a member or a boxing official, the Secretary shall approach the State Sports Dispute Centre and arrange for the Advisory Management Committee or the Chief Executive Officer of that Centre to appoint an independent and suitably qualified person to hear and determine the appeal.
- 20.4 Upon the appointment of a person to hear and determine the appeal in accordance with clause 20.3 of this Constitution, the Secretary shall forthwith forward:
- (a) to the person so appointed:
 - (i) a copy of the complaint originally made by the complainant against the appellant;
 - (ii) copies of any written particulars and/or statements provided to the Committee with respect to the complaint in accordance with clauses 19.4 and 19.5 of this Constitution.
 - (iii) a copy of the written advice provided to the appellant pursuant to clause 19.8 of this Constitution;

- (iv) a copy of the notice of appeal;
 - (v) a copy of any written statement provided by the appellant to the Secretary in accordance with clause 20.3 of this Constitution; and
 - (vi) the names and contact particulars of both the appellant and the complainant;
- (b) to the complainant:
- (i) a copy of the notice of appeal;
 - (ii) a copy of any written statement provided by the appellant to the Secretary in accordance with clause 20.3 of this Constitution; and
 - (iii) the name and contact particulars of the person duly appointed to hear and determine the appeal; and
- (c) to the appellant, the name and contact particular of the person duly appointed to hear and determine the appeal.
- 20.5 The person appointed to hear and determine the appeal in accordance with clause 20.3 of this Constitution shall, forthwith upon his or her appointment, contact the Secretary, the appellant and the complainant and advise each of them of the arrangements determined by the person so appointed for the hearing and determination of the appeal.
- 20.6 The person appointed to hear and determine the appeal in accordance with clause 20.3 of this Constitution is empowered:
- (a) to make any order concerning:
- (i) the reasonable costs and/or expenses of hearing and determining the appeal (including any preliminary costs or expenses); and
 - (ii) the payment of any part of part of such costs and/or expenses by the appellant, the complainant and/or BNSW;
- and
- (b) to make such enquiries concerning the appeal as the person so appointed, in the exercise of his or her absolute and unfettered discretion, considers appropriate; save only that he or she shall advise the appellant, the complainant and the Secretary of the outcome of any such enquiry, and afford the appellant, the complainant and BNSW with reasonable opportunities to make written submissions to the person so appointed with respect to such outcome.
- 20.7 If the appellant, the complainant and/or BNSW is or are ordered by the person appointed to hear and determine the appeal to pay any costs and/or expenses in accordance with clause 20.6(a) of this Constitution, then the person and/or BNSW so ordered will forthwith pay the same.
- 20.8 The person appointed to hear and determine the appeal in accordance with clause 20.3 of this Constitution, in so hearing the appeal, shall:
- (a) give the appellant, the complainant and, if deemed necessary by the person so appointed, the Secretary every opportunity to be heard; and
- (b) ensure that natural justice is accorded to the appellant and the complainant throughout the hearing;
- and shall otherwise determine the appeal in accordance with equity and good conscience.
- 20.9 In determining the appeal in accordance with clause 20.8 of this Constitution, the person appointed to hear and determine the appeal may:
- (a) confirm the determination by the Committee of the complaint;

- (b) revoke the determination by the Committee of the complaint; or
 - (c) vary the determination by the Committee of the complaint in such manner as the person so appointed, in the exercise of his or her absolute and unfettered discretion, may determine.
- 20.10 The person appointed to hear and determine the appeal in accordance with clause 20.3 of this Constitution shall, within 7 days after determining the appeal, advise the appellant, the complainant and the Secretary in writing of his or her determination.
- 20.11 In the event that the person appointed to hear and determine the appeal in accordance with clause 20.3 of this Constitution determines, pursuant to clause 20.9(a) or (c) of this Constitution, either to confirm or vary (but not revoke) a determination of the Committee upon a complaint against a member or a boxing official, that member or boxing official may, within:
- (a) 14 days after notice of the determination of the appeal has been provided to the member or boxing official in accordance with clause 20.7 of this Constitution;
 - (b) such further period as may be allowed from time to time in accordance with the Constitution and/or by-laws of BAI;
- appeal the determination of the person so appointed to BAI by lodging a written notice to that effect with the Chief Executive Officer of BAI.
- 20.12 Any appeal to BAI in accordance with clause 20.11 of this Constitution shall be determined by BAI in accordance with its Constitution and (where applicable) its By-laws.
- 20.13 BNSW and its members acknowledge unreservedly the jurisdiction of BAI to determine any appeal to BAI lodged pursuant to Clause 20.11 of this Constitution consistently with the Constitution and the By-laws of BAI.
- 20.11 Upon being advised in writing by BAI of the determination by BAI of any appeal to it pursuant to clause 20.11 of this Constitution, BNSW and its members shall forthwith do all things which may be necessary to acknowledge and implement that determination by BAI.

21. General Meetings Of BNSW

- 21.1 The control, management, direction and business of BNSW under this Constitution are vested in the members meeting from time to time in General Meetings duly convened in accordance with this Constitution.
- 21.2 A General Meeting shall be either:
- (a) an Annual General Meeting; or
 - (b) a Special General Meeting.

22. Notice Of General Meeting

- 22.1 Where the nature of the business to be dealt with at a General Meeting calls for consideration of one or more motions for special resolutions, the Secretary shall, not less than 21 days prior to the date fixed for the holding of the General Meeting, forward to each member a notice in writing specifying:
- (a) the place, date and time fixed for the General Meeting;
 - (b) the nature of the business to be dealt with at the General Meeting; and
 - (c) the terms of each motion for a special resolution.
- 22.2 Save for General Meetings convened in accordance with clause 28.5 of the Constitution, the Secretary shall, no less than 14 days prior to the date fixed for the holding of a General Meeting, forward to each member notice in writing specifying:
- (a) the place, date and time fixed for the General Meeting; and
 - (b) the nature of the business to be dealt with at the General Meeting.
- 22.3 No business other than business specified in the notice convening a General Meeting in accordance with this Constitution shall be transacted at that General Meeting; save, in the case of any Annual General Meeting, for such other business as may be required to be dealt with at that Annual General Meeting under this Constitution.
- 22.4 A member who seeks to raise any business at a General Meeting may give notice in writing of the matter or matters to the Secretary; who shall include reference to the matter or matters in the notice convening the next General Meeting in accordance with this Constitution (not being a General Meeting convened pursuant to clause 28.5 of this Constitution).

23. The Presiding Member At A General Meeting

- 23.1 The President or, if the President is absent, unable or unwilling to act, the Vice-President, shall preside as chairperson at each General Meeting.
- 23.2 In the event that both the President and the Vice-President are absent, unable or unwilling to act, the life members and general members present at the General Meeting shall elect one of their number to preside as chairperson at the General Meeting.

24. Procedure At A General Meeting

- 24.1 No item of business shall be transacted at a General Meeting unless a quorum of life members and/or general members is present at the General Meeting at the time the item of business is considered.
- 24.2 A total of 10 life members and/or general members present, either in person or by proxy, constitute a quorum for the transaction of any business at a General Meeting.
- 24.3 If within half an hour after the appointed time for the commencement of a General Meeting, a quorum of life members and/or general members is not present, the General Meeting shall:
- (a) if convened by or on the requisition of members in accordance with this Constitution, be deemed to be closed; and
 - (b) in any other case, stand adjourned to the same time 7 days thereafter at the same venue (unless another venue is specified at the time of adjournment by the

member presiding; or is otherwise communicated by notice in writing by and from the Secretary to the members provided before the adjourned day).

- 24.4 If, at an adjourned General Meeting, a quorum of life members and/or general members is not present within half an hour after the appointed time for the commencement of the General Meeting and:
- (a) at least 5 life members and/or general members are present, in person or by proxy, those members shall constitute a quorum; or
 - (b) at least 5 life members and/or general members are not present in person or by proxy, the General Meeting shall be deemed to be closed.
- 24.5 The chairperson of a General Meeting at which a quorum is present in accordance with this Constitution shall, on the vote of the majority of the life members and/or general members present, adjourn the General Meeting to a time and venue specified.
- 24.6 If a General Meeting is adjourned for 14 days or more, the Secretary shall provide written notice of the adjourned General Meeting to each member; specifying the place, date and time of the adjourned General Meeting and the nature of the business to be dealt with at the adjourned General Meeting.
- 24.7 Except as provided in clause 24.6 of this Constitution, no notice of the adjournment of a General Meeting, or of the business to be dealt with at the adjourned General Meeting, need be provided to the members.
- 24.8 No business shall be dealt with at an adjourned General Meeting other than the business not dealt with, or left unfinished at the original General Meeting which was adjourned.
- 24.9 A member may appoint a proxy (who shall be a general member or life member) by an instrument in writing in a form approved by the Committee and duly executed by the grantor member.

25. Voting At General Meetings

- 25.1 No registered competitor member shall be entitled to vote at a General Meeting unless and until that registered competitor is also a life member or a general member.
- 25.2 No life member and/or general member shall be entitled to more than one vote at any General Meeting other than in accordance with clause 25.7 of this Constitution.
- 25.3 No life member or general member shall be entitled to vote at any General Meeting unless and until all monies due and payable to BNSW by that member have been paid in full.
- 25.4 A question arising at a General Meeting shall be determined on a show of hands by life members and/or general members present in person, and on behalf of life members and/or general members present by proxy, and, unless before or on the declaration of the show of hands a poll is demanded in accordance with this Constitution, a declaration shall be made by the chairperson of the General Meeting that the question has, on the show of hands, been carried unanimously, carried by a particular majority,

lost unanimously or lost by a particular majority; and such declaration and/or an entry to that effect in the Minute Book of the Association, shall be evidence of that fact.

- 25.5 A poll may be demanded on any question arising at a General Meeting by:
- (a) the chairperson of the General Meeting; or
 - (b) not less than 3 life members and/or general members present at the General Meeting.
- 25.6 If a poll is demanded in accordance with this Constitution at a General Meeting, the poll shall be conducted:
- (a) in the case of a poll which relates to the election of the chairperson of the General Meeting, or to an adjournment; immediately; and
 - (b) in any other case; at such time prior to the close of the General Meeting as the chairperson of the General Meeting may direct.
- 25.7 In the case of an equality of votes on any question at a General Meeting, the chairperson of the General Meeting shall have a casting vote in addition to any vote he or she may have as a life member or a general member.

26. Special Resolutions At General Meetings

- 26.1 Subject to clause 26.2 of this Constitution, a resolution carried at a General Meeting shall be deemed to be a special resolution provided that:
- (a) not less than 21 days written notice was provided to the members in accordance with this Constitution of the proposal to move the resolution; and
 - (b) not less than three-quarters of life members and/or general members entitled to vote under this Constitution and present at the General Meeting, in person or by proxy, voted in favour of the resolution at the General Meeting.
- 26.2 Where it is first made to appear to the Commission that it is not practicable to carry a resolution in the manner required by clause 26.1 of this Constitution, the resolution may be carried as a special resolution if it is carried in the manner specified by the Commission.

27. Annual General Meetings Of BNSW

- 27.1 BNSW shall hold its first Annual General Meeting within the period of:
- (a) 18 months immediately following its incorporation under the Act; and
 - (b) 6 months immediately following the expiration of the first financial year of BNSW.
- 27.2 Save for the first Annual General Meeting, the Committee shall convene an Annual General Meeting at least once in each calendar year and within a period of 6 months immediately following the expiration of each financial year of BNSW.
- 27.3 The requirements of clauses 27.1 and 27.2 of this Constitution shall be observed subject to any further or other direction or indulgence which may be granted from time to time by the Commission to BNSW.

- 27.4 Subject to clauses 27.1, 27.2 and 27.3 of this Constitution, and to the Act, each Annual General Meeting shall be convened at such place, on such date and at such time as the Committee may from time to time consider appropriate.
- 27.5 An Annual General Meeting shall be specified as being such in the written notice to members convening the same.
- 27.6 The business to be dealt with at an Annual General Meeting shall include:
- (a) the confirmation or correction of the minutes of the last preceding Annual General Meeting, and of all Special General Meetings (if any) held since that last Annual General Meeting;
 - (b) the reception and consideration of Committee and other reports on the activities of BNSW over the period since the last preceding Annual General Meeting;
 - (c) the election of general committee members and, subject to clause 30.1 and clause 30.3 of this Constitution, of office bearers;
 - (d) the reception and consideration of any other statements or reports required by the Act to be submitted to the members; and
 - (e) any other business of which notice has been given in accordance with this Constitution.

28. Special General Meetings Of BNSW

- 28.1 The Committee may, whenever it thinks fit, convene a Special General Meeting.
- 28.2 The Committee shall, on being so requisitioned in writing by not less than 10 per cent of the total number of life members and/or general members entitled to vote under this Constitution, convene a Special General Meeting.
- 28.3 For the purposes of clause 28.2 of this Constitution, a requisition in writing by life members and/or general members for a Special General Meeting:
- (a) shall state the purpose or purposes of the proposed Special General Meeting;
 - (b) shall be duly signed by the life members and/or general members so requisitioning;
 - (c) shall be lodged with the Secretary; and
 - (d) may consist of one or more duplicate requisition documents; each signed by one or more of the life members and/or general members so requisitioning.
- 28.4 Upon receiving a requisition in writing duly signed in accordance with clause 28.3 of this Constitution, the Secretary shall forthwith refer the same to the Committee.
- 28.5 If the Committee fails to convene a Special General Meeting within one month after the date on which the requisition in writing for the same was lodged with the Secretary in accordance with clause 28.3 of this Constitution, any two or more of the members who so made the requisition may themselves convene a Special General Meeting; to be held not more than 3 months after the date they convened the same.
- 28.6 A Special General Meeting convened by life members and/or general members in accordance with clause 28.5 shall be convened as nearly as practicable in the same manner as General Meetings are otherwise convened under this Constitution by the

Committee; and any member who reasonably incurs expenses in consequence thereof is entitled to be reimbursed for the same by BNSW.

29. The Committee Of BNSW

- 29.1 The control, management, direction and business of BNSW under this Constitution are, between General Meetings of BNSW duly convened under this Constitution, vested in the Committee of BNSW; acting in accordance with this Constitution.
- 29.2 The Committee shall consist of the office bearers and 6 other general committee members.
- 29.3 The office bearers of BNSW shall be:
- (a) the President;
 - (b) the Vice-President;
 - (c) the Secretary; and
 - (d) the Treasurer.
- 29.4 It is the duty of the President to chair General Meetings and meetings of the Committee; and the President shall have such other duties as may be vested in him or her from time to time by the members in General Meeting or by the Committee; consistently with this Constitution.
- 29.5 It is the duty of the Vice-President to chair General Meetings and meetings of the Committee in the absence of the President; and the Vice-President shall have such other duties as may be vested in him or her from time to time by the members in General Meeting or by the Committee; consistently with this Constitution.
- 29.6 It is the duty of the Secretary to:
- (a) keep minutes of the names and addresses of all elected and casually-appointed members of the Committee;
 - (b) keep minutes of the names of all persons present at General Meetings of BNSW and meetings of the Committee;
 - (c) keep minutes of all proceedings at General Meetings and meetings of the Committee; and
 - (d) do such other things as may be required of him or her pursuant to this Constitution; and
- the Secretary shall have such other duties as may be vested in him or her from time to time by the members in General Meeting or by the Committee; consistently with this Constitution.
- 29.7 It is the duty of the Treasurer to:
- (a) ensure that all monies due and payable to BNSW are received and collected by the association;
 - (b) ensure that all monies properly payable by BNSW are duly paid;
 - (c) to ensure that books of account and other financial records are properly kept for and on behalf of BNSW; with such books and records properly recording the financial affairs of BNSW, including all receipts received, and all expenditure made, by or in connection with BNSW and its activities; and

(d) do such other things as may be required of him or her pursuant to this Constitution; and
the Treasurer shall have such other duties as may be vested in him or her from time to time by the members in General Meeting or by the Committee; consistently with this Constitution.

29.8 Subject to the requirements of the Act and of this Constitution, the Committee is empowered to:

- (a) exercise all functions as may be exercised by BNSW; other than functions which are required by this Constitution to be exercised by the members in General Meeting;
- (b) perform all acts and do all things which may appear to the Committee to be necessary or desirable in the proper management of the affairs of BNSW;
- (c) adopt such By-laws and other rules and regulations for the proper management and administration of BNSW as may be consistent with this Constitution.

29.9 The Committee shall:

- (a) at all times act in accordance with, and in furtherance of, the Australian Sports Commission's National Sporting Organisation Governance Principles of Best Practice, May 2002 (as amended, and as may be amended);
- (b) at all times act in accordance with, and in furtherance of, the objects specified in the Constitution of BAI, and with the objects specified in clause 3.1 of this Constitution;
- (c) develop a strategic plan for BNSW that is consistent and complementary with any strategic plan developed and implemented by BAI; such plan to be submitted by the Committee for consideration, adoption or amendment at the Annual General Meeting next following the adoption of this Constitution; and
- (d) develop and implement policies in relation to member protection, equal opportunity, equity, drugs in sport, health, safety, risk management, junior and senior programs and such other matters as may arise from time to time; all such policies being consistent with, and complementary to, any similar policies developed and implemented by BAI.
- (e) effect and maintain all insurance policies for and on behalf of BNSW and its members as the Committee may from time to time deem necessary or otherwise appropriate.

29.10 In the discharge of its functions, powers and responsibilities under this Constitution, the Committee shall at all times act in accordance with the Act and, subject to the requirements of the Act and of this Constitution, in conformity with resolutions of the members in General Meeting.

30. Election Of Committee Members

30.1 There shall be an election for the office of each office bearer, and for the position of each general committee member, at the first Annual General Meeting following the adoption of this Constitution.

30.2 The two general committee members who polled the lowest number of votes of those general committee members elected at the first Annual General Meeting following

the adoption of this Constitution shall cease to hold their positions as general committee members at the conclusion of the immediately succeeding Annual General Meeting; but each such general committee member is eligible for re-election to the Committee at that succeeding Annual General Meeting, subject only to satisfying the requirements of clause 30.4 of this Constitution.

- 30.3 Subject to the requirements of clause 30.2 of this Constitution, each member of the Committee shall hold office until the conclusion of the second Annual General Meeting immediately following his or her election as a member of the Committee; but each such member of the Committee is eligible for re-election to the Committee at that second succeeding Annual General Meeting; subject only to satisfying the requirements of clause 30.4 of this Constitution.
- 30.4 To be eligible to be an office bearer or general committee member, a person:
- (a) shall be a life member; or a general member;
 - (b) shall be solvent, within the meaning of the Bankruptcy Act 1966;
 - (c) shall have paid in full to BNSW all monies due and payable by him or her to BNSW; and
- 30.5 Not less than 6 weeks prior to the date fixed for each Annual General Meeting of BNSW in accordance with this Constitution, the Secretary shall forward to each member a notice in writing specifying the place, date and time fixed for the Annual General Meeting; and calling for nominations from general members for election to office as specified office bearers or as general committee members.
- 30.6 Following the provision by the Secretary of the notice in writing referred to in clause 30.5 of this Constitution, an eligible member may nominate for election as a specific office bearer or as a general committee member.
- 30.7 Each nomination for election in accordance with clause 30.6 hereof shall be:
- (a) in the form set out in Appendix 3 to this Constitution;
 - (b) signed by the nominee, a proposer and a seconder (which proposer and seconder must each be a current financial, life or general member of BNSW); and
 - (c) lodged with the Secretary not less than 30 days prior to the date fixed for the holding of the Annual General Meeting at which the election is to take place in accordance with this Constitution.
- 30.8 If no nomination is received for election to the office of a specified office bearer, or to the position of a general committee member, in accordance with clauses 30.5, 30.6 and 30.7 of this Constitution, the Secretary shall forthwith, by notice in writing forwarded to each member, again call for nominations from life members and general members for election to that office or position.
- 30.9 Following the provision by the Secretary of a notice in writing referred to in clause 30.8 of this Constitution, an eligible member may nominate for election to the office of the office bearer, or the position of the general committee member, specified in the notice; and any such nomination shall comply with the requirements of clause 30.7 of this Constitution, save only that it may be lodged with the Secretary not less than 24 hours prior to the time fixed for the holding of the Annual General Meeting.

- 30.10 The Secretary shall promptly advise in writing every nominee that his or her nomination has been received; and shall either confirm that the nomination is in order or otherwise inform the nominee of the reason or reasons why the nomination is not in order.
- 30.11 If no valid nomination is received in accordance with clause 30.6 and clause 30.9 of this Constitution for election to the office of a specified office bearer, there shall be deemed to be a casual vacancy in that office as from the time of conclusion of the Annual General Meeting.
- 30.12 If only one valid nomination is received in accordance with clause 30.6 and clause 30.9 of this Constitution for election to the office of a specified office bearer, the nominee shall be deemed to be duly elected to that office.
- 30.13 If more than one valid nomination is received in accordance with clause 30.6 and clause 30.9 of this Constitution for election to the office of a specified office bearer, a ballot for such office shall be conducted by a Returning Officer at the Annual General Meeting:
- (a) who shall be elected by the members present at the Annual General Meeting and entitled to vote;
 - (b) who may be, but need not be, a member of BNSW; and
 - (c) who shall not be a nominee for election to any office, other than that of Returning Officer, at the Annual General Meeting;
- in such manner as the Committee may reasonably direct from time to time.
- 30.14 If no valid nomination is received in accordance with clause 30.6 and clause 30.9 of this Constitution for election to the available general committee member positions on the Committee, there shall be deemed to be casual vacancies in those general committee member positions from the time of conclusion of the Annual General Meeting.
- 30.15 If the number of valid nominations received in accordance with clause 30.6 and clause 30.9 of this Constitution for election to the available general committee member positions on the Committee is less than the number of those positions available, then:
- (a) the nominees shall be deemed to be duly elected as general committee members; and
 - (b) there shall be deemed to be a casual vacancy or vacancies in the remaining general committee member position or positions as from the time of conclusion of the Annual General Meeting.
- 30.16 If the number of valid nominations received in accordance with clause 30.6 or clause 30.9 of this Constitution for election to the available general committee member positions on the Committee is equal to the number of those positions available, then the nominees shall be deemed to be duly elected as general committee members.
- 30.17 If the number of valid nominations received in accordance with clause 30.6 or clause 30.9 of this Constitution for election to the available general committee member positions on the Committee is greater than the number of those positions available, then a ballot for such general committee member positions shall be conducted by a Returning Officer at the Annual General Meeting:
- (a) who shall be the Returning Officer duly elected at the Annual General Meeting in accordance with clause 30.13 of this Constitution (if such a Returning Officer has been so elected);

- (b) who shall otherwise be elected by the members present at the Annual General Meeting and entitled to vote;
 - (c) who may be, but need not be, a member of BNSW; and
 - (d) who shall not be a nominee for election to any office, other than that of Returning Officer, at the Annual General Meeting;
- in such manner as the Committee may reasonably direct from time to time.

30.18 In the event that a ballot or ballots is or are to be conducted in accordance with clause 30.13 and/or clause 30.17 of this Constitution, the chairperson of the Annual General Meeting at which the ballot or ballots is or are to be conducted shall provide a reasonable opportunity for the nominees for election to the office, the offices, the position and/or the positions concerned to address the members present at the General Meeting prior to each such ballot being conducted.

30.19 From the time the Secretary calls for nominations from eligible members in accordance with clause 30.5 of this Constitution until the time fixed for the Annual General Meeting in accordance with clause 27.2 of this Constitution, the Secretary shall promptly provide the names and contact particulars of all eligible nominees for election to any member requesting the same; and such names and contact particulars may be provided in writing or orally or electronically.

30.20 Any act or thing done or suffered by the Committee, or by a Sub-Committee, shall be valid and effectual notwithstanding any defect which might subsequently be discovered in the appointment or qualification of any member of the Committee or the Sub-Committee at the time the act or thing was done or suffered.

31. Casual Vacancies On The Committee

31.1 For the purpose of this Constitution, a casual vacancy shall occur in the office of an office bearer, or in the position of general committee member:

- (a) in the circumstances specified in clause 30.11 or clause 30.14 or clause 30.15(b) of this Constitution; or,
- if between Annual General Meetings, the officer bearer or general committee member concerned:
- (b) dies;
 - (c) ceases for any reason to be a member of BNSW;
 - (d) ceases to be a resident of Australia;
 - (e) becomes a bankrupt or is otherwise insolvent within the meaning of the Bankruptcy Act 1966;
 - (f) resigns from his or her office, or his or her position, by a notice in writing provided to the Secretary or the President;
 - (g) is removed from office in accordance with clause 32.1 of this Constitution;
 - (h) becomes a professional;
 - (i) becomes insane or of unsound mind; or
 - (j) is absent from 4 consecutive meetings of the Committee without the consent of the Committee.

31.2 In the event of a casual vacancy in the membership of the Committee, the Committee shall forthwith appoint an eligible member to fill the vacancy; and the eligible member so appointed shall be deemed to be a member of Committee, subject to this

Constitution, until the casual vacancy is filled at the next Annual General Meeting in accordance with this Constitution.

- 31.3 The Committee may perform any of its functions, and exercise any of its powers, notwithstanding that there may be at the time a casual vacancy on the Committee.

32. Removal Of Office Bearers and General Committee Members

- 32.1 Life members and/or general members present in person or by proxy at a Special General Meeting may, by special resolution, remove an office bearer from his or her office, or a general committee member from his or her position on the Committee, between Annual General Meetings; and, by ordinary resolution duly carried by the life members and/or general members present in person or by proxy at the Special General Meeting, may appoint another eligible member to hold that office, or occupy that position, until the same is filled at the next Annual General Meeting in accordance with this Constitution.
- 32.2 An office bearer or general committee member, in relation to whom a motion for a special resolution for removal in accordance with clause 32.1 of this Constitution has been proposed in accordance with clause 26.1 of this Constitution, may lodge a concise statement in writing as to his or her case with respect to the proposed removal with the Secretary or the President.
- 32.3 In the event that a statement is lodged with the Secretary or President in accordance with clause 32.2 of this Constitution, the Secretary or President may cause a copy of the statement to be forwarded to each life member and general member; and, in the event that it is not so forwarded, the office bearer or general committee member whose removal is being sought by the proposed motion shall be entitled to require that the statement be read out at the Special General Meeting at which the motion is moved.

33. Committee Meetings

- 33.1 The Committee shall meet at least 6 times in each consecutive period of 12 months at such place, date and time as the Committee in its absolute discretion may determine.
- 33.2 Additional meetings of the Committee may be convened from time to time by the President or by any other 2 members of the Committee.
- 33.3 Written or oral notice of a meeting of the Committee must be given by the Secretary to each other member of the Committee not less than 48 hours (or such other period as may be unanimously determined by the Committee from time to time) prior to the time appointed for the holding of the meeting.
- 33.4 Notice of a meeting provided in accordance with clause 33.3 of this Constitution shall specify the place, date and time for the meeting; and must specify the general nature of the business to be dealt with at the meeting.
- 33.5 No item of business shall be transacted at a Committee meeting unless a quorum of members of the Committee is present at the meeting at the time the item of business is considered.

- 33.6 Five members of the Committee present constitute a quorum for the transaction of any business at a Committee meeting.
- 33.7 If within half an hour after the appointed time for the commencement of a Committee Meeting, a quorum of members of the Committee is not present, the meeting shall stand adjourned to the same time 7 days thereafter at the same venue (unless another venue is specified at the time of adjournment by the member of the Committee presiding; or is otherwise communicated by notice in writing by and from the Secretary to the other members of the Committee before the adjourned day).
- 33.8 If, at an adjourned Committee meeting, a quorum of members of the Committee is not present within half an hour after the appointed time for the commencement of the meeting, the meeting shall be deemed to be closed.
- 33.9 The President, or, if the President is absent, unable or unwilling to act, the Vice-President, shall preside as chairperson at each Committee meeting.
- 33.10 In the event that both the President and the Vice President are absent, unable or unwilling to act, the other members of the Committee who are present at the Committee meeting shall elect one of their number to preside at the meeting.
- 33.11 A member of the Committee must declare to the Committee any conflict of interest which that Committee member might have in any financial, contractual or disciplinary matter, in any selection or appointment matter, or in any other matter arising in the business and affairs of the Committee or BNSW; and, unless otherwise unanimously sanctioned by the other members of the Committee, shall absent himself or herself from discussion of the matter, and shall not be entitled to vote in respect of the matter.
- 33.12 All declarations of conflict of interest made by a member of the Committee in conformity with clause 33.11 of this Constitution shall be minuted by the Secretary in the Minute Book of the Committee.

34. Sub-Committee

- 34.1 The Committee may, by written instruments of delegation, delegate to one or more Sub-Committees established by the Committee the exercise of such functions or powers of the Committee as may be specified in the instruments of delegation other than:
- (a) any function or power vested by the Act or otherwise by law in the Committee; and
 - (b) a power of delegation.
- 34.2 Each Sub-Committee shall be composed of such:
- (a) members of the Committee;
 - (b) other persons;
- as the Committee may from time to time determine.
- 34.3 A function or power of the Committee may be duly delegated to a Sub-Committee subject to such conditions as to the performance of the function, or the exercise of the power, as may be specified in the instrument of delegation.

- 34.5 Notwithstanding any delegation of a function or power to a Sub-Committee in accordance with clause 34.1 of this Constitution, the Committee may at any time, and from time to time, continue to itself perform the function, or exercise the power, so delegated.
- 34.6 Any act or thing done or suffered by a Sub-Committee acting in the performance of a function, or in the exercise of a power, delegated to the Sub-Committee in accordance with clause 34.1 of this Constitution shall have the same force and effect as it would have had if it had been done or suffered by the Committee.
- 34.7 A Sub-Committee may, subject to, and consistently with, its instrument of delegation, meet, deliberate, act and adjourn as it may think proper and appropriate.
- 34.8 The Committee may, by instrument in writing:
- (a) abolish any Sub-Committee; or
 - (b) revoke or amend any instrument of delegation to a Sub-Committee.

35. Voting At Committee And Sub-Committee Meetings

- 35.1 Matters arising at meetings of the Committee, or of any Sub-Committee, shall be determined by a majority of the votes of the members of the Committee or the Sub-Committee present at the meeting.
- 35.2 Each member of the Committee, or of any Sub-Committee, present at a meeting of the Committee or the Sub-Committee (as the case may be) shall be entitled to one vote; but in the event of any equality of votes cast on any matter, the chairperson of the Committee or Sub-Committee shall have a second and deciding vote.

36. BAI Council Delegates And Substitute Delegates

- 36.1 The Committee shall from time to time appoint an eligible member to represent the Association at meetings of BAI's Council.
- 36.2 Each BAI Council delegate appointed in accordance with clause 36.1 of this Constitution shall be vested with the power and authority to represent BNSW at meetings of BAI's Council, and to cast BNSW's vote at such meetings.
- 36.3 The Committee may from time to time appoint an eligible member to act in lieu of BNSW's BAI Council delegate for such period or periods as the Committee may deem necessary.
- 36.4 The Secretary must advise the Chief Executive Officer of BAI in writing of the name and contact particulars of each BAI Council delegate and substitute delegate duly appointed by the Committee in accordance with clause 36.1 or 36.3 of this Constitution as soon as practicable after he or she is so appointed and, in any event, prior to the first meeting of BAI's Council to be attended by that BAI Council delegate or substitute delegate.

37. BNSW Finances

- 37.1 The funds of BNSW shall be derived from:

- (a) the entrance fees and annual membership subscription fees paid by members in accordance with this Constitution;
- (b) attendance fees charged at events organised by or on behalf of BNSW;
- (c) Government grants;
- (d) donations made to BNSW; and
- (e) subject to the Act, any other law and any resolution duly carried by the members in General Meeting in accordance with this Constitution, such other sources as the Committee may from time to time determine.

37.2 All money received by BNSW shall be deposited as soon as practicable after receipt thereof, and without deduction, in a bank account for BNSW opened in its name.

37.3 The Treasurer shall ensure that as soon as practicable after receipt by BNSW of any money, the payer of the money is provided with a written or electronic receipt therefor.

37.4 Subject to the Act, any other law and any resolution duly carried by the Members in General Meeting in accordance with this Constitution, the funds of BNSW are to be used in pursuant of the objects of BNSW referred to in clause 3.1 of this Constitution in such manner as the Committee may determine from time to time.

37.5 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of BNSW shall be signed by any two members of the Committee and/or employees of BNSW; being members and employees being first authorised to so sign by the Committee.

37.6 BNSW's year, for all financial and other purposes, shall begin on the first day of January in each year and end on the last day of December in the same year.

38. Custody And Inspection Of BNSW Records

38.1 Subject to the requirements of clause 29.7(c) of this Constitution, the Secretary shall at all times keep in his or her custody, power or control all Registers, records, books and other official documents relating to BNSW.

38.2 Without limiting the generality of clause 10.4, clause 10.5 and clause 30.19 of this Constitution, the Secretary and the Treasurer shall, on request, permit any member of BNSW to inspect, free of any charge, all records, books, accounts and other official documents relating to BNSW which are in the possession, power or control of the Secretary and the Treasurer respectively at any reasonable time following such request.

39. Custody And Use Of The Common Seal

39.1 BNSW shall have a common seal; which shall at all times remain in the care and custody of the Secretary.

39.2 The common seal of BNSW shall not be affixed to any document save by authority of the Committee.

39.3 The affixation of the common seal of BNSW to any document shall be attested by the signatures of two members of the Committee.

40. Submission Of BNSW To BAI

- 40.1 Subject to the Act, to the other laws of the State of New South Wales and to the laws of the Commonwealth of Australia, in the event of any conflict between any provision in this Constitution and the provisions of the Constitution of BAI from time to time, the provisions of the Constitution of BAI shall prevail as if they were provisions of this Constitution in substitution for the conflicting provision in this Constitution.
- 40.2 In the event of any ambiguity in the interpretation or application of any provision in this Constitution, the same shall be interpreted or applied consistently with the Constitution, by-laws and duly adopted policies of BAI.
- 40.3 By-laws made by BAI from time to time which:
- (a) relate to the administration, conduct or development of boxing;
 - (b) relate to the conduct of boxing competitions; or
 - (c) authorise BAI, where appropriate, to test and/or discipline any person, boxer or boxing official who is a member of, or otherwise registered with, BNSW, in accordance with BAI's Anti-Doping
- or
- Member Protection Policies; as amended from time to time;
- shall be taken to be, and shall be applied as, by-laws of BNSW from the time of their adoption by BAI.
- 40.4 In the event of any conflict between a by-law made by BAI of a kind referred to in clause 40.3 of this Constitution and any by-law (pre existing or otherwise) adopted by BNSW, the by-law of BAI shall prevail to the exclusion of the by-law of BNSW to the extent of such conflict."
- 40.5 Without limiting the requirements of clause 40.3 of this Constitution, by the adoption of this Constitution, BNSW shall be taken at all times to authorise BAI, where appropriate, to test and/or discipline any person, boxer or boxing official, who is a member of, or otherwise registered with, BNSW, in accordance with BAI's Constitution, by laws and Anti-Doping or Member Protection Policies; as amended from time to time.

41. Register Of Boxers

- 41.1 The Secretary shall establish and maintain a Register of Boxers on behalf of BNSW.
- 41.2 The Secretary shall be responsible at all times for ensuring that the Register of Boxers shall contain current information concerning:
- (a) the name of each registered competitor member;
 - (b) the address of each registered competitor member; and
 - (c) such other information as may from time to time be required by the Committee.
- 41.3 No boxer shall be entitled to compete in any boxing competition, or participate as a boxer in any promotion, organised, controlled or sponsored by BNSW unless duly registered on the Register of Boxers.

42. Register Of Boxing Officials

- 42.1 The Secretary shall establish and maintain a Register of Boxing Officials on behalf of BNSW.
- 42.2 The Secretary shall be responsible at all times for ensuring that the Register of Boxing Officials shall contain current information concerning:
- (a) the name of each registered boxing official;
 - (b) the address of each registered boxing official;
 - (c) the category or categories of boxing officials represented by each registered boxing official; and
 - (d) such other information as may from time to time be required by the Committee.
- 42.3 Any person may apply in writing to the Committee, through the Secretary, to be registered on the Register of Boxing Officials.
- 42.4 All applications for registration on the Registrar of Boxing Officials shall be:
- (a) in the form set out in Appendix 4 to this Constitution;
 - (b) properly executed by the applicant;
 - (c) accompanied by a written acknowledgment signed by the applicant in which he or she agrees:
 - (i) to be bound by, and to observe, BAI's Anti-Doping and Member Protection Policies; as amended from time to time;
 - (ii) that BAI's Anti-Doping and Member Protection Policies, as amended from time to time, may be enforced against him or her;
 - (iii) that BAI may test and, where appropriate, discipline him or her in accordance with BAI's Anti-Doping Policy; as amended from time to time; and
 - (iv) that BAI may conduct investigations and, where appropriate, discipline him or her in accordance with BAI's Member Protection Policy; as amended from time to time;
 - (d) accompanied by such other documents and information as may from time to time be required by the Committee; and
 - (e) lodged with the Secretary.
- 42.5 The Committee may, in the exercise of its absolute and unfettered discretion, refuse to register any applicant for registration on the Register of Boxing Officials without necessarily providing any reason for such refusal.
- 42.6 Without limiting the generality of clause 42.5 of this Constitution, the Committee shall not register any applicant for registration on the Register of Boxing Officials if that applicant, at the time he or she makes his or her application to the Committee:
- (a) is the subject of a current resolution of:
 - (i) suspension of, or expulsion and disqualification from, membership of BNSW imposed in accordance with this Constitution; or
 - (ii) suspension of, or expulsion and disqualification from, membership of any other association, club or body, being a member of BAI, imposed in accordance with the Constitution of that association, club or body; or
 - (b) is the subject of:
 - (i) any current disqualification from officiating as a boxing official imposed by BNSW consistently with this Constitution;

- (ii) any current disqualification or suspension from officiating as a boxing official imposed by BAI consistently with this Constitution; or
- (iii) any current disqualification or suspension from officiating as a boxing official imposed by any other association, club or body, being a member of BAI, consistently with the Constitution of that association, club or body.

42.7 No boxing official shall be entitled to officiate in any capacity as a boxing official at any boxing competition, or at any boxing promotion, organised, controlled or sponsored by BNSW, unless duly registered by the authority of the Committee on the Register of Boxing Officials.

43. Provision of Notices

43.1 For the purposes of this Constitution, a notice may be validly forwarded or provided to a member:

- (a) by delivering it personally to that member;
- (b) by posting it by ordinary pre-paid post to the registered or last known postal address of that member; or
- (c) by forwarding it by facsimile transmission, or email or such other form of electronic transmission as may be nominated by that member.

43.2 For the purposes of this Constitution, a notice shall be presumed to have been received by a member, unless the contrary is proved:

- (a) in the case of a notice delivered personally to that member; on the date on which it was so delivered;
- (b) in the case of a notice posted by ordinary pre-paid post; on the date on which it would have been received in the ordinary course of such post; and
- (c) in the case of a notice forwarded by facsimile transmission, email or some other form of electronic transmission; on the date it was so transmitted; save only that if the electronic instrument from which the notice was transmitted produced a written or electronic report indicating that the notice was transmitted on some later date, on that date.

43.4 For the purposes of this Constitution:

- (a) the accidental forwarding of a notice to an invalid or wrong facsimile number, postal address or email address;
- (b) the accidental omission of provision of notice to a member or members; or
- (c) the non-receipt of notice by a member or members to whom the same was otherwise validly forwarded;

shall not invalidate any meeting of BNSW, or any resolution otherwise carried at such a meeting.

44. Variations To Constitution

44.1 No clause in this Constitution may be deleted, varied or supplemented save by special resolution duly carried by the members in General Meeting in accordance with this Constitution.

44.2 No new clause may be inserted into this Constitution save by special resolution duly carried by the members in General Meeting in accordance with this Constitution.

45. Winding Up

In the event of the winding up, or the cancellation of the incorporation, of BNSW, the assets of BNSW shall be disposed of in accordance with the provisions of Part 5 of the Act.

46. Transitional Provisions

46.1 Life members of BNSW immediately prior to the inclusion of this clause into this Constitution (which event is hereinafter referred to as “the adoption of the new Constitution”) shall be, and to any extent necessary shall be deemed to be, life members of BNSW following such inclusion.

46.2 The Committee in office immediately prior to the adoption of the new Constitution shall be, and to any extent necessary shall be deemed to be, the Committee from the adoption of the new Constitution until the election of a new Committee in accordance with clauses 46.7, 46.8 and 46.9 of this Constitution.

46.3 Within 48 hours of the adoption of the new Constitution, the Committee shall determine:

- (a) the entrance fee payable by an applicant for general membership of BNSW in accordance with clause 11.1 of this Constitution; and
- (b) the annual membership subscription fee payable by a general member or life member in accordance with clauses 11.2 and 11.3 of this Constitution.

46.4 Notwithstanding the provisions in clause 7 of this Constitution, any person who is, to the reasonable satisfaction of the Secretary, eligible under clause 6.1(a), (b), (c), (d) and (e) of this Constitution to be a general member of BNSW shall automatically become a general member of BNSW upon:

- (a) that person providing the Secretary, within 30 days of the Committee making determinations pursuant to clause 48.3 of this Constitution, with:
 - (i) an application for general membership of BNSW in the form set out in Appendix 1 of this Constitution (with the deletion from that form of paragraph 1(f)); such application form to be properly executed by the applicant, but without the need for a proposer or a seconder;
 - (ii) the notice in writing referred to in clause 6.1(g) of this Constitution; such notice in writing to be properly executed by the applicant; and
 - (iii) the entrance fee and the annual membership subscription fee fixed by the Committee pursuant to clause 46.3 of this Constitution; and
- (b) the Secretary thereupon acknowledging that the applicant:
 - (i) is eligible to be a general member of BNSW under clause 6.1(a), (b), (c), (d) and (e) of this Constitution; and
 - (ii) has complied with the requirements of sub-clause (a) hereof;

by the Secretary initialling the applicant’s application form, and providing a copy of the same so initialled to the applicant.

46.5 In the event that the Secretary rejects an application for general membership of BNSW lodged by an applicant in accordance with clause 46.4 of this Constitution:

- (a) the Secretary shall provide the unsuccessful applicant with a statement in writing shortly stating the reason or reasons why his or her application has been rejected by the Secretary;
 - (b) the unsuccessful applicant may, within 7 days of receiving a statement from the Secretary in accordance with sub-clause (a) hereof (or within such further time as BAI may reasonably allow), appeal his or her rejection to any Tribunal which BAI may establish to hear such an appeal.

- 46.6 In the event that an unsuccessful applicant is successful in an appeal against the rejection by the Secretary of his or her application for general membership of BNSW to a Tribunal established by BAI to hear such an appeal, then:
 - (a) BNSW shall be bound by the decision of such Tribunal; and
 - (b) the successful appellant shall forthwith be, and to any extent necessary shall be deemed to be, a general member of BNSW.

- 46.7 Not less than 5 weeks, and not more than 6 weeks, after the Committee makes the determinations required by clause 46.3 of this Constitution:
 - (a) the Committee shall fix the date for the first Annual General Meeting following the adoption of this Constitution (“the first Annual General Meeting”) on a day not less than 6 weeks, and not more than 7 weeks, thereafter; and
 - (b) the Secretary shall, immediately after the date for the first Annual General Meeting is so fixed, forward to each member a notice in writing specifying the place, date and time fixed for the first Annual General Meeting; and calling for nominations from life members and general members for election to office as specified office bearers or as general committee members.

- 46.8 To be eligible to vote, or to be elected as an office bearer or general committee member, at the first Annual General Meeting, a person:
 - (a) shall be a life member or a general member immediately prior to the date of the election;
 - (b) shall be solvent, within the meaning of the *Bankruptcy Act 1966*; and
 - (c) shall have paid in full to BNSW all monies due and payable by him or her to BNSW.

- 46.9 Save as referred to in clauses 46.7 and 46.8 of this Constitution, the election of office bearers and general committee members at the first Annual General Meeting shall be conducted in accordance with the requirements of clause 30 of this Constitution.

- 46.10 Clauses 46.2 to 46.9 (both inclusive) of this Constitution shall operate from the time of adoption of the new Constitution until the election of the new Committee at the first Annual General Meeting in accordance with clauses 46.7, 46.8 and 46.9 of this Constitution; and shall thereafter have no continuing operation.